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50-75-050-6864559
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Form **990-PF**

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.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation CORNELIA BAILEY CHARITABLE TRUST PNC BANK NA		A Employer identification number 65-6474256
Number and street (or P O box number if mail is not delivered to street address) PO BOX 94651	Room/suite	B Telephone number 800-622-8036
City or town, state, and ZIP code CLEVELAND, OH 44101-4651		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 43,074,264. (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"/>

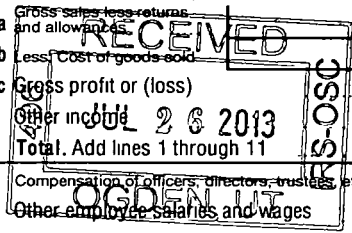
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B interest on savings and temporary cash investments		187.	187.		
3 Dividends and interest from securities		1,374,831.	1,374,831.		STATEMENT 1 STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		215,437.			
b Gross sales price for all assets on line 6a		7,573,397.			
7 Capital gain net income (from Part IV, line 2)			215,437.		
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		1,590,455.	1,590,455.		
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		700.	0.		700.
c Other professional fees		364,520.	182,260.		182,260.
17 Interest					
18 Taxes		13,165.	3,165.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		67.	67.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		378,452.	185,492.		182,960.
25 Contributions, gifts, grants paid		1,965,700.			1,965,700.
26 Total expenses and disbursements. Add lines 24 and 25		2,344,152.	185,492.		2,148,660.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-753,697.			
b Net investment income (if negative, enter -0-)			1,404,963.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	298,018.	2,968,550.	2,968,550.
	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 STMT 8	17,300,355.	17,904,999.	23,226,474.
	c Investments - corporate bonds STMT 9	18,484,932.	15,147,752.	16,223,020.
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 10	1,400,000.	700,000.	656,220.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	37,483,305.	36,721,301.	43,074,264.	
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	37,483,305.	36,721,301.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	37,483,305.	36,721,301.		
31 Total liabilities and net assets/fund balances	37,483,305.	36,721,301.		

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	37,483,305.
2 Enter amount from Part I, line 27a	2	-753,697.
3 Other increases not included in line 2 (itemize) POSTED CURR YR TAXED PRIOR YR	3	679.
4 Add lines 1, 2, and 3	4	36,730,287.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	8,986.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,721,301.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALES OF PUBLICLY TRADED SECURITIES	P		
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 7,551,235.		7,357,960.	193,275.
b 22,162.			22,162.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			193,275.
b			22,162.
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	215,437.
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	2,025,632.	43,114,473.	.046983
2010	1,824,846.	40,591,063.	.044957
2009	1,017,462.	36,116,070.	.028172
2008	183,748.	36,995,357.	.004967
2007	0.	39,384,240.	.000000

2 Total of line 1, column (d)	2	.125079
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	.025016
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	43,301,277.
5 Multiply line 4 by line 3	5	1,083,225.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,050.
7 Add lines 5 and 6	7	1,097,275.
8 Enter qualifying distributions from Part XII, line 4	8	2,148,660.

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.

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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	14,050.
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	14,050.
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	14,050.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,069.
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	17,069.
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	3,019.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 3,019. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities.		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T		
6	X	
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?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>FL</u>	
8b	X	
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		
9		X
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		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PNC.COM	13	X	
14	The books are in care of ► PNC BANK NA Telephone no. ► 800-622-8036 Located at ► PO BOX 94651, CLEVELAND, OH ZIP+4 ► 44101-4651			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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. 6b X

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 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
MRS CORNELIA T BAILEY 231 ROYAL PALM WAY PALM BEACH, FL 33480	TRUSTEE 5.00	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	0.
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	0.
2	
All other program-related investments. See instructions. 3 N/A	
Total. Add lines 1 through 3 ▶	0.

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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	43,960,687.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	43,960,687.
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	43,960,687.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	659,410.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,301,277.
6	Minimum investment return. Enter 5% of line 5	6	2,165,064.

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	2,165,064.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,050.	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	14,050.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,151,014.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	2,151,014.	
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	2,151,014.	

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	2,148,660.
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	2,148,660.
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	14,050.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,134,610.

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.

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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				2,151,014.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,960,062.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,148,660.				
a Applied to 2011, but not more than line 2a			1,960,062.	
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				188,598.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				1,962,416.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

CORNELIA BAILEY CHARITABLE TRUST

Form 990-PF (2012)

PNC BANK NA

65-6474256

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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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

NONE

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

NONE

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 11

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:

CORNELIA BAILEY CHARITABLE TRUST

Form 990-PF (2012)

PNC BANK NA

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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				
MALTZ JUPITER THEATER 1001 EAST INDIANTOWN ROAD JUPITER, FL 33477	N/A	PUBLIC CHARITY	GENERAL SUPPORT	175,000.
ROWAYTON ARTS CENTER 145 ROWATYON AVENUE ROWATON, CT 06853	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
THE RAYMOND F KRAVIS CENTER FOR THE PERFORMING ARTS 701 OKEECHOBEE BOULEVARD WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
LIGHTHOUSE CENTER FOR THE ARTS 373 TEQUESTA DRIVE TEQUESTA, FL 33469	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
Total	SEE CONTINUATION SHEET(S)			1,965,700.
b Approved for future payment				
NONE				
Total				0.

CORNELIA BAILEY CHARITABLE TRUST
PNC BANK NA

65-6474256

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	GENERAL SUPPORT	150,000.
PALM BEACH OPERA 415 S OLIVE AVENUE WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
WQCS NPR RADIO 3209 VIRGINIA AVE FORT PIERCE, FL 34981	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
WLIW CHANNEL 21 825 EIGHTH AVE NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
WNET CHANNEL 13 825 EIGHTH AVE NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
WPBT CHANNEL 2 PO BOX 610002 MIAMI, FL 33261	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
WXEL CHANNEL 6 PO BOX 6607 WEST PALM BEACH, FL 33405	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				1,634,700.

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**CORNELIA BAILEY CHARITABLE TRUST
PNC BANK NA**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
MIAMI CITY BALLET 2200 LIBERTY AVENUE MIAMI BEACH, FL 33139	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
SILVERMINE GUILD ART CENTER 1037 SILVERMINE ROAD NEW CANAAN, CT 06840	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
COALITION FOR A SECURE DRIVERS LICENSE 1300 PENNSYLVANIA AVE NW STE 880 WASHINGTON, DC 20004	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PLANNED PARENTHOOD 2300 N FLORIDA MANGO RD WEST PALM BEACH, FL 33409	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
CENTRAL PARK CONSERVANCY 14 E 60TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
DARIEN LAND TRUST PO BOX 1074 DARIEN, CT 06820	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
BOYS & GIRLS CLUB OF MARTIN COUNTY 2351 SE MONTEREY RD STUART, FL 34994	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE COMMUNITY FUND OF DARIEN 701 POST ROAD DARIEN, CT 06820	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
AGING IN PLACE + GALLIVANT PO BOX 1242 DARIEN, CT 06820	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total from continuation sheets				

CORNELIA BAILEY CHARITABLE TRUST
PNC BANK NA

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
HOBE SOUND COMMUNITY CHEST INC PO BOX 1384 HOBE SOUND, FL 33475	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
JIC HISTORICAL SOCIETY, C/O PNC BANK PO BOX 94651 CLEVELAND, OH 44101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500.
MANHATTAN INSTITUTE FOR POLICY 52 VANDERBILT AVE NEW YORK, NY 10017	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
YWCA OF PALM BEACH COUNTY 2200 N FLORIDA MANGO ROAD, STE 102 WEST PALM BEACH, FL 33409	N/A	PUBLIC CHARITY	GENERAL SUPPORT	60,000.
USO PO BOX 96322 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, STE 625 PALMETTO BAY, FL 33157	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE GUARDIANS OF MARTIN COUNTY PO BOX 1489 HOBE SOUND, FL 33475	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
HOBE SOUND NATURE CENTER PO BOX 214 HOBE SOUND, FL 33475	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
CHRIST MEMORIAL CHAPEL PO BOX 582 HOBE SOUND, FL 33475	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

CORNELIA BAILEY CHARITABLE TRUST
PNC BANK NA

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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
THE LUSTGARTEN FOUNDATION 1111 STEWART AVENUE BETHPAGE, NY 11714	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
JUPITER ISLAND MEDICAL CLINIC 100 ESTRANDA SQUARE HOBE SOUND, FL 33455	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
JUPITER MEDICAL CENTER 1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
MARTIN MEMORIAL HOSPITAL 2100 SE SALERNO RD STUART, FL 34997	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
NORWALK HOSPITAL FOUNDATION MAPLE STREET NORWALK, CT 06856	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
STAMFORD MEDICAL CENTER FDN 1351 WASHINGTON BLVD, SUITE 202 STAMFORD, CT 06902	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
DARIEN LIBRARY 1441 POST ROAD DARIEN, CT 06820	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
THE LIBRARY FOUNDATION OF MARTIN 2351 SE MONTEREY RD STUART, FL 34994	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
NATIONAL GEOGRAPHIC SOCIETY 1145 17TH STREET NW WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
NEW YORK HALL OF SCIENCE 47 E 111TH ST QUEENS, NY 11368	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

CORNELIA BAILEY CHARITABLE TRUST
PNC BANK NA

65-6474256

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
RENSSELAER POLYTECHNIC INSTITUTE 110 EIGHTH STREET TROY, NY 12180	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
WELLESLEY COLLEGE FUND 106 CENTRAL STREET WELLESLEY, MA 02481	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
WOODS HOLE OCEANOGRAPHIC INSTITUTION 266 WOODS HOLE ROAD WOODS HOLE, MA 02543-1050	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
NORWALK COMMUNITY COLLEGE FDN 188 RICHARDS AVE NORWALK, CT 06854	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
AMERICANS FOR LEGAL REFORM PO BOX 2679 HUNTINGTON STATION, NY 11746	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CENTER FOR CREATIVE EDUCATION 425 24TH STREET WEST PALM BEACH, FL 33407	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
CLASSROOM INC 245 FIFTH AVENUE, 20TH FLOOR NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
DARIEN BOOK AID PLAN INC 1926 POST ROAD DARIEN, CT 06820	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100.
Total from continuation sheets				

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

SOURCE	AMOUNT
MONEY MARKET AND OTHER TEMPORARY INVESTMENTS	187.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	187.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TRUST INVESTMENT INCOME	1,396,993.	22,162.	1,374,831.
TOTAL TO FM 990-PF, PART I, LN 4	1,396,993.	22,162.	1,374,831.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	700.	0.		700.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		700.

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
PNC FEES	364,520.	182,260.		182,260.
TO FORM 990-PF, PG 1, LN 16C	364,520.	182,260.		182,260.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAID	10,000.	0.		0.
FOREIGN TAXES PAID	3,165.	3,165.		0.
TO FORM 990-PF, PG 1, LN 18	13,165.	3,165.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR SERVICE FEES	67.	67.		0.
TO FORM 990-PF, PG 1, LN 23	67.	67.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	8,985.
ROUNDING ADJUSTMENT	1.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,986.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	17,904,999.	23,226,474.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,904,999.	23,226,474.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	15,147,752.	16,223,020.
TOTAL TO FORM 990-PF, PART II, LINE 10C	15,147,752.	16,223,020.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER	COST	700,000.	656,220.
TOTAL TO FORM 990-PF, PART II, LINE 13		700,000.	656,220.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EILEEN DALY, PNC BANK NA
231 ROYAL PALM WAY
PALM BEACH , FL 33480

TELEPHONE NUMBER

561-650-1411

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST SHOULD INCLUDE THE PURPOSE FOR WHICH THE GRANT WILL BE USED
AND A COPY OF THE ORGANIZATION'S IRS EXEMPTION LETTER.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Summary

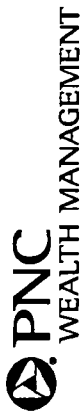
Portfolio value

	Principal		Income		Total
Income on December 31	\$63,641.87	Principal on December 31	\$43,010,621.94		Total portfolio value on December 31
Income on December 1	28,020.00	Principal on December 1	44,654,732.94		Total portfolio value on December 1
Change in value	\$35,621.87	Change in value	-\$1,644,111.00		Total change in value
					-\$1,608,489.13

Portfolio value by asset class

	Value Dec 31	Value Dec 1	Change in value	Tax cost*
Income				
Cash and cash equivalents	\$63,641.87	\$28,020.00	\$35,621.87	\$63,641.87
Principal				
Cash and cash equivalents	\$2,904,907.75	\$5,186,727.70	-\$2,281,819.95	\$2,904,907.75
Fixed income	16,223,020.00	16,288,450.00	- 65,430.00	15,147,752.00
Equities	23,226,474.19	22,526,495.24	699,978.95	17,904,998.83
Alternative investments	656,220.00	653,060.00	3,160.00	700,000.00
Total	\$43,074,263.81	\$44,682,752.94	-\$1,608,489.13	\$36,721,300.45

* We use tax cost to calculate the cost of your portfolio. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Chris White your Account Advisor.



CORNELIA BAILEY CHARITABLE TRUST
 AGENT FOR TRUSTEE STATEMENT
 Account number 50-75-050-6864559
 December 1, 2012 - December 31, 2012

Detail

Portfolio - income

Cash and cash equivalents
 Mutual funds - money market

Description	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit							
FIDELITY INSTL TAX EXEMPT MM INSTITUTIONAL CLASS FD #056	\$28,020.00	\$63,641.87	63,641.870	\$1.0000	0.15%	\$63,641.87	\$1.00		0.01%	\$6.36	\$0.40

Portfolio - principal

Cash and cash equivalents
 Mutual funds - money market

Description	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit							
FIDELITY INSTL TAX EXEMPT MM INSTITUTIONAL CLASS FD #056	\$5,186,727.70	\$2,904,907.75	2,904,907.750	\$1.0000	6.75%	\$2,904,907.75	\$1.00		0.02%	\$290.52	\$40.58

Fixed income
 Corporate bonds

Description (Cusip)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit							
ALLSTATE LIFE GLOBAL FN TRUST NOTES SERIES MNT 05 375% DUE 04/30/2013 RATING A1 (02003MB06)	\$1,020,060.00	\$1,016,560.00	1,000,000	\$101.6560	2.37%	\$1,019,040.00	\$101.90	-\$2,480.00	5.29%	\$53,750.00	\$9,107.64

Detail

**Fixed income
Corporate bonds**

Description (Cusip)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current price per unit	Current price per unit							
AMERICAN INTL GROUP NTS	1,138,460	1,141,960	1,141,960	1,141,960	2.66%	984,210	98,421	157,750	4.91%	56,000	11,355
05 600% DUE 10/18/2016 RATING BAA1 (026870BC1)	1,000,000	114,196	114,196	114,196			98,421				
ANHEUSER BUSH COS INC NOTES	1,206,860	1,198,800	1,198,800	1,198,800	2.79%	1,014,800	101,480	184,000	4.59%	55,000	25,361
05 500% DUE 01/15/2018 RATING A3 (035229DD2)	1,000,000	119,800	119,800	119,800			101,480				
BERKSHIRE HATHAWAY CORP NOTES SERIES W1	1,036,380	1,031,580	1,031,580	1,031,580	2.40%	1,020,200	102,020	11,380	4.49%	46,250	9,763
04 625% DUE 10/15/2013 RATING AA2 (084666AD3)	1,000,000	103,158	103,158	103,158			102,020				
E DU POINT DE NEMOURS BONDS	1,028,330	1,024,800	1,024,800	1,024,800	2.38%	1,002,320	100,230	22,480	4.88%	50,000	23,055
05 00% DUE 07/15/2013 RATING A2 (263534BU2)	1,000,000	102,480	102,480	102,480			100,230				
GENERAL ELEC CAP CORP SR UNSEC SERIES MTN	1,071,830	1,067,510	1,067,510	1,067,510	2.48%	1,042,820	104,280	24,690	5.16%	55,000	4,125
05 500% DUE 06/04/2014 RATING A1 (36962GZ6)	1,000,000	106,751	106,751	106,751			104,280				
GOLDMAN SACHS GROUP INC NTS	1,075,640	1,074,280	1,074,280	1,074,280	2.50%	973,030	97,300	101,250	4.78%	51,250	23,631
05 125% DUE 01/15/2015 RATING A3 (381416EA8)	1,000,000	107,428	107,428	107,428			97,300				

Detail

**Fixed income
Corporate bonds**

Description (Cusip)	Market value last period		Quantity	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit		Current price per unit	Current							
IBM CORP SR UNSEC RATING AA3 (459200GR6)	503,790 00	503,120 00	500,000	100 6240	1 17 %	511,770 00	102 35	- 8,650 00	2 09 %	10,500 00	1,604 17	
LOWES COMPANIES INC SR UNSEC 06 100% DUE 09/15/2017 RATING A3 (548661CN5)	1,223,560 00	1,214,260 00	1,000,000	121 4260	2 82 %	1,036,140 00	103 61	178,120 00	5 03 %	61,000 00	17,961.11	
SBC COMMUNICATIONS NTS 05 625% DUE 06/15/2016 RATING A2 (783876AL7)	1,156,040 00	1,147,780 00	1,000,000	114 7780	2 67 %	1,007,710 00	100 77	140,070 00	4 91 %	56,250 00	2,500 00	
UNITED PARCEL SERVICE SR NOTES 04 500% DUE 01/15/2013 RATING AA3 (911312AG1)	1,004,780 00	1,001,430 00	1,000,000	100 1430	2 33 %	1,038,500 00	103 85	- 37,070 00	4 50 %	45,000 00	20,750 00	
WAL-MART STORES INC NTS 05 375% DUE 04/05/2017 RATING AA2 (931142CG6)	1,188,670 00	1,183,830 00	1,000,000	118 3830	2 75 %	1,030,790 00	103 08	153,040 00	4 55 %	53,750 00	12,840 28	
Total corporate bonds		\$12,605,910.00			29.27 %	\$11,681,330.00		\$924,580.00	4.71 %	\$593,750.00	\$162,056.26	

Detail

Etf - fixed income

Description (Symbol)	Market value last period		Current market value		Quantity	Avg tax cost per unit	Total tax cost	% of total portfolio	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit								
ISHARES BARCLAYS TR U S TIP (TIP) ETF	12,000	\$1,474,920.00	12,000	\$1,456,920.00	12,000	\$121,410	\$1,322,795.00	3.39%	\$134,125.00	2.22%	\$32,316.00	\$102.00
ISHARES BARCLAYS INTERMEDIATE (CIU) CREDIT BOND FUND ETF	2,000	223,320.00	2,000	222,580.00	2,000	110.80	221,594.80	0.52%	985.20	3.16%	7,014.00	571.00
ISHARES BARCLAYS 1-3 YEAR CRED (CSJ) ETF	8,000	843,840.00	8,000	843,840.00	8,000	104.87	838,976.00	1.96%	4,864.00	1.57%	13,192.00	1,092.80
SPDR BARCLAYS HIGH YIELD BD (JNK) ETF	12,000	488,520.00	12,000	488,520.00	12,000	39.82	477,806.20	1.14%	10,713.80	6.76%	32,976.00	2,577.60
Total etf - fixed income				\$3,011,860.00			\$2,861,172.00	6.99%	\$150,688.00	2.84%	\$85,498.00	\$4,343.40

Mutual funds - fixed income

Description (Symbol)	Market value last period		Current market value		Quantity	Avg tax cost per unit	Total tax cost	% of total portfolio	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit								
T ROWE PRICE SHORT TERM BOND FD (PRWBX) FD #55	124,793.814	\$605,250.00	124,793.814	\$605,250.00	124,793.814	\$4.85	\$605,250.00	1.41%		2.01%	\$12,105.00	\$829.97
Total fixed income				\$16,223,020.00			\$15,147,752.00	37.66%	\$1,075,268.00	4.26%	\$691,353.00	\$167,229.63

**Equities
Stocks**

Description (Symbol)	Market value last period		Current market value		Quantity	Avg tax cost per unit	Total tax cost	% of total portfolio	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit								
AT&T INC (T)	10,000	\$341,300.00	10,000	\$337,100.00	10,000	\$31.26	\$312,607.50	0.79%	\$24,492.50	5.34%	\$18,000.00	
ABBOTT LABORATORIES INC (ABT)	4,500	292,500.00	4,500	294,750.00	4,500	47.02	211,574.89	0.69%	83,175.11	0.86%	2,520.00	
ALLERGAN INC (AGN)	5,000	463,750.00	5,000	458,650.00	5,000	91.7300	225,120.31	1.07%	233,529.69	0.22%	1,000.00	

Detail

**Equities
Stocks**

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit	Current price per unit	Current price per unit							
AMERICAN EXPRESS CO (AXP)	391,300	7,000	402,360	57,480	0.94%	332,611	47,52	69,749	1.40%	5,600	
APACHE CORPORATION (APA)	77,090	1,000	78,500	78,500	0.19%	123,858	123 86	-45,358	0.87%	680	
BAXTER INTERNATIONAL INC (BAX)	397,620	6,000	399,960	66,600	0.93%	332,024	55 34	67,935	2.71%	10,800	2,700
BORG WARNER INC (BWA)	232,050	3,500	250,670	71,620	0.59%	278,055	79 44	-27,385	0.68%	1,680	
BRISTOL MYERS SQUIBB CO (BMY)	424,190	13,000	423,670	32,590	0.99%	333,570	25 66	90,100	4.30%	18,200	
CSX CORP (CSX)	592,800	30,000	591,900	19,730	1.38%	380,291	12 68	211,608	2.84%	16,800	
CHEVRON CORPORATION (CVX)	317,070	3,000	324,420	108,140	0.76%	250,424	83 48	73,995	3.33%	10,800	
COCA COLA CO (KO)	606,720	16,000	580,000	36,250	1.35%	392,942	24 56	187,057	2.82%	16,320	
COMCAST CORPORATION CL A (CMCSA)	334,755	9,000	336,240	37,360	0.79%	244,099	27 12	92,140	1.74%	5,850	1,462
CONOCOPHILLIPS (COP)	398,580	7,000	405,930	57,990	0.95%	326,237	46 61	79,692	4.56%	18,480	
CONSOLIDATED EDISON INC (ED)	278,950	5,000	277,700	55,540	0.65%	230,378	46 08	47,321	4.36%	12,100	
DEERE & CO (DE)	672,400	8,000	691,360	86,420	1.61%	347,584	43 45	343,775	2.13%	14,720	3,680
DOMINION RESOURCES INC VA (D)	127,775	2,500	129,500	51,800	0.31%	121,562	48 63	7,937	4.08%	5,275	
EMC CORP (EMC)	322,660	13,000	328,900	25,300	0.77%	248,443	19 11	80,457			
GILEAD SCIENCES INC (GILD)	375,000	5,000	367,250	73,450	0.86%	236,956	47 39	130,293			
HOME DEPOT INC (HD)	1,008,585	15,500	958,675	61,850	2.23%	390,991	25 23	567,683	1.88%	17,980	

Detail

**Equities
Stocks**

Description (Symbol)	Market value last period		Quantity	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit		Current price per unit	Current price per unit							
INTEL CORP (INTC)	586,950	618,600	30,000	618,600	20,620	1.44%	486,128.30	132,471.70	4.37%	27,000.00		
INTERNATIONAL BUSINESS MACHS (IBM) CORP	380,140	383,100	2,000	383,100	191,550	0.89%	282,725.00	100,375.00	1.78%	6,800.00		
M&T BK CORP (MTB)	97,730	98,470	1,000	98,470	98,470	0.23%	86,765.50	11,704.50	2.85%	2,800.00		
MARATHON OIL CORP (MRO)	555,300	551,880	18,000	551,880	30,660	1.29%	399,883.79	151,996.21	2.22%	12,240.00		
MARATHON PETROLEUM CORP (MPC)	535,860	567,000	9,000	567,000	63,000	1.32%	259,841.29	307,158.71	2.23%	12,600.00		
MCDONALD'S CORP (MCD)	348,160	352,840	4,000	352,840	88,210	0.82%	271,013.00	81,827.00	3.50%	12,320.00		
MERCK & CO INC (MRK)	354,400	327,520	8,000	327,520	40,940	0.77%	308,988.50	18,531.50	4.21%	13,760.00	3,440.00	
METLIFE INC. (MET)	331,900	329,400	10,000	329,400	32,940	0.77%	388,986.40	-59,586.40	2.25%	7,400.00		
MICROSOFT CORP (MSFT)	412,532	413,989	15,500	413,989	26,709	0.97%	304,340.00	109,649.50	3.45%	14,260.00		
NYSE EURONEXT (NYSE)	280,200	378,480	12,000	378,480	31,540	0.88%	354,333.46	24,146.54	3.81%	14,400.00		
NATIONAL OILWELL VARCO INC (NOV)	307,350	307,575	4,500	307,575	68,350	0.72%	214,829.75	92,745.25	0.77%	2,340.00		
NEXTERA ENERGY INC (NEE)	618,390	622,710	9,000	622,710	69,190	1.45%	482,135.77	140,574.23	3.47%	21,600.00		
NORFOLK SOUTHERN CORP (NSC)	60,380	61,840	1,000	61,840	61,840	0.15%	74,586.00	-12,746.00	3.24%	2,000.00		
NOVARTIS AG (NVS) SPONSORED ADR	310,250	316,500	5,000	316,500	63,300	0.74%	210,787.69	105,712.31	3.33%	10,530.00		
OCCIDENTAL PETROLEUM CORP (OXY)	601,680	612,880	8,000	612,880	76,610	1.43%	525,817.40	87,062.60	2.82%	17,280.00		
ORACLE CORP (ORCL)	353,925	366,520	11,000	366,520	33,320	0.86%	221,934.15	144,585.85	0.73%	2,640.00		



CORNELIA BAILEY CHARITABLE TRUST
AGENT FOR TRUSTEE STATEMENT

Account number 50-75-050-6864559

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Equities
Stocks

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current price per unit	Current							
PHILIP MORRIS INTERNAT-W/I (PM)	808,920	00	752,760	00	1.75 %	409,606	50	343,153	50	30,600.00	7,650.00
PROCTER & GAMBLE CO (PG)	349,150	00	339,450	00	0.79 %	303,235	85	36,214	15	11,240.00	
SCHLUMBERGER LTD (SLB)	429,720	00	415,788	00	0.97 %	316,621	76	99,166	24	6,600.00	1,650.00
SEDOL 2779201 (SIN AN8068571086)	6,000		69	2980		52	77				
SYSCO CORP (SY)	189,900	00	189,960	00	0.45 %	184,807	20	5,152	80	6,720.00	
TEVA PHARMACEUTICAL INDS LTD (TEVA)	282,450	00	261,380	00	0.61 %	310,935	80	-49,555	80	5,628.00	
ADR	7,000		37	3400		44	42				
TEXAS INSTRUMENTS INC (TXN)	294,700	00	308,900	00	0.72 %	177,388	90	131,511	10	8,400.00	
ADR	10,000		30	8900		17	74				
3M COMPANY (MMM)	90,950	00	92,850	00	0.22 %	96,247	50	-3,397	50	2,360.00	
UNION PACIFIC CORP (UNP)	859,460	00	880,040	00	2.05 %	399,509	90	480,530	10	19,320.00	4,830.00
ADR	7,000		125	7200		57	07				
UNITED PARCEL SERVICE CL B (UPS)	219,330	00	221,190	00	0.52 %	197,041	60	24,148	40	6,840.00	
ADR	3,000		73	7300		65	68				
UNITED TECHNOLOGIES CORP (UTX)	480,660	00	492,060	00	1.15 %	371,490	40	120,569	60	12,840.00	
VERIZON COMMUNICATIONS INC (VZ)	352,960	00	346,160	00	0.81 %	311,195	60	34,964	40	16,480.00	
ADR	8,000		43	2700		38	90				
VODAFONE GROUP PLC (VOD)	51,590	00	50,380	00	0.12 %	57,459	80	-7,079	80	3,000.00	1,018.40
SPONSORED ADR NEW	2,000		25	1900		28	73				
WALGREEN CO (WAG)	135,640	00	148,040	00	0.35 %	174,753	20	-26,713	20	4,400.00	
ADR	4,000		37	0100		43	69				
Total stocks			\$18,445,797.50		42.82 %	\$13,502,724.39		\$4,943,073.11		\$491,203.00	\$26,430.90

Detail

Etf - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit							
ISHARES NASDAQ BIOTECH INDEX (IBB) ETF	2,000	\$277,500.00	2,000	\$137,220.00	0.64%	\$172,152.00	\$86.08	\$102,288.00	0.48%	\$1,314.00	
POWERSHARES QQQ NASDAQ 100 (QQQ) ETF	394,800	390,780.00	6,000	65,130.00	0.91%	283,690.50	47.28	107,089.50	1.27%	4,938.00	
SPDR S&P 500 ETF TRUST (SPY)	4,000	569,640.00	4,000	142,410.00	1.33%	580,959.20	145.24	-11,319.20	2.18%	12,412.00	4,087.20
MIDCAP SPDR TRUST SERIES 1 (MDY) ETF	182,350	185,710.00	1,000	185,710.00	0.44%	128,219.30	128.22	57,490.70	1.15%	2,120.00	815.60
MATERIALS SELECT SECTOR SPDR (XLB) ETF	256,900	262,780.00	7,000	37,540.00	0.62%	177,580.00	25.37	85,200.00	2.28%	5,971.00	2,306.50
VANGUARD MSCI EMERGING MARKETS (VWO) ETF	403,344	427,488.00	9,600	44,530.00	1.00%	486,553.44	50.68	-59,065.44	2.19%	9,360.00	
Total etf - equity		\$2,110,838.00			4.90%	\$1,829,154.44		\$281,683.56	1.71%	\$36,115.00	\$7,209.30

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit							
T ROWE PRICE GROWTH STOCK (PRGFX) FD # 40	10,024	\$378,326.37	546	\$37,780.00	0.88%	\$326,700.00	\$32.59	\$52,027.35	0.19%	\$701.72	
T ROWE PRICE NEW HORIZONS FD INC (PRNHX) FD #42	312,202	312,202.37	8,794	291,711.34	0.68%	246,420.00	28.02	45,291.34	0.16%	439.72	
Total mutual funds - equity		\$670,438.69			1.56%	\$573,120.00		\$97,318.69	0.17%	\$1,141.44	

Detail

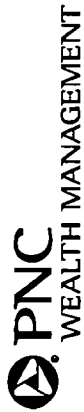
Other equity

Description (Cusip)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit							
JPMORGAN GLOBAL EQUITY NOTE 20% BUFFER 128% PARTICIPATION MATURITY 4/30/13 ISSUED 4/25/08 RATING A2 (48123MH47)	2,000,000	\$1,985,400.00	2,000,000	\$1,999,400.00	4.65%	\$2,000,000.00	\$100.00	-\$600.00			
Total equities				\$23,226,474.19	53.92%	\$17,904,998.83		\$5,321,475.36	2.28%	\$528,459.44	\$33,640.20

Alternative investments

Natural resources

Description (Cusip)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit							
BARCLAYS COMMODITY NOTE 20% BUFFER, 125% PARTICIPATION MATURITY 3/5/13 ISSUED 2/28/08 RATING A2 (06738G7N4)	500,000	\$485,200.00	500,000	\$486,700.00	1.13%	\$500,000.00	\$100.00	-\$13,300.00			
Other alternative investments											
Description (Cusip)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
JPMORGAN ABSOLUTE RETURN NOTE 0% BUFFER 260% PARTICIPATION MATURITY 7/2/13 ISSUED 6/27/08 RATING A2 (48123M6K3)	200,000	\$167,860.00	200,000	\$169,520.00	0.40%	\$200,000.00	\$100.00	-\$30,480.00			



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Other alternative investments

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
Total alternative investments		\$656,220.00	1.52 %	\$700,000.00	- \$43,780.00			
Total portfolio		\$43,074,263.81	100.00 %	\$36,721,300.45	\$6,352,963.36	2.83 %	\$1,220,109.32	\$200,910.81