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 SEP 1, 2013 **, and ending** AUG 31, 2014

Name of foundation
THE BAILEY FOUNDATION
C/O TD BANK NA

A Employer identification number 57-6018387

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 494 | Room/suite

B Telephone number 864-938-2632

City or town, state or province, country, and ZIP or foreign postal code
CLINTON, SC 29325-0494

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,663,616.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis)*

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(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	10,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	111,740.	111,740.	111,740.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	393,505.			
	b Gross sales price for all assets on line 6a 1,512,767.				
	7 Capital gain net income (from Part IV, line 2)		393,505.		
	8 Net short-term capital gain			N/A	
	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	515,245.	505,245.	111,740.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,402.	26,402.	26,402.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	5,600.	5,600.	5,600.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	3,458.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	704.	704.	704.	0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	36,164.	32,706.	32,706.	0.
	25 Contributions, gifts, grants paid	246,850.			246,850.
	26 **Total expenses and disbursements** Add lines 24 and 25	283,014.	32,706.	32,706.	246,850.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	232,231.			
	b **Net investment income** (if negative, enter -0-)		472,539.		
	c **Adjusted net income** (if negative, enter -0-)			79,034.	

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Form **990-PF** (2013)

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	293,204.	412,038.	412,038.
	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 5	1,788,132.	2,186,291.	2,694,599.
	c	Investments - corporate bonds STMT 6	1,804,708.	1,519,946.	1,556,979.
	11	Investments - land, buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	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 1)	3,886,044.	4,118,275.	4,663,616.
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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,886,044.	4,118,275.	
	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**	3,886,044.	4,118,275.	
	31	**Total liabilities and net assets/fund balances**	3,886,044.	4,118,275.	

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	3,886,044.
2	Enter amount from Part I, line 27a	2	232,231.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,118,275.
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	4,118,275.

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	GAIN/LOSS FROM PUBLICLY TRADED SECURITIES	P		
b				
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	1,512,767.		1,119,262.	393,505.
b				
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				393,505.
b				
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 } 2 393,505.

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 } 3 393,505.

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	278,510.	4,394,189.	.063381
2011	243,100.	4,275,085.	.056864
2010	265,472.	4,486,168.	.059176
2009	277,217.	4,292,882.	.064576
2008	239,900.	3,968,977.	.060444

2	**Total** of line 1, column (d)	2	.304441
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	.060888
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,477,784.
5	Multiply line 4 by line 3	5	272,643.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,725.
7	Add lines 5 and 6	7	277,368.
8	Enter qualifying distributions from Part XII, line 4	8	246,850.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	9,451.
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	9,451.
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	9,451.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,200.		
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	4,200.
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	5,251.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
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) ▶ SC			
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	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 ▶ TD BANK NA, TRUSTEE Telephone no. ▶ (864) 938-2632

Located at ▶ PO BOX 494, CLINTON, SC ZIP+4 ▶ 29325-0494

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

THE BAILEY FOUNDATION
C/O TD BANK NA

57-6018387

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** 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
SEE STATEMENT 7		26,402.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	4,260,981.
b	Average of monthly cash balances			1b	284,993.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,545,974.
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	4,545,974.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	68,190.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,477,784.
6	**Minimum investment return** Enter 5% of line 5			6	223,889.

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	223,889.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,451.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,451.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	214,438.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	214,438.
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	214,438.

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	246,850.
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	246,850.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	246,850.

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					214,438.
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					
b From 2009					
c From 2010					
d From 2011	32,803.				
e From 2012	62,984.				
f **Total** of lines 3a through e		95,787.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	246,850.				
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					214,438.
e Remaining amount distributed out of corpus		32,412.			
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		128,199.			
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		0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a		128,199.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	32,803.				
d Excess from 2012	62,984.				
e Excess from 2013	32,412.				

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).)

