Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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)* ▶$ 831,512.

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).)	(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				
4 Dividends and interest from securities	25,008.	25,008.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	41,496.			
b Gross sales price for all assets on line 6a 527,689.				
7 Capital gain net income (from Part IV, line 2)		41,496.		
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	519.	0.		STATEMENT 2
12 **Total.** Add lines 1 through 11	67,023.	66,504.		
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	10,030.	10,030.		0.
17 Interest				
18 Taxes STMT 5	1,061.	1,061.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	12,493.	0.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	27,084.	11,091.		0.
25 Contributions, gifts, grants paid	195,500.			195,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	222,584.	11,091.		195,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-155,561.			
b **Net investment income** (if negative, enter -0-)		55,413.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAY 23 2014 OGDEN, UT

SCANNED MAY 30 2014

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

11580514 798362 223768811 2013.03040 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	5,791.	26,436.	26,436.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 7	503,794.	352,299.	366,578.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	387,223.	362,512.	438,498.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	896,808.	741,247.	831,512.
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	896,808.	741,247.	
	30 **Total net assets or fund balances**	896,808.	741,247.	
	31 **Total liabilities and net assets/fund balances**	896,808.	741,247.	

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	896,808.
2 Enter amount from Part I, line 27a	2	-155,561.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	741,247.
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	741,247.

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	525,043.		486,193.	38,850.
b	2,646.			2,646.
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				38,850.
b				2,646.
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	41,496.
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))
2012	196,725.	1,031,486.	.190720
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

2 Total of line 1, column (d)	2	.839173
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	.167835
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	909,427.
5 Multiply line 4 by line 3	5	152,634.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	554.
7 Add lines 5 and 6	7	153,188.
8 Enter qualifying distributions from Part XII, line 4	8	195,500.

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	554.
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	554.
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	554.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	625.		
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	625.
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	71.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 71. **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 the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT, FL			
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 2013 or the taxable year beginning in 2013 (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)*

			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

			Yes	No
16	At any time during calendar year 2013, 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.

			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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? N/A — 5b

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If "Yes" to 6b, file Form 8870.

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

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

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

Form **990-PF** (2013)

323551
10-10-13

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	916,357.
b	Average of monthly cash balances		1b	6,919.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	923,276.
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	923,276.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	13,849.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	909,427.
6	**Minimum investment return**. Enter 5% of line 5		6	45,471.

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	45,471.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 554.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	554.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	44,917.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	44,917.
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	44,917.

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	195,500.
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	195,500.
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	554.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	194,946.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				44,917.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 57,375.				
b From 2009 183,756.				
c From 2010 172,361.				
d From 2011 193,478.				
e From 2012 145,701.				
f **Total** of lines 3a through e	752,671.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 195,500.				
a Applied to 2012, 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 2013 distributable amount				44,917.
e Remaining amount distributed out of corpus	150,583.			
5 Excess distributions carryover applied to 2013 (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	903,254.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	57,375.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	845,879.			
10 Analysis of line 9:				
a Excess from 2009 183,756.				
b Excess from 2010 172,361.				
c Excess from 2011 193,478.				
d Excess from 2012 145,701.				
e Excess from 2013 150,583.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BGSU FOUNDATION BOWLING GREEN, OH 43403	NONE	PUBLIC	EDUCATIONAL PURPOSES	100,000.
IMMOKALEE FOUNDATION 1390 NORTH 15TH STREET IMMOKALEE, FL 34142	NONE	PUBLIC	SOCIAL PURPOSES	25,000.
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BOULEVARD NAPLES, FL 34108	NONE	PUBLIC	SOCIAL PURPOSES	5,000.
CATHOLIC ACADEMIES OF BRIDGEPORT 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE	PUBLIC	EDUCATIONAL PURPOSES	65,500.
Total			▶ **3a**	195,500.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

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					
4 Dividends and interest from securities			14	25,008.	
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					519.
8 Gain or (loss) from sales of assets other than inventory			18	41,496.	
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.		66,504.	519.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	67,023.

(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).
7	INCOME DERIVED FROM NON-DIVIDEND DISTRIBUTION.

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

Signature of officer or trustee: [signature] Date: 5/20/14 Title: President

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	5/16/14		P00173472

Firm's name ▶ CLARFELD FINANCIAL ADVISORS LLC — Firm's EIN ▶ 46-3179237

Firm's address ▶ 560 WHITE PLAINS ROAD, 5TH FLOOR TARRYTOWN, NY 10591-5112 — Phone no 914-846-0100

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB INSTITUTIONAL	27,654.	2,646.	25,008.	25,008.	
TO PART I, LINE 4	27,654.	2,646.	25,008.	25,008.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NON-DIVIDEND DISTRIBUTION	519.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	519.	0.	

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	10,030.	10,030.		0.
TO FORM 990-PF, PG 1, LN 16C	10,030.	10,030.		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	1,061.	1,061.		0.
TO FORM 990-PF, PG 1, LN 18	1,061.	1,061.		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
MISCELLANEOUS	12,493.	0.		0.
TO FORM 990-PF, PG 1, LN 23	12,493.	0.		0.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	352,299.	366,578.
TOTAL TO FORM 990-PF, PART II, LINE 10C	352,299.	366,578.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10	COST	313,947.	385,978.
SEE STATEMENT 10	COST	48,565.	52,520.
TOTAL TO FORM 990-PF, PART II, LINE 13		362,512.	438,498.

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

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

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DOUBLELINE TOTAL RETURN ◊ BD FD CL I SYMBOL: DBLTX	6,021.8950	10 7800	64,916.03	8%	11 09	66,755 21	(1,839 18)
JPMORGAN INFLATION MGD ◊ BD FD SLCT SYMBOL. JRBSX	4,500.7590	10.3800	46,717.88	6%	10.80	48,624.00	(1,906 12)
LOOMIS SAYLES BOND FUND ◊ CL I SYMBOL· LSBDX	5,089.0640	15.1600	77,150.21	9%	13 69	57,284.40	19,865 81

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

SIPC

STATEMENT 10

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
LOOMIS SAYLES STRATEGIC ◊ ALPHA Y SYMBOL: LASYX	2,764.0590	10 0500	27,778.79	3%	10 19	28,123 54	(344 75)
RIDGEWORTH US GOV SEC ◊ ULTRA SHORT BD I SYMBOL: SIGVX	7,805.5130	10.1100	78,913.74	9%	10 12	78,991 44	(77 70)
RIVERNORTH DOUBLELINE ◊ STRAT INCM FD INST SYMBOL: RNSIX	3,004.0720	10.6000	31,843.16	4%	10.67	32,060 39	(217 23)
TCW EMERGING MARKETS ◊ INCOME FUND CL I SYMBOL: TGEIX	4,673.6340	8.4000	39,258 53	5%	8 66	40,459 77	(1,201.24)
Total Bond Funds	33,858.9960		366,578.34	44%		352,298.75	14,279.59

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
AQR RISK BALANCED CMDY ◊ STRAT CL I SYMBOL. ARCIX	2,177.5410	8.2900	18,051.81	2%	9.97	21,703 81	(3,652 00)
CULLEN HIGH DIV EQTY FD ◊ CL I SYMBOL. CHDVX	1,328.8690	16.7300	22,231 98	3%	9 98	13,846 81	8,385 17
DFA EMERGING MKTS CORE ◊ EQTY PORT INSTL SYMBOL DFCEX	613 7000	19.4600	11,942.60	1%	17 73	10,881.49	1,061 11

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

SIPC

STATEMENT 10

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA LARGE CAP INTL PORT ◊ INSTL SYMBOL: DFALX	3,297.4200	22 5900	74,488 72	9%	19 70	57,503 98	16,984 74
DFA REAL ESTATE ◊ SECURITIES PORT INSTL SYMBOL: DFREX	993.7790	25.9300	25,768.69	3%	17.84	20,805.58	4,963 11
DFA US LARGE CO ◊ PORTFOLIO SYMBOL: DFUSX	1,912.9900	14 5600	27,853.13	3%	8.75	16,906 68	10,946 45
DFA US SMALL CAP PORT ◊ INSTL SYMBOL: DFSTX	1,884.2030	31.0000	58,410.29	7%	16.01	34,625.81	23,784 48
GOLDMAN SACHS RISING DIV ◊ GWTH FD INST SYMBOL: GSRLX	2,990.4250	19.7000	58,911.37	7%	17.83	53,329 63	5,581 74
OSHAUGHNESSY ENHANCED ◊ DIV FD I SYMBOL. OFDIX	3,182.4180	13.1100	41,721.50	5%	12 00	38,182 85	3,538 65
VANGUARD ENERGY FUND ◊ INVESTOR SHRS SYMBOL VGENX	260 0130	67 3300	17,506 68	2%	38.78	17,126 79	379 89

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

STATEMENT 10

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VIRTUS FOREIGN OPPTY CL ◊	1,064.0660	27.3400	29,091 56	4%	27 29	29,033 44	58 12
SYMBOL: JVXIX							
Total Equity Funds	19,705.4240		385,978.33	46%		313,946.87	72,031.46
Total Mutual Funds	53,564.4200		752,556.67	91%		666,245.62	86,311.05

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
FLEXSHARES EXCH TRD FD ◊	**757.6552**	**34.3100**	**25,995.15**	**3%**	**(592.24)**		
GLOBAL UPSTREAM NATURAL	7.6552	36 0460 r	275.94		(13.29)		Short-Term
RESOURCES INDEX FUND	750.0000	35.0819	26,311 45	11/05/12	(578 95)	421	Long-Term
SYMBOL: GUNR							
Cost Basis			*26,587 39*				
ISHARES MSCI ETF ◊	**747.1884**	**35.5000**	**26,525.19**	**3%**	**4,547.57**		
USA MINIMUM VOLATILITY	4.8682	28.9470 r	140 92		31 90		Long-Term
SYMBOL. USMV	17 3202	33 5388 r	580 90		33 97		Short-Term
	725 0000	29.3183	21,255 80	11/05/12	4,481 70	421	Long-Term
Cost Basis			*21,977.62*				
Total Other Assets	1,504.8436		52,520.34	6%	3,955.33		
		Total Cost Basis:	*48,565.01*				

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

SIPC

STATEMENT 10

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043.12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
PRRIX	PIMCO REAL RETURN FUND INSTL CL	4/19/2013	11/19/2008	5649.975	$69,303.72	$54,366.35	$14,937.37
		4/19/2013	11/28/2008	8.517	$104.47	$78.19	$26.28
		4/19/2013	12/10/2008	447.011	$5,483.13	$4,067.80	$1,415.33
		4/19/2013	12/31/2008	11.602	$142.31	$109.64	$32.67
		4/19/2013	1/30/2009	10.775	$132.17	$103.44	$28.73
		4/19/2013	2/27/2009	10.268	$125.95	$96.83	$29.12
		4/19/2013	3/31/2009	10.317	$126.55	$103.17	$23.38
		4/19/2013	4/30/2009	10.976	$134 63	$108.99	$25.64
		4/19/2013	5/29/2009	17.339	$212 68	$178.59	$34.09
		4/19/2013	6/30/2009	46.142	$565.99	$476.65	$89.34
		4/19/2013	7/31/2009	50.446	$618.78	$525 14	$93.64
		4/19/2013	8/31/2009	73.037	$895.89	$766.89	$129.00
		4/19/2013	9/30/2009	12.202	$149.67	$131.29	$18 38
		4/19/2013	10/30/2009	27.576	$338.25	$300.58	$37.67
		4/19/2013	11/30/2009	18.688	$229.23	$208.93	$20.30
		4/19/2013	12/30/2009	141.306	$1,733.29	$1,526.11	$207 18
		4/19/2013	12/31/2009	25.514	$312.96	$275.30	$37 66
		4/19/2013	1/29/2010	18.286	$224 30	$200.60	$23.70
		4/19/2013	2/26/2010	10.572	$129.68	$114 81	$14.87
		4/19/2013	3/31/2010	29.164	$357.73	$317.01	$40 72
		4/19/2013	4/30/2010	19.039	$233.54	$212 28	$21.26
		4/19/2013	5/28/2010	43.413	$532.51	$479.71	$52.80
		4/19/2013	6/30/2010	27.981	$343 22	$313.39	$29 83
		4/19/2013	7/30/2010	20 942	$256.88	$234.76	$22 12
		4/19/2013	8/31/2010	11 287	$138.45	$128.90	$9 55
		4/19/2013	9/30/2010	11 252	$138.02	$129.96	$8 06
		4/19/2013	10/29/2010	21 792	$267 31	$258.24	$9.07
		4/19/2013	11/30/2010	16.98	$208.28	$196.80	$11 48
		4/19/2013	12/31/2010	24 192	$296.74	$274.82	$21 92
		4/19/2013	12/31/2010	16.86	$206.81	$191.53	$15.28
		4/19/2013	1/31/2011	14.546	$178.42	$165.10	$13 32
		4/19/2013	2/28/2011	22.553	$276.64	$257 78	$18.86
		4/19/2013	3/31/2011	47.399	$581.41	$544 62	$36 79
		4/19/2013	4/29/2011	50.112	$614.68	$588.31	$26 37
		4/19/2013	5/31/2011	84 899	$1,041 39	$991 62	$49 77

STATEMENT D-1

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043.12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
		4/19/2013	6/30/2011	63.309	$776.56	$738.82	$37.74
		4/19/2013	7/29/2011	47.775	$586.02	$574.26	$11.76
		4/19/2013	8/31/2011	10.425	$127.88	$125.62	$2 26
		4/19/2013	9/30/2011	7.331	$89.92	$87.82	$2.10
		4/19/2013	10/31/2011	18.454	$226.36	$225.14	$1 22
		4/19/2013	11/30/2011	13.221	$162.17	$161 03	$1 14
		4/19/2013	12/7/2011	95.508	$1,171.52	$1,127.95	$43.57
		4/19/2013	12/7/2011	142.573	$1,748.83	$1,683.79	$65.04
		4/19/2013	12/28/2011	31.015	$380.44	$366.29	$14 15
		4/19/2013	12/30/2011	8.029	$98.49	$94.66	$3.83
		4/19/2013	1/31/2012	6.846	$83.97	$82.77	$1.20
		4/19/2013	2/29/2012	6.849	$84.01	$82.60	$1.41
		4/19/2013	3/30/2012	7.606	$93.30	$90.89	$2.41
		4/19/2013	4/30/2012	11.357	$139.31	$138.33	$0.98
		4/19/2013	5/31/2012	41.03	$503.28	$507.54	($4.26)
		4/19/2013	6/29/2012	19.987	$245.16	$245.44	($0.28)
		4/19/2013	7/31/2012	7.221	$88.57	$90.33	($1 76)
		4/19/2013	8/31/2012	8.122	$99.63	$101.36	($1.73)
		4/19/2013	9/28/2012	6.482	$79.51	$81.41	($1.90)
		4/19/2013	10/31/2012	7.441	$91.27	$94.13	($2 86)
		4/19/2013	11/30/2012	12.599	$154.54	$160.13	($5.59)
		4/19/2013	12/12/2012	74.956	$919.43	$934.70	($15 27)
		4/19/2013	12/12/2012	92.669	$1,136 70	$1,155.58	($18.88)
		4/19/2013	12/27/2012	62.614	$768.04	$770.78	($2 74)
		4/19/2013	12/31/2012	7.5	$92.00	$92.03	($0.03)
		4/19/2013	1/31/2013	7.459	$91 49	$90 92	$0.57
		4/19/2013	2/28/2013	6.921	$84.89	$84.51	$0 38
		4/19/2013	3/28/2013	7.668	$94.05	$93.93	$0 12
ARCIX	AQR RISK BALANCED CMDY STRAT CL I	5/13/2013	11/5/2012	1133.787	$9,976.06	$11,300 59	($1,324 53)
CHDVX	CULLEN HIGH DIV EQTY FD CL I	5/13/2013	6/16/2009	954.806	$14,975.00	$9,168.05	$5,806.95
VGENX	VANGUARD ENERGY FUND INVESTOR SI	5/22/2013	12/12/2003	1.493	$96.24	$41.26	$54.98
		5/22/2013	3/19/2004	4.303	$277.37	$118.93	$158.44
		5/22/2013	3/19/2004	4.303	$277.37	$118.93	$158.44
		5/22/2013	3/19/2004	21.514	$1,386.78	$594.60	$792 18
		5/22/2013	12/17/2004	57.192	$3,686.56	$1,580.67	$2,105.89

STATEMENT D-1

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043.12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
		5/22/2013	12/17/2004	1.968	$126.86	$54.39	$72.47
		5/22/2013	3/18/2005	0.197	$12 70	$5.44	$7 26
		5/22/2013	3/18/2005	13.009	$838.55	$359.54	$479.01
		5/22/2013	12/16/2005	60.608	$3,906.76	$1,675.08	$2,231.68
		5/22/2013	12/16/2005	71.664	$4,619.42	$1,980.64	$2,638.78
		5/22/2013	12/16/2005	1.638	$105 58	$45 27	$60 31
		5/22/2013	3/24/2006	0.771	$49.70	$47.57	$2.13
		5/22/2013	3/24/2006	3.241	$208.91	$199.81	$9 10
		5/22/2013	3/24/2006	1.775	$114.42	$109.42	$5 00
		5/22/2013	12/19/2006	26.586	$1,713.72	$1,744.07	($30.35)
		5/22/2013	12/19/2006	36.379	$2,344.97	$2,386.43	($41 46)
		5/22/2013	3/21/2007	3.244	$209.09	$206.37	$2.72
VBTSX	VANGUARD TOTAL BD MKT INDEX SIGN	5/22/2013	12/7/2011	1371.115	$14,975.00	$15,080.76	($105.76) w
CHDVX	CULLEN HIGH DIV EQTY FD CL I	5/22/2013	6/16/2009	942.211	$14,975.00	$9,047.11	$5,927.89
VBTSX	VANGUARD TOTAL BD MKT INDEX SIGN	7/26/2013	12/7/2011	11482.929	$122,609.56	$126,335.05	($3,725.49)
		7/26/2013	12/7/2011	26.277	$280.57	$293.26	($12.69)
		7/26/2013	12/16/2011	26.438	$282.29	$289.50	($7.21)
		7/26/2013	12/22/2011	42.676	$455.68	$467.73	($12 05)
		7/26/2013	12/22/2011	27.533	$293.99	$301.76	($7 77)
		7/26/2013	12/30/2011	29.97	$320 01	$329.67	($9.66)
		7/26/2013	1/31/2012	37.301	$398.28	$412 92	($14.64)
		7/26/2013	2/29/2012	35.823	$382.50	$395.49	($12.99)
		7/26/2013	3/30/2012	37.251	$397.75	$407.53	($9 78)
		7/26/2013	3/30/2012	6.975	$74 48	$76.31	($1.83)
		7/26/2013	3/30/2012	6.975	$74.48	$76.31	($1.83)
		7/26/2013	4/30/2012	35.259	$376 48	$389 26	($12.78)
		7/26/2013	5/31/2012	35.3	$376.92	$392.54	($15.62)
		7/26/2013	6/29/2012	34.527	$368.66	$383.25	($14 59)
		7/26/2013	7/31/2012	33.955	$362.56	$381.31	($18 75)
		7/26/2013	8/31/2012	33.472	$357.40	$375.22	($17.82)
		7/26/2013	9/28/2012	31.723	$338.72	$355.30	($16.58)
		7/26/2013	10/31/2012	32.437	$346.35	$362.97	($16.62)
		7/26/2013	11/30/2012	31.067	$331.72	$347 64	($15.92)
		7/26/2013	12/21/2012	26 5	$282.96	$293 62	($10 66)
		7/26/2013	12/21/2012	40.954	$437.29	$453.77	($16.48)

STATEMENT D-1

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043 12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
		7/26/2013	12/31/2012	27.239	$290 85	$302.08	($11 23)
		7/26/2013	1/31/2013	26.976	$288.04	$296.47	($8 43)
		7/26/2013	2/28/2013	25.22	$269.29	$278 18	($8.89)
		7/26/2013	3/28/2013	27.298	$291.48	$300.28	($8.80)
		7/26/2013	3/28/2013	1.226	$13.09	$13.49	($0 40)
		7/26/2013	3/28/2013	20.853	$222.66	$229.38	($6 72)
		7/26/2013	6/28/2013	24.39	$260.39	$260.24	$0 15
DFSTX	DFA US SMALL CAP PORT INSTL	8/1/2013	9/10/2001	375.285	$10,812.66	$5,332.82	$5,479.84
		8/1/2013	10/1/2001	30.423	$876.54	$475.36	$401 18
		8/1/2013	12/17/2001	114.043	$3,285 80	$1,620.56	$1,665.24
PTLDX	PIMCO LOW DURATION FUND INSTL CL	8/1/2013	10/6/2010	7.928	$81.27	$85.05	($3.78)
		8/1/2013	10/6/2010	3097.291	$31,751.80	$33,097.56	($1,345.76)
		8/1/2013	10/6/2010	8.277	$84.85	$89.66	($4 81)
		8/1/2013	10/6/2010	8 598	$88.14	$92 23	($4 09)
		8/1/2013	10/13/2010	8.476	$86.89	$91.23	($4.34)
		8/1/2013	10/29/2010	8.339	$85.49	$89.31	($3.82)
		8/1/2013	11/4/2010	8.463	$86.76	$90.61	($3.85)
		8/1/2013	11/30/2010	11.238	$115.21	$119.23	($4.02)
		8/1/2013	12/8/2010	15.429	$158.17	$159.69	($1.52)
		8/1/2013	12/8/2010	77.398	$793.44	$801.07	($7 63)
		8/1/2013	12/31/2010	12.193	$125.00	$126.69	($1 69)
		8/1/2013	1/31/2011	11.045	$113.23	$114.98	($1.75)
		8/1/2013	2/28/2011	11 031	$113.08	$114.94	($1 86)
		8/1/2013	3/31/2011	10.494	$107.58	$109.56	($1.98)
		8/1/2013	4/29/2011	9.242	$94.74	$97.23	($2 49)
		8/1/2013	5/31/2011	8.111	$83.15	$85.41	($2 26)
		8/1/2013	6/30/2011	8.952	$91.77	$94.00	($2.23)
		8/1/2013	9/30/2011	6.154	$63.09	$63.26	($0.17)
		8/1/2013	10/31/2011	5.908	$60.57	$61.27	($0.70)
		8/1/2013	11/30/2011	5.804	$59.50	$59.78	($0.28)
		8/1/2013	12/7/2011	0.041	$0.42	$0.42	$0.00
		8/1/2013	12/28/2011	19.489	$199.79	$200.15	($0.36)
		8/1/2013	12/30/2011	8.091	$82.94	$83.26	($0 32)
		8/1/2013	4/30/2012	7.679	$78.72	$80.40	($1.68)
		8/1/2013	5/31/2012	8.559	$87.74	$89.61	($1.87)

STATEMENT D-1

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043.12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
		8/1/2013	6/29/2012	7.486	$76.74	$78.45	($1 71)
		8/1/2013	7/31/2012	5.982	$61.32	$63 29	($1 97)
		8/1/2013	8/31/2012	5.862	$60.09	$62.14	($2.05)
		8/1/2013	9/28/2012	4.971	$50.96	$52.99	($2.03)
		8/1/2013	10/31/2012	7.821	$80.18	$83.22	($3.04)
		8/1/2013	11/30/2012	8.049	$82.51	$85.72	($3.21)
		8/1/2013	12/12/2012	28.225	$289.35	$297.49	($8.14)
		8/1/2013	12/12/2012	5.969	$61.19	$62.91	($1.72)
		8/1/2013	12/27/2012	11.475	$117.64	$120.60	($2.96)
		8/1/2013	12/31/2012	6.824	$69.96	$71 72	($1 76)
		8/1/2013	1/31/2013	5.384	$55.19	$56.37	($1.18)
		8/1/2013	2/28/2013	5.602	$57 43	$58 82	($1 39)
		8/1/2013	3/28/2013	6.993	$71.69	$73.43	($1.74)
		8/1/2013	4/30/2013	7.685	$78.78	$80.92	($2 14)
		8/1/2013	5/31/2013	6.394	$65.55	$66.50	($0.95)
		8/1/2013	6/28/2013	5.049	$51.76	$51.75	$0.01
		8/1/2013	7/31/2013	5.434	$55.72	$55.86	($0.14)
PFORX	PIMCO FOREIGN BOND FUND INSTITUTI	9/26/2013	1/25/2012	4593.09	$48,430 26	$48,609.85	($179.59)
		9/26/2013	1/31/2012	3.443	$36.30	$36.84	($0.54)
		9/26/2013	2/29/2012	19.567	$206.32	$209.37	($3.05)
		9/26/2013	3/30/2012	22.473	$236.96	$241.58	($4.62)
		9/26/2013	4/30/2012	20 591	$217.11	$222.80	($5.69)
		9/26/2013	5/31/2012	24.65	$259.91	$267.45	($7.54)
		9/26/2013	6/29/2012	20.343	$214.50	$220.52	($6.02)
		9/26/2013	7/31/2012	10.875	$114.67	$119.84	($5.17)
		9/26/2013	8/31/2012	11.909	$125.57	$132.31	($6.74)
		9/26/2013	9/28/2012	9.225	$97.27	$104.33	($7.06)
		9/26/2013	10/31/2012	8.95	$94.37	$101.31	($6 94)
		9/26/2013	11/30/2012	9.907	$104.46	$113.04	($8.58)
		9/26/2013	12/12/2012	19.698	$207.70	$216.09	($8 39)
		9/26/2013	12/12/2012	181.126	$1,909.82	$1,986.95	($77.13)
		9/26/2013	12/27/2012	91.856	$968 54	$989.29	($20.75)
		9/26/2013	12/31/2012	10.171	$107.24	$109.75	($2 51)
		9/26/2013	1/31/2013	8.539	$90.04	$91 97	($1.93)
		9/26/2013	2/28/2013	8.862	$93.44	$95.98	($2.54)

STATEMENT D-1

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043.12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
		9/26/2013	3/28/2013	8.206	$86.53	$89.45	($2 92)
		9/26/2013	4/30/2013	10.11	$106.60	$110.81	($4.21)
		9/26/2013	5/31/2013	9.951	$104.92	$106.77	($1.85)
		9/26/2013	6/28/2013	9.783	$103.15	$102.82	$0.33
		9/26/2013	7/31/2013	9.758	$102.89	$103.24	($0.35)
		9/26/2013	8/30/2013	10.492	$110.65	$110.38	$0.27
DFSTX	DFA US SMALL CAP PORT INSTL	10/8/2013	12/17/2001	532.845	$15,124.52	$7,571.75	$7,552.77
		10/8/2013	12/17/2001	77.945	$2,212.43	$1,107.60	$1,104.83
		10/8/2013	12/16/2002	63.144	$1,792.31	$897.28	$895.03
		10/8/2013	12/16/2002	29.796	$845.74	$423.41	$422.33
PCRIX	PIMCO COMMODITY REAL RETURN STR.	10/8/2013	12/18/2005	39.906	$229.48	$561.54	($332.06) w
		10/8/2013	12/10/2008	312.908	$1,799.35	$1,843 03	($43.68)
		10/8/2013	12/10/2008	1191.544	$6,851.85	$7,018.19	($166.34)
		10/8/2013	12/30/2008	132.427	$761.51	$821.05	($59.54)
		10/8/2013	3/19/2009	103.362	$594.37	$656.35	($61 98)
		10/8/2013	9/17/2009	108.319	$622 88	$838.39	($215.51)
		10/8/2013	12/9/2009	83.809	$481.94	$675 50	($193 56)
		10/8/2013	12/30/2009	167.495	$963.16	$1,391.88	($428.72)
		10/8/2013	3/18/2010	175.129	$1,007.06	$1,388.77	($381.71)
		10/8/2013	6/17/2010	196.727	$1,131.26	$1,479.39	($348.13)
		10/8/2013	9/16/2010	92.541	$532.14	$736.63	($204.49)
LASYX	LOOMIS SAYLES STRATEGIC ALPHA Y	10/8/2013	3/8/2011	1518.219	$14,975.00	$15,496.79	($521 79) w
SIGVX	RIDGEWORTH US GOV SEC ULTRA SHOR	11/20/2013	7/26/2013	4940.711	$50,000.00	$50,000.00	$0 00
PCRIX	PIMCO COMMODITY REAL RETURN STR.	12/16/2013	12/18/2005	8 986	$49.75	$148.80	($99.05)
		12/16/2013	9/16/2010	122.234	$676.77	$972 98	($296 21)
		12/16/2013	12/31/2010	165 118	$914.20	$1,533 95	($619.75)
		12/16/2013	3/17/2011	213.798	$1,183.73	$1,996.87	($813.14)
		12/16/2013	6/16/2011	428.311	$2,371 42	$3,799 12	($1,427 70)
		12/16/2013	9/15/2011	425.826	$2,357.66	$3,598 23	($1,240 57)
		12/16/2013	12/7/2011	40.602	$224.80	$308.17	($83.37)
		12/16/2013	12/7/2011	170.642	$944.79	$1,295.17	($350.38)
		12/16/2013	3/22/2012	50 808	$281 31	$341 43	($60.12)
		12/16/2013	9/20/2012	33.631	$186 20	$236.09	($49.89)
		12/16/2013	12/12/2012	12.571	$69 60	$85.23	($15.63)
		12/16/2013	12/12/2012	30.968	$171.46	$209.96	($38.50)

STATEMENT D-1

Total Gain/(Loss)	Total Proceeds	Total Cost Basis
$38,849.78	$525,043.12	$486,193.34

Symbol	Name	Sold/ Closed	Acquired/ Opened	Quantity Sold	Total Proceeds	Cost Basis	Total Gain/Loss
		12/16/2013	12/27/2012	12.624	$69.90	$83.95	($14.05)
		12/16/2013	3/21/2013	20.64	$114.28	$135.81	($21.53)
		12/16/2013	6/20/2013	29.862	$165.34	$170.81	($5 47)
		12/16/2013	12/11/2013	28.855	$159.76	$161.01	($1.25)
ARCIX	AQR RISK BALANCED CMDY STRAT CL I	12/16/2013	11/5/2012	902.527	$7,480.00	$8,995.60	($1,515.60)

STATEMENT D-1

Form **8868** (Rev January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. BAILEY FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 22-3768811
	Number, street, and room or suite no. If a P.O. box, see instructions. 7839 VIZCAYA WAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NAPLES, FL 34108	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JAMES L. BAILEY 7839 VIZCAYA WAY, NAPLES, FL - 34108

  Telephone No. ▶ (239)598-4848 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 625.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 625.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.