Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

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 ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 980,291.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

Line	Description	(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 ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2.	2.		STATEMENT 1
4	Dividends and interest from securities	37,696.	37,696.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-22,483.			
b	Gross sales price for all assets on line 6a 442,100.				
7	Capital gain net income (from Part IV, line 2)		0.		
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	15,215.	37,698.		
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 STMT 3	3,500.	0.		0.
c	Other professional fees STMT 4	10,000.	10,000.		0.
17	Interest				
18	Taxes STMT 5	1,873.	171.		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	15,373.	10,171.		0.
25	Contributions, gifts, grants paid	197,000.			197,000.
26	Total expenses and disbursements Add lines 24 and 25	212,373.	10,171.		197,000.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-197,158.			
b	Net investment income (if negative, enter -0-)		27,527.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Form 990-PF (2012)

14410422 798362 223768811 2012.03040 BAILEY FAMILY FOUNDATION, I 22376881

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	4,559.	5,791.	5,791.
	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 STMT 6	76,547.	0.	0.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 7	549,064.	503,794.	547,525.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	463,796.	387,223.	426,975.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,093,966.	896,808.	980,291.
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 ▶ ☐ 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 ▶ [X] 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	1,093,966.	896,808.	
	30 Total net assets or fund balances	1,093,966.	896,808.	
	31 Total liabilities and net assets/fund balances	1,093,966.	896,808.	

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	1,093,966.
2 Enter amount from Part I, line 27a	2	-197,158.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	896,808.
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	896,808.

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	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	436,029.		464,583.	-28,554.
b	6,071.			6,071.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-28,554.
b				6,071.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-22,483.
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 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))
2011	252,264.	1,209,767.	.208523
2010	237,368.	1,338,067.	.177396
2009	251,624.	1,380,001.	.182336
2008	147,589.	1,840,313.	.080198
2007	212,242.	2,128,883.	.099696

2 Total of line 1, column (d)	2	.748149
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	.149630
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,031,486.
5 Multiply line 4 by line 3	5	154,341.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	275.
7 Add lines 5 and 6	7	154,616.
8 Enter qualifying distributions from Part XII, line 4	8	197,000.

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 instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	275.
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	275.
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	275.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	900.		
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	900.
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	625.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 625. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	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 2012 or the taxable year beginning in 2012 (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 STMT 9	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ JAMES L. BAILEY Telephone no ▶ (239)598-4848

Located at ▶ 7839 VIZCAYA WAY, NAPLES, FL ZIP+4 ▶ 34108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, 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 Form TD F 90-22 1 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.

			Line	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)?	N/A	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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 [X] 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 [X] No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,027,208.
b	Average of monthly cash balances	1b	19,986.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,047,194.
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	1,047,194.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,708.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,031,486.
6	**Minimum investment return.** Enter 5% of line 5	6	51,574.

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	51,574.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 275.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	275.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	51,299.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	51,299.
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	51,299.

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	197,000.
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	197,000.
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	275.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	196,725.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				51,299.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 109,676.				
b From 2008 57,375.				
c From 2009 183,756.				
d From 2010 172,361.				
e From 2011 193,478.				
f Total of lines 3a through e	716,646.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 197,000.				
a Applied to 2011, 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 2012 distributable amount				51,299.
e Remaining amount distributed out of corpus	145,701.			
5 Excess distributions carryover applied to 2012 (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	862,347.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	109,676.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	752,671.			
10 Analysis of line 9				
a Excess from 2008 57,375.				
b Excess from 2009 183,756.				
c Excess from 2010 172,361.				
d Excess from 2011 193,478.				
e Excess from 2012 145,701.				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [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 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				
BGSU FOUNDATION BOWLING GREEN, OH 43403	NONE	PUBLIC	EDUCATIONAL PURPOSES	102,500.
DIOCESE OF BRIDGEPORT 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE	PUBLIC	RELIGIOUS PURPOSES	46,000.
IMMOKALEE FOUNDATION 1390 NORTH 15TH STREET IMMOKALEE, FL 34142	NONE	PUBLIC	SOCIAL PURPOSES	11,000.
THE RICHARD FRISBEE III FOUNDATION PO BOX 344 NEW CANAAN, CT 06840	NONE	PUBLIC	HEALTH PURPOSES	500.
THE SHELTER FOR ABUSED WOMEN & CHILDREN PO BOX 10102 NAPLES, FL 34101	NONE	PUBLIC	SOCIAL PURPOSES	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	197,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEORGETOWN UNIVERSITY SCHOOL OF MEDICINE UNIVERSITY BOX 571404 WASHINGTON, DC 20057	NONE	PUBLIC	EDUCATIONAL PURPOSES	25,000.
THE INNER-CITY FOUNDATION 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE	PUBLIC	SOCIAL PURPOSES	1,000.
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BOULEVARD NAPLES, FL 34108	NONE	PUBLIC	SOCIAL PURPOSES	5,000.
SAINT WILLIAM PARISH 601 SEAGATE DR. NAPLES, FL 34108	NONE	PUBLIC	RELIGIOUS PURPOSES	5,000.
Total from continuation sheets				36,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	37,696.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-22,483.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		15,215.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 15,215.

(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)

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

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

Jam Bailey 5/19/13 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN M. DANISH	John M Danish	5/8/13		P00173472
Firm's name ▶ CLARFELD FINANCIAL ADVISORS, INC.			Firm's EIN ▶ 13-3147357	
Firm's address ▶ 560 WHITE PLAINS ROAD, 5TH FLOOR TARRYTOWN, NY 10591-5112			Phone no 914-846-0100	

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

Family Foundation Bailey Schwab One Acct # 27135651

STATEMENT D-1

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PIMCo Comm Real Ret Cl. I	12/27/2006	01/09/2012	21.193	142	295		(153)	(153)
PIMCo Comm Real Ret Cl. I	03/22/2007	01/09/2012	33.804	226	487		(262)	(262)
PIMCo Comm Real Ret Cl. I	06/19/2007	01/09/2012	3,444.897	23,023	50,000		(26,977)	(26,977)
PIMCo Comm Real Ret Cl. I	06/21/2007	01/09/2012	93.971	628	1,330		(702)	(702)
PIMCo Comm Real Ret Cl. I	09/20/2007	01/09/2012	98 122	656	1,478		(822)	(822)
PIMCo Comm Real Ret Cl. I	12/27/2007	01/09/2012	185 346	1,239	2,988		(1,749)	(1,749)
PIMCo Comm Real Ret Cl. I	03/20/2008	01/09/2012	97 239	650	1,751		(1,101)	(1,101)
PIMCo Comm Real Ret Cl. I	06/19/2008	01/09/2012	102 417	684	2,040		(1,356)	(1,356)
PIMCo Comm Real Ret Cl. I	09/18/2008	01/09/2012	110.478	738	1,589		(850)	(850)
PIMCo Comm Real Ret Cl. I	12/10/2008	01/09/2012	296.838	1,984	1,748		235	235
			4,484.305	29,970	63,706		(33,736)	(33,736)
Ridgeworth US Gov Sec	08/12/2011	01/09/2012	1,980.198	20,000	20,000	0		0
Loomis Sayles Global Bd	06/19/2007	01/25/2012	1,761 969	29,426	27,255		2,171	2,171
Loomis Sayles Global Bd	07/24/2007	01/25/2012	133 040	2,222	2,053		169	169
Loomis Sayles Global Bd	08/28/2007	01/25/2012	19.970	334	309		24	24
Loomis Sayles Global Bd	09/25/2007	01/25/2012	21 157	353	333		20	20
Loomis Sayles Global Bd	10/30/2007	01/25/2012	20.571	344	330		13	13
Loomis Sayles Global Bd	11/27/2007	01/25/2012	20 761	347	337		10	10
Loomis Sayles Global Bd	12/14/2007	01/25/2012	63 862	1,067	1,005		61	61
Loomis Sayles Global Bd	01/29/2008	01/25/2012	17 367	290	281		9	9
Loomis Sayles Global Bd	02/26/2008	01/25/2012	20.951	350	336		14	14
Loomis Sayles Global Bd	03/25/2008	01/25/2012	23 579	394	386		8	8
Loomis Sayles Global Bd	04/28/2008	01/25/2012	22 505	376	367		9	9
Loomis Sayles Global Bd	05/27/2008	01/25/2012	23 408	391	380		11	11
Loomis Sayles Global Bd	06/24/2008	01/25/2012	24 792	414	394		20	20
Loomis Sayles Global Bd	07/29/2008	01/25/2012	26 078	436	410		26	26
Loomis Sayles Global Bd	08/26/2008	01/25/2012	25 126	420	387		32	32
Loomis Sayles Global Bd	09/23/2008	01/25/2012	26 791	447	398		50	50
Loomis Sayles Global Bd	10/28/2008	01/25/2012	30.059	502	387		115	115
Loomis Sayles Global Bd	11/25/2008	01/25/2012	31.132	520	409		111	111
Loomis Sayles Global Bd	12/12/2008	01/25/2012	222 590	3,717	2,874		844	844
Loomis Sayles Global Bd	01/27/2009	01/25/2012	23 296	389	311		79	79
Loomis Sayles Global Bd	02/24/2009	01/25/2012	18 179	304	237		67	67
Loomis Sayles Global Bd	03/24/2009	01/25/2012	15 722	263	206		57	57
Loomis Sayles Global Bd	04/28/2009	01/25/2012	8 329	139	112		27	27
Loomis Sayles Global Bd	05/27/2009	01/25/2012	15.351	256	218		38	38
Loomis Sayles Global Bd	06/23/2009	01/25/2012	7.106	119	104		15	15
Loomis Sayles Global Bd	07/28/2009	01/25/2012	26.333	440	397		42	42

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

Family Foundation Bailey   Schwab One   Acct #: 27135651

STATEMENT D-1

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Loomis Sayles Global Bd	08/25/2009	01/25/2012	11.993	200	187		13	13
Loomis Sayles Global Bd	09/22/2009	01/25/2012	23 244	388	372		16	16
Loomis Sayles Global Bd	10/27/2009	01/25/2012	24 044	402	389		13	13
Loomis Sayles Global Bd	11/24/2009	01/25/2012	22.351	373	367		6	6
Loomis Sayles Global Bd	12/11/2009	01/25/2012	44 485	743	718		25	25
Loomis Sayles Global Bd	01/26/2010	01/25/2012	22.778	380	366		14	14
Loomis Sayles Global Bd	02/23/2010	01/25/2012	22.458	375	355		20	20
Loomis Sayles Global Bd	03/23/2010	01/25/2012	21.688	362	347		15	15
Loomis Sayles Global Bd	04/27/2010	01/25/2012	21.756	363	349		15	15
Loomis Sayles Global Bd	05/26/2010	01/25/2012	22.658	378	349		29	29
Loomis Sayles Global Bd	06/22/2010	01/25/2012	13.537	226	212		14	14
Loomis Sayles Global Bd	07/27/2010	01/25/2012	3.481	58	56		2	2
Loomis Sayles Global Bd	08/24/2010	01/25/2012	2.423	40	40		0	0
Loomis Sayles Global Bd	09/21/2010	01/25/2012	16.351	273	273		0	0
Loomis Sayles Global Bd	10/26/2010	01/25/2012	16.156	270	276		(6)	(6)
Loomis Sayles Global Bd	11/23/2010	01/25/2012	15.303	256	256		0	0
Loomis Sayles Global Bd	12/09/2010	01/25/2012	57.326	957	938		19	19
Loomis Sayles Global Bd	01/25/2011	01/25/2012	16.321	273	271	1		1
Loomis Sayles Global Bd	02/22/2011	01/25/2012	15.001	251	249	1		1
Loomis Sayles Global Bd	03/22/2011	01/25/2012	15.908	266	268	(3)		(3)
Loomis Sayles Global Bd	04/26/2011	01/25/2012	14.796	247	254	(7)		(7)
Loomis Sayles Global Bd	05/24/2011	01/25/2012	14.700	246	251	(5)		(5)
Loomis Sayles Global Bd	06/21/2011	01/25/2012	14 006	234	241	(7)		(7)
Loomis Sayles Global Bd	07/26/2011	01/25/2012	13 607	227	238	(10)		(10)
Loomis Sayles Global Bd	08/23/2011	01/25/2012	8.902	149	156	(7)		(7)
Loomis Sayles Global Bd	09/20/2011	01/25/2012	9.359	156	158	(2)		(2)
Loomis Sayles Global Bd	10/25/2011	01/25/2012	9.747	163	166	(3)		(3)
Loomis Sayles Global Bd	11/22/2011	01/25/2012	10.419	174	173	1		1
Loomis Sayles Global Bd	12/14/2011	01/25/2012	40.228	672	657	15		15
Loomis Sayles Global Bd	01/23/2012	01/25/2012	7 058	118	118	0		0
			3,202 108	53,477	49,266	(25)	4,236	4,211
PIMCo Foreign Bond Unhd I	07/14/2009	01/25/2012	1,366 781	14,902	12,617		2,285	2,285
PIMCo Foreign Bond Unhd I	07/31/2009	01/25/2012	4 411	48	42		6	6
PIMCo Foreign Bond Unhd I	08/31/2009	01/25/2012	7 666	84	75		9	9
PIMCo Foreign Bond Unhd I	09/30/2009	01/25/2012	7 151	78	73		5	5
PIMCo Foreign Bond Unhd I	10/30/2009	01/25/2012	6 929	76	71		4	4
PIMCo Foreign Bond Unhd I	11/10/2009	01/25/2012	2,410 236	26,279	25,000		1,279	1,279
PIMCo Foreign Bond Unhd I	11/30/2009	01/25/2012	8 824	96	94		2	2
PIMCo Foreign Bond Unhd I	12/31/2009	01/25/2012	13.089	143	131		12	12
PIMCo Foreign Bond Unhd I	01/29/2010	01/25/2012	9.777	107	100		7	7
PIMCo Foreign Bond Unhd I	02/26/2010	01/25/2012	9.292	101	95		7	7

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

Family Foundation Bailey   Schwab One   Acct # 27135651

STATEMENT D-1

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PIMCo Foreign Bond Unhd I	03/31/2010	01/25/2012	10 154	111	101		9	9
PIMCo Foreign Bond Unhd I	04/30/2010	01/25/2012	11 050	120	111		9	9
PIMCo Foreign Bond Unhd I	05/28/2010	01/25/2012	8 839	96	87		9	9
PIMCo Foreign Bond Unhd I	06/30/2010	01/25/2012	9.525	104	96		8	8
PIMCo Foreign Bond Unhd I	07/30/2010	01/25/2012	9.910	108	104		4	4
PIMCo Foreign Bond Unhd I	08/31/2010	01/25/2012	9 549	104	103		1	1
PIMCo Foreign Bond Unhd I	09/30/2010	01/25/2012	8.596	94	96		(2)	(2)
PIMCo Foreign Bond Unhd I	10/29/2010	01/25/2012	7.927	86	91		(4)	(4)
PIMCo Foreign Bond Unhd I	11/30/2010	01/25/2012	7 702	84	83		1	1
PIMCo Foreign Bond Unhd I	12/31/2010	01/25/2012	8 909	97	94		3	3
PIMCo Foreign Bond Unhd I	12/31/2010	01/25/2012	163 220	1,780	1,722		58	58
PIMCo Foreign Bond Unhd I	01/31/2011	01/25/2012	7 955	87	84	3		3
PIMCo Foreign Bond Unhd I	02/28/2011	01/25/2012	8 087	88	86	2		2
PIMCo Foreign Bond Unhd I	03/31/2011	01/25/2012	8.706	95	93	2		2
PIMCo Foreign Bond Unhd I	04/29/2011	01/25/2012	8 626	94	96	(2)		(2)
PIMCo Foreign Bond Unhd I	05/31/2011	01/25/2012	8 776	96	96	(1)		(1)
PIMCo Foreign Bond Unhd I	06/30/2011	01/25/2012	8.504	93	94	(1)		(1)
PIMCo Foreign Bond Unhd I	07/29/2011	01/25/2012	8.733	95	100	(5)		(5)
PIMCo Foreign Bond Unhd I	08/31/2011	01/25/2012	8.914	97	102	(5)		(5)
PIMCo Foreign Bond Unhd I	09/30/2011	01/25/2012	9.182	100	102	(2)		(2)
PIMCo Foreign Bond Unhd I	10/31/2011	01/25/2012	9.468	103	107	(3)		(3)
PIMCo Foreign Bond Unhd I	11/30/2011	01/25/2012	9.771	107	107	(1)		(1)
PIMCo Foreign Bond Unhd I	12/28/2011	01/25/2012	99 022	1,080	1,068	11		11
PIMCo Foreign Bond Unhd I	12/30/2011	01/25/2012	8.837	96	96	0		0
			4,304 118	46,928	43,217	(1)	3,712	3,711
Ridgeworth US Gov Sec	08/12/2011	01/31/2012	9 891	100	100	0		0
PIMCo Low Duration Fd Inst	10/06/2010	03/01/2012	481 766	5,000	5,148		(148)	(148)
GS Local Emerg Debt	07/14/2009	06/11/2012	2,539.346	22,379	21,000		1,379	1,379
GS Local Emerg Debt	07/31/2009	06/11/2012	7 189	63	62		1	1
GS Local Emerg Debt	08/31/2009	06/11/2012	13 095	115	112		3	3
GS Local Emerg Debt	09/30/2009	06/11/2012	12 026	106	107		(1)	(1)
GS Local Emerg Debt	10/30/2009	06/11/2012	10 322	91	92		(1)	(1)
GS Local Emerg Debt	11/30/2009	06/11/2012	10 733	95	97		(2)	(2)
GS Local Emerg Debt	12/31/2009	06/11/2012	12 649	111	113		(1)	(1)
GS Local Emerg Debt	01/29/2010	06/11/2012	13 078	115	116		(1)	(1)
GS Local Emerg Debt	02/26/2010	06/11/2012	9 981	88	89		(1)	(1)
GS Local Emerg Debt	03/31/2010	06/11/2012	12 826	113	119		(6)	(6)
GS Local Emerg Debt	04/30/2010	06/11/2012	12 915	114	122		(8)	(8)
GS Local Emerg Debt	05/28/2010	06/11/2012	13.307	117	118		(1)	(1)

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

Family Foundation Bailey   Schwab One   Acct #: 27135651

STATEMENT D-1

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
GS Local Emerg Debt	06/30/2010	06/11/2012	12 325	109	110		(2)	(2)
GS Local Emerg Debt	07/30/2010	06/11/2012	12 473	110	118		(8)	(8)
GS Local Emerg Debt	08/31/2010	06/11/2012	12.285	108	115		(7)	(7)
GS Local Emerg Debt	09/30/2010	06/11/2012	11 641	103	115		(12)	(12)
GS Local Emerg Debt	10/06/2010	06/11/2012	1,023 733	9,022	10,344		(1,322)	(1,322)
GS Local Emerg Debt	10/29/2010	06/11/2012	14 659	129	147		(18)	(18)
GS Local Emerg Debt	11/30/2010	06/11/2012	17.093	151	162		(11)	(11)
GS Local Emerg Debt	12/15/2010	06/11/2012	35.060	309	333		(24)	(24)
GS Local Emerg Debt	12/31/2010	06/11/2012	86.856	765	827		(61)	(61)
GS Local Emerg Debt	01/31/2011	06/11/2012	15.258	134	141		(7)	(7)
GS Local Emerg Debt	02/28/2011	06/11/2012	13.990	123	131		(8)	(8)
GS Local Emerg Debt	03/31/2011	06/11/2012	15.089	133	145		(12)	(12)
GS Local Emerg Debt	04/29/2011	06/11/2012	13 979	123	141		(18)	(18)
GS Local Emerg Debt	05/31/2011	06/11/2012	16 280	143	161		(18)	(18)
GS Local Emerg Debt	06/30/2011	06/11/2012	15 031	132	148	(16)		(16)
GS Local Emerg Debt	07/29/2011	06/11/2012	14.746	130	146	(16)		(16)
GS Local Emerg Debt	08/31/2011	06/11/2012	13 192	116	130	(14)		(14)
GS Local Emerg Debt	09/30/2011	06/11/2012	15.944	141	139	2		2
GS Local Emerg Debt	10/31/2011	06/11/2012	14.966	132	137	(5)		(5)
GS Local Emerg Debt	11/30/2011	06/11/2012	19 189	169	170	(1)		(1)
GS Local Emerg Debt	12/14/2011	06/11/2012	12 609	111	108	3		3
GS Local Emerg Debt	12/30/2011	06/11/2012	22.387	197	193	4		4
GS Local Emerg Debt	01/31/2012	06/11/2012	19.073	168	178	(10)		(10)
GS Local Emerg Debt	02/29/2012	06/11/2012	18 393	162	176	(14)		(14)
GS Local Emerg Debt	03/30/2012	06/11/2012	20 179	178	189	(11)		(11)
GS Local Emerg Debt	04/30/2012	06/11/2012	19.216	169	181	(12)		(12)
GS Local Emerg Debt	05/31/2012	06/11/2012	21.348	188	186	3		3
			4,194.461	36,965	37,221	(89)	(167)	(256)
Hussman Strategic Growth	04/30/2010	06/21/2012	856 021	10,000	10,877		(877)	(877)
PIMCo Comm Real Ret Cl I	12/10/2008	06/21/2012	16 070	97	95		3	3
PIMCo Comm Real Ret Cl I	12/10/2008	06/21/2012	1,638 055	9,903	9,648		255	255
			1,654 125	10,000	9,743		257	257
PIMCo Foreign Bond Fund	01/25/2012	06/21/2012	4,619 575	50,000	48,890	1,110		1,110
Ridgeworth US Gov Sec	08/12/2011	06/21/2012	2,267.336	23,013	22,900	113		113
Ridgeworth US Gov Sec	08/31/2011	06/21/2012	3 471	35	35	0		0
Ridgeworth US Gov Sec	09/30/2011	06/21/2012	5 482	56	55	0		0
Ridgeworth US Gov Sec	10/31/2011	06/21/2012	4.935	50	50	0		0
Ridgeworth US Gov Sec	11/30/2011	06/21/2012	4 696	48	47	0		0

Realized Gains and Losses

Fiscal Year Ending 12/31/2012

Family Foundation Bailey Schwab One Acct # 27135651

STATEMENT D-1

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Ridgeworth US Gov Sec	12/30/2011	06/21/2012	3 420	35	35	0		0
Ridgeworth US Gov Sec	01/31/2012	06/21/2012	2.253	23	23	0		0
Ridgeworth US Gov Sec	02/29/2012	06/21/2012	1 775	18	18	0		0
Ridgeworth US Gov Sec	03/30/2012	06/21/2012	1.647	17	17	0		0
Ridgeworth US Gov Sec	04/30/2012	06/21/2012	1.778	18	18	0		0
Ridgeworth US Gov Sec	05/31/2012	06/21/2012	1 803	18	18	0		0
			2,298 596	23,331	23,216	115		115
SIT US Government Secs	08/12/2011	06/21/2012	2,902.375	32,942	33,000	(58)		(58)
SIT US Government Secs	08/31/2011	06/21/2012	2.955	34	34	0		0
SIT US Government Secs	09/30/2011	06/21/2012	6.832	78	77	0		0
SIT US Government Secs	10/31/2011	06/21/2012	6.213	71	70	0		0
SIT US Government Secs	11/30/2011	06/21/2012	5.697	65	64	0		0
SIT US Government Secs	12/30/2011	06/21/2012	7.030	80	79	1		1
SIT US Government Secs	01/31/2012	06/21/2012	6 585	75	74	1		1
SIT US Government Secs	02/29/2012	06/21/2012	7 237	82	82	0		0
SIT US Government Secs	03/30/2012	06/21/2012	4 862	55	55	0		0
SIT US Government Secs	04/30/2012	06/21/2012	4 616	52	52	0		0
SIT US Government Secs	05/31/2012	06/21/2012	4 360	49	50	0		0
			2,958 762	33,582	33,638	(56)		(56)
DFA US Lge Co Inst	11/10/2006	11/05/2012	1,419.564	15,880	15,445		435	435
DFA US Lge Co Inst	12/18/2006	11/05/2012	221.713	2,480	2,472		8	8
DFA US Lge Co Inst	03/08/2007	11/05/2012	129.562	1,449	1,425		24	24
DFA US Lge Co Inst	06/08/2007	11/05/2012	139.875	1,565	1,654		(90)	(90)
			1,910 714	21,374	20,997		378	378
Gold Sachs Tr Comm Str Fd	03/16/2009	11/05/2012	4,144 191	23,431	20,000		3,431	3,431
Gold Sachs Tr Comm Str Fd	03/30/2009	11/05/2012	19 487	110	95		15	15
Gold Sachs Tr Comm Str Fd	06/29/2009	11/05/2012	5 144	29	31		(2)	(2)
Gold Sachs Tr Comm Str Fd	09/29/2009	11/05/2012	3 817	22	21		0	0
Gold Sachs Tr Comm Str Fd	12/30/2009	11/05/2012	82 913	469	513		(44)	(44)
Gold Sachs Tr Comm Str Fd	03/30/2010	11/05/2012	123 483	698	729		(30)	(30)
Gold Sachs Tr Comm Str Fd	06/29/2010	11/05/2012	1 710	10	9		0	0
Gold Sachs Tr Comm Str Fd	12/30/2010	11/05/2012	366.437	2,072	2,180		(109)	(109)
Gold Sachs Tr Comm Str Fd	03/30/2011	11/05/2012	59 357	336	394		(58)	(58)
Gold Sachs Tr Comm Str Fd	09/29/2011	11/05/2012	0 686	4	4		0	0
Gold Sachs Tr Comm Str Fd	12/29/2011	11/05/2012	41.064	232	242	(10)		(10)

Realized Gains and Losses
Fiscal Year Ending 12/31/2012

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
Gold Sachs Tr Comm Str Fd	03/29/2012	11/05/2012	35 907	203	220	(17)		(17)
			4,884 196	27,615	24,438	(27)	3,204	3,177
Hussman Strategic Growth	04/30/2010	11/05/2012	3,866 026	42,342	49,123		(6,781)	(6,781)
Hussman Strategic Growth	12/31/2010	11/05/2012	10 643	117	131		(14)	(14)
Hussman Strategic Growth	12/30/2011	11/05/2012	23 568	258	293	(35)		(35)
			3,900 237	42,717	49,547	(35)	(6,795)	(6,830)
Vanguard Total Bd Mkt	12/07/2011	12/03/2012	2,234 138	24,970	24,580	390		390
Short Term Gains				160,075	158,693	1,382		
Total Long Gains				275,954	305,890		(29,936)	
Total (Sales)				436,029	464,583	1,382	(29,936)	(28,554)
Total Gains						**1,382**	**(29,936)**	**(28,554)**

STATEMENT D-1

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

SOURCE	AMOUNT
SCHWAB INSTITUTIONAL	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB INSTITUTIONAL	43,767.	6,071.	37,696.
TOTAL TO FM 990-PF, PART I, LN 4	43,767.	6,071.	37,696.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT 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 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	10,000.	10,000.		0.
TO FORM 990-PF, PG 1, LN 16C	10,000.	10,000.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	171.	171.		0.
FEDERAL EXCISE TAX	1,702.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,873.	171.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 12	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 11	503,794.	547,525.
TOTAL TO FORM 990-PF, PART II, LINE 10C	503,794.	547,525.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	COST	387,223.	426,975.
TOTAL TO FORM 990-PF, PART II, LINE 13		387,223.	426,975.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 9

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

# Shs	Description	Book Value	Fair Market Value
4,214	AQR Risk Balanced Commodity	42,000	41,591
3,177	Cullen High Dividend	31,323	44,133
601	DFA Emerging Markets	10,642	12,266
3,208	DFA Large Cap Intl Port	55,443	61,717
965	DFA Real Estate Securities Portfolio	23,001	25,416
1,876	DFA U.S. Large Co Port	17,323	21,048
3,031	DFA U.S. Small Cap Port	52,113	68,568
750	Flexshs Tr Glob Upstrm Nat	26,311	26,715
730	iShs MSCI ETF USA Min Low	21,397	21,195
-	Gold Sachs Tr Comm Str Fd	-	-
-	Hussman Strategic Growth	-	-
4,182	Loomis Sayles Absolute	42,614	42,573
4,311	Pimco Commodity Real Return Strategy Fd Instl	32,418	28,627
559	Vanguard Energy Fund	32,638	33,126
		387,223	426,975

The Bailey Family Foundation, Inc. 22-3768811

# Shs	Description	Book Value	Fair Market Value
5,728	Doubleline Total Return	63,504	64,905
	GS Local Emerg Debt	-	-
4,819	Loomis Sayles Bond Fund	54,365	72,867
3,477	Pimco Low Duration Fd Inst	37,062	36,542
7,874	Pimco Real Return Bond Fund Inst	78,838	96,613
5,058	Pimco Foreign Bond	53,681	54,574
-	Pimco Foreign Bond Unhd I	-	-
2,831	Rivernorth Doubleline	30,180	31,763
4,421	TCW Emerging Markets	38,239	41,201
13,441	Vanguard Total BD Mkt	147,925	149,060
		503,794	547,525

# Shs	Description	Book Value	Fair Market Value
-	SIT US Government Secs	-	-
-	Ridgeworth US Gov Secs	-	-
		-	-