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 address of the person to whom applications should be addressed:

SEE STATEMENT 8

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*				
CHRIST SCHOOL, INC. 500 CHRIST SCHOOL ROAD ARDEN, NC 28704			MATCHING GIFTS PROGRAM	5,000.
CLEMSON UNIVERSITY 105 SIKES HALL, BOX 345124 CLEMSON, SC 296345124			SCHOLARSHIP - RACHEL DENDY CALDWELL	5,000.
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424			SCHOLARSHIP - VICTORIA HERNANDEZ	2,500.
CLINTON FAMILY YMCA 100 YMCA DRIVE CLINTON, SC 29325			GRANT PAYMENT	50,000.
SPARTANBURG DAY SCHOOL 1701 SKYLYN DRIVE SPARTANBURG, SC 29307			MATCHING GIFTS PROGRAM	300.
Total SEE CONTINUATION SHEET(S)			▶ 3a	246,850.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	111,740.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	393,505.	
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.		505,245.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 505,245.

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee | 11/6/14 Date | ▶ Title

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

Paid Preparer Use Only

Print/Type preparer's name J. JAY PEAY, CPA	Preparer's signature	Date 10.31.14	Check ☐ if self- employed	PTIN P01370389

Firm's name ▶ SWAIMBROWN PA | Firm's EIN ▶ 57-0783795

Firm's address ▶ P.O. BOX 299
CLINTON, SC 29325-0299 | Phone no. 864-833-4450

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization
THE BAILEY FOUNDATION
C/O TD BANK NA

Employer identification number
57-6018387

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE BAILEY FOUNDATION C/O TD BANK NA	57-6018387

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN S. & GEORGE H. CORNELSON, IV 1644 HIGHWAY 56 SOUTH CLINTON, SC 29325	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE BAILEY FOUNDATION C/O TD BANK NA	57-6018387

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE BAILEY FOUNDATION C/O TD BANK NA	57-6018387

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
DIVIDENDS AND INTEREST	111,740.	0.	111,740.	111,740.	111,740.
TO PART I, LINE 4	111,740.	0.	111,740.	111,740.	111,740.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SWAIMBROWN PA - ANNUAL REPORT	3,350.	3,350.	3,350.	0.
SWAIMBROWN PA - TAX RETURN	2,250.	2,250.	2,250.	0.
TO FORM 990-PF, PG 1, LN 16B	5,600.	5,600.	5,600.	0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF FOR Y/E 08/31/14	3,458.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,458.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HONORARIUM PAYMENTS - 7 AT $100 EACH	700.	700.	700.	0.
INVESTMENT EXPENSES	4.	4.	4.	0.
TO FORM 990-PF, PG 1, LN 23	704.	704.	704.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED DETAIL	1,562,372.	1,862,047.
CORPORATE MUTUAL FUNDS - SEE ATTACHED DETAILS	623,919.	832,552.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,186,291.	2,694,599.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED DETAIL	1,519,946.	1,556,979.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,519,946.	1,556,979.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE H. CORNELSON, IV 1644 HIGHWAY 56 SOUTH CLINTON, SC 29325	ADVISORY COMMITTEE - CHAIR 0.00	0.	0.	0.
MRS. BAILEY DIXON 1 BOXWOOD GARDENS CLINTON, SC 29325	ADVISORY COMMITTEE 0.00	0.	0.	0.
TOCCOA W. SWITZER 305 EAST SOUTH STREET UNION, SC 29379	ADVISORY COMMITTEE 0.00	0.	0.	0.
WALTER S. MONTGOMERY, JR. 314 SOUTH PINE STREET, BUILDING 100 SPARTANBURG, SC 29302	ADVISORY COMMITTEE 0.00	0.	0.	0.
VIRGINIA G. VANCE 311 SOUTH BROAD STREET CLINTON, SC 29325	ADVISORY COMMITTEE 0.00	0.	0.	0.
ROBERT S. LINK, JR. P.O. BOX 494 CLINTON, SC 293250494	ADMINISTRATOR 0.00	0.	0.	0.
TD BANK NA P.O. BOX 494 CLINTON, SC 293250494	TRUSTEE 3.00	26,402.	0.	0.
NORMAN W. DIXON 835 MYRTLE STREET NE ATLANTA, GA 30308	ADVISORY COMMITTEE 0.00	0.	0.	0.
JAMES L. SWITZER, JR. MORGAN STANLEY, 100 DUNBAR STREET, SUITE 104 SPARTANBURG, SC 29360	ADVISORY COMMITTEE 0.00	0.	0.	0.
MARTIN S. CORNELSON 329 CONNECTICUT AVENUE SPARTANBURG, SC 29302	ADVISORY COMMITTEE 0.00	0.	0.	0.

FLEMING PATTERSON SUITE 520-636, 3535 PEACHTREE RD NE ATLANTA, GA 30326	ADVISORY COMMITTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		26,402.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT S. LINK, JR., ADMINISTRATOR
PO BOX 494
CLINTON, SC 293250494

TELEPHONE NUMBER

864-938-2632

FORM AND CONTENT OF APPLICATIONS

FORMS SUPPLIED UPON REQUEST

ANY SUBMISSION DEADLINES

SCHOLARSHIPS: APRIL 15 OF THE APPLICANT'S SENIOR YEAR OF HIGH SCHOOL
ORGANIZATIONS: OCTOBER 1 OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS FOR SCHOLARSHIPS NOTED IN ATTACHED. GRANT REQUESTS FROM ORGANIZATIONS ARE LIMITED TO ORGANIZATIONS OPERATING IN LAURENS COUNTY, SOUTH CAROLINA

THE BAILEY FOUNDATION
TD BANK, N.A, TRUSTEE
CLINTON, SOUTH CAROLINA

STATEMENT OF ASSETS, LIABILITIES, AND NET ASSETS - MODIFIED CASH BASIS
August 31, 2014

ASSETS

Security Name	Shares / Par	Investment	Unit Price	Market Value
FIXED INCOME SECURITIES				
AT&T INC - 4 450% - 05/15/2021	30,000 0000	$ 31,664 21	$ 110 8200	$ 33,246 00
BANK OF AMERICA CORP - 6.750% - 08/15/19	50,000.0000	50,000.00	117.3600	58,680 00
BERKSHIRE HATHAWAY - 5.400% - 05/15/18	40,000.0000	44,022.41	113 1100	45,244.00
CATERPILLAR FINANCIAL - 2.050% - 08/01/16	40,000 0000	40,950 73	102 5600	41,024 00
CISCO SYSTEMS INC - 4 950% - 02/15/19	40,000 0000	45,552.74	112 5700	45,028 00
FEDERAL HOME LN MTG 4 750% - 11/17/15	70,000 0000	74,310 64	105.4200	73,794 00
F H L M C NOTES - 3 750% - 03/27/19	50,000 0000	55,684.64	109 2200	54,610 00
FNMA - 5 375% - 06/12/17	70,000 0000	79,025 28	112 0900	78,463 00
FIDELITY HIGH INCOME FUND #455	6,359.8210	55,000.00	9.4300	59,973 11
GENERAL ELECTRIC CAP CORP - 5.625% - 09/15/17	40,000 0000	45,337 12	112 3700	44,948 00
GOLDMAN SACHS - 5.850% - 05/15/15	100,000 0000	100,000 00	103 0700	103,070.00
HESS CORP - 8 125% - 02/15/19	100,000.0000	105,233 25	124.6700	124,670.00
JP MORGAN CHASE & CO - 6 000% - 01/15/18	40,000 0000	43,180 42	113.6200	45.448 00
ONTARIO PROVINCE - 2 950% - 02/05/15	60,000 0000	60,677 98	101 1500	60,690 00
ORACLE CORP - 5 250% - 01/15/16	100,000 0000	99,857.11	106.4600	106,460.00
PFIZER INC - 5 350% - 03/15/15	40,000 0000	41,903 11	102.5900	41,036 00
US TREASURY BONDS - 4 250% - 11/15/14	145,000 0000	147,861 32	100 8500	146,232.50
US TREASURY BONDS - 4 875% - 08/15/16	125,000 0000	135,733 88	108.4600	135,575 00
US TREASURY BONDS - 3.125% - 05/15/19	50,000 0000	55,308 37	107.0000	53,500.00
VANGUARD INFLATION PROTECTED SEC 119	4,266 2350	120,000 00	26 8600	114,591 07
WACHOVIA CORP - 5 750% - 02/01/18	40,000 0000	45,575.87	113 6600	45,464 00
WELLS FARGO & CO - 5 625% - 12/11/17	40,000 0000	43,067 28	113 0800	45,232 00
Total FIXED INCOME SECURITIES	**1,280,626.0560**	**1,519,946.36**		**1,556,978.68**
EQUITIES				
AT&T INC	1,525 0000	42,935 46	34 9600	53,314 00
ALTRIA GROUP INC	1,100.0000	40,922.09	43.0800	47,388 00
APPLE COMPUTER INC	525 0000	39,408 00	102 5000	53,812 50
BHP BILLITON LTD	200 0000	13,512.00	68.6300	13,726 00
BOEING CO	450.0000	46,556 05	126 8000	57,060.00
CHEVRON CORPORATION	325 0000	30,557 35	129.4500	42,071 25
CME GROUP INC	775.0000	63,092 92	76 5500	59,326 25
COCA COLA CO	900 0000	29,352 24	41 7200	37,548 00
COLGATE PALMOLIVE CO	655 0000	33.677 80	64 7300	42,398 15
COMCAST CORP SPECIAL CL A	1,200 0000	58,008 66	54 6000	65,520 00
COMMONWEALTH BANK OF AUSTRALIA	200 0000	13,818 00	76 0600	15,212 00
CONOCOPHILLIPS	825.0000	50,627.23	81 2200	67,006 50
DEERE & CO	550.0000	46,647 26	84 0900	46,249 50
DOMINION RES INC	850.0000	58,840 64	70.2200	59,687 00
DOW CHEMICAL CO	925 0000	36,304 40	53 5500	49,533 75
DUKE ENERGY CORP	525 0000	32,862 81	73 9900	38,844 75
EATON CORP PLC	700.0000	51,057 79	69 8100	48.867 00
EMERSON ELECTRIC CO	875.0000	48,378.44	64 0200	56,017 50
ENTERGY CORP	550 0000	35,019 93	77 4100	42,575 50
HONEYWELL INTL INC	400 0000	35,560 16	95 2300	38,092 00
INTEL CORP	1,725 0000	37,803.35	34 9200	60,237 00
JOHNSON & JOHNSON CO	450 0000	28,062 99	103 7300	46,678 50
KIMBERLY CLARK CORP	375 0000	33,909 68	108.0000	40,500 00
LORILLARD INC	925 0000	47,518 62	59 7000	55,222 50

THE BAILEY FOUNDATION
TD BANK, N A., TRUSTEE
CLINTON, SOUTH CAROLINA

STATEMENT OF ASSETS, LIABILITIES, AND NET ASSETS - MODIFIED CASH BASIS
August 31, 2014

ASSETS

Security Name	Shares / Par	Investment	Unit Price	Market Value
EQUITIES - (Continued)				
MATTEL INC	1,075 0000	$ 39,662 12	$ 34 4900	$ 37,076 75
MCDONALDS CORP	395 0000	27,129 18	93 7200	37,019 40
MEDTRONIC INC	850 0000	47,931 24	63 8500	54,272 50
MICROSOFT CORPORATION	1,550 0000	43,915 25	45 4300	70,416 50
NOTHEAST UTILITIES CORP	850 0000	37,692 15	45 8900	39,006 50
ORACLE CORPORATION	1,425 0000	54,178 50	41 5300	59,180 25
PROCTOR & GAMBLE CO	475 0000	29,962 57	83 1100	39,477 25
RATTHEON CO	800 0000	76,394 72	96 3400	77,072 00
ROYAL DUTCH SHELL PLC	250 0000	17,569 04	80 9700	20,242 50
3M CO	375 0000	38,389 17	144 0000	54,000 00
SEAGATE TECHNOLOGY PLC	1,125 0000	54,974 70	62 5800	70,402 50
TIME INC	81 0000	1,671 40	23 4800	1,901 88
TIME WARNER INC	650 0000	40,628 83	77 0300	50,069 50
VERIZON COMMUNICATIONS	725 0000	27,988 39	49 8200	36,119 50
WALMART STORES INC	500 0000	37,146 44	75 5000	37,750 00
WELLS FARGO & CO	800 0000	32,704 81	51 4400	41,152 00
Total EQUITIES	**29,456.0000**	**1,562,372.38**		**1,862,046.68**
MUTUAL FUNDS				
INVESCO INTL GROWTH FUND INSTITUTIONAL CLASS	6,944 2460	167,670 03	36 2300	251,590 03
BUFFALO SMALL CAP FD #1444	2,236 5350	57,210 10	34 2600	76,623 69
HARBOR INTL FD - INST CL FUND #11	3,391 7080	189,575 09	71 9000	243,863 81
HARTFORD MUT FDS INC MIDCAP FD CL Y FD#229	2,837 8830	62,301 44	31 3600	88,996 01
PERKINS MID CAP VALUE FUND INSTITUTIONAL CLASS	3,524 4470	77,092 35	25 1900	88,780 82
ROYCE SPECIAL EQUITY FD#327	3,344 0090	70,069 86	24 7300	82,697 34
Total MUTUAL FUNDS	**22,278.8280**	**623,918.87**		**832,551.70**
CASH EQUIVALENTS				
TD ASSET MGMT US GOVT INSTL SVS #6	352,410 6400	352,410 64	1 0000	352,410 64
TD ASSET MGMT US GOVT INSTL SVS #6 (INVESTED INC	59,632 2800	59,632 28	1 0000	59,632 28
Total CASH EQUIVALENTS	**412,042.9200**	**412,042.92**		**412,042.92**
		4,118,280.53		**4,663,619.98**
CASH		-		-
ACCRUED INCOME		**19,762.51**		**19,762.51**
Total Assets		**$ 4,138,043.04**		**$ 4,683,382.49**
NET ASSETS				
Unrestricted Donated Capital Surplus		**4,138,043.04**		**4,683,382.49**
TOTAL LIABILITIES AND NET ASSETS		**$ 4,138,043.04**		**$ 4,683,382.49**

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
AT&T INC SOLD 200 SHS 11/25/13 TO THE ISI GROUP @ 35.4277	11/29/13	7,081.42	-5,527.08	1,554.34
INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS SOLD 28.188 SHS 11/25/13 @ 33.8	11/26/13	952.75	-678.77	273.98
ALTRIA GROUP INC SOLD 325 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 34.8427	02/18/14	11,317.18	-12,090.62	-773.44
BNK OF NOVA SCOTIA 2.375% 12/17/2013 DTD 06/17/10 RECD PROCEEDS ON MATURITY OF 40,000 PAR VALUE	12/17/13	40,000.00	-40,000.00	
BAXTER INTERNATIONAL INC SOLD 450 SHS 11/25/13 TO THE ISI GROUP @ 68.0227	11/29/13	30,600.68	-24,720.96	5,879.72
BELLSOUTH CORP 5.2% 09/15/2014 DTD 09/08/2004 PROCEEDS FROM REDEMPTIONS, MATURITIE S & CALLS	07/15/14	100,824.00	-100,000.00	824.00

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
BRISTOL MYERS SQUIBB CO. SOLD 525 SHS 11/25/13 TO THE ISI GROUP @ 53.0384	11/29/13	27,834.18	-16,990.75	10,843.43
BUFFALO SMALL CAP FD #1444 SOLD 182.592 SHS 11/25/13 @ 39.63	11/26/13	7,236.12	-3,925.73	3,310.39
LONG TERM CAPITAL GAINS DIST AT $ 2.801 PER SHARE	12/20/13	5,742.92		5,742.92
SHORT TERM CAPITAL GAINS DIST AT $ .395 PER SHARE	12/20/13	810.55		810.55
CATERPILLAR INC. SOLD 150 SHS 11/25/13 TO THE ISI GROUP @ 84.6487	11/29/13	12,694.08	-10,323.24	2,370.84
CHEVRON CORPORATION SOLD 325 SHS 11/25/13 TO THE ISI GROUP @ 123.8801	11/29/13	40,253.83	-30,226.61	10,027.22
CISCO SYSTEMS INC SOLD 1525 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 22.7804	02/18/14	34,709.01	-32,614.72	2,094.29
COCA COLA CO SOLD 350 SHS 11/25/13 TO THE ISI GROUP @ 40.6224	11/29/13	14,210.59	-11,378.60	2,831.99

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
CONOCOPHILLIPS 4.750% 02/01/2014				
DTD 02/03/09				
RECD PROCEEDS ON MATURITY OF	02/03/14	40,000.00	-40,000.00	
40,000 PAR VALUE				
DOW CHEMICAL CO				
SOLD 300 SHS 02/12/14	02/18/14	13,927.80	-11,774.40	2,153.40
TO MERRILL LYNCH,PIERCE,FENNER & S				
@ 46.4468				
E I DUPONT DE NEMOURS INC				
SOLD 300 SHS 02/12/14	02/18/14	19,012.95	-12,159.25	6,853.70
TO MERRILL LYNCH,PIERCE,FENNER & S				
@ 63.3976				
EXXON MOBIL CORP				
SOLD 375 SHS 11/25/13	11/29/13	35,695.03	-19,206.81	16,488.22
TO THE ISI GROUP				
@ 95.2084				
SOLD 450 SHS 02/12/14	02/18/14	40,870.94	-33,214.50	7,656.44
TO MERRILL LYNCH,PIERCE,FENNER & S				
@ 90.8459				
FED HOME LN MTG 5.00% 01/30/2014				
DTD 01/30/2004				
RECD PROCEEDS ON MATURITY OF	01/30/14	70,000.00	-70,000.00	
70,000 PAR VALUE				
FIDELITY HIGH INCOME FUND #455				
SHORT TERM CAPITAL GAINS DIST AT	12/10/13	407.01		407.01
$ .063 PER SHARE				

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
LONG TERM CAPITAL GAINS DIST AT $ .019 PER SHARE	06/09/14	120.84		120.84
FREEPORT-MCMORAN COPPER & GOCL B				
SOLD 350 SHS 11/25/13 TO THE ISI GROUP @ 35.8671	11/29/13	12,546.27	-14,063.18	-1,516.91
HARTFORD MUT FDS INC MIDCAP FD CL Y FD# 229				
LONG TERM CAPITAL GAINS DIST AT $ 1.762 PER SHARE	12/17/13	4,905.13		4,905.13
SHORT TERM CAPITAL GAINS DIST AT $ .246 PER SHARE	12/17/13	686.01		686.01
HOME DEPOT INC				
SOLD 450 SHS 11/25/13 TO THE ISI GROUP @ 79.859	11/29/13	35,926.92	-14,743.28	21,183.64
SOLD 275 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 77.1407	02/18/14	21,207.83	-9,032.16	12,175.67
HONEYWELL INTL INC				
SOLD 200 SHS 01/29/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 89.6736	02/03/14	17,930.41	-8,828.22	9,102.19
SOLD 25 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 94.182	02/18/14	2,354.01	-1,103.53	1,250.48

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
INTL BUSINESS MACHINES CORP SOLD 150 SHS 11/25/13 TO THE ISI GROUP @ 179.0253	11/29/13	26,850.33	-26,136.25	714.08
J P MORGAN CHASE & CO SOLD 815 SHS 11/25/13 TO THE ISI GROUP @ 58.0838	11/29/13	47,321.17	-24,780.37	22,540.80
PERKINS MID CAP VALUE FUND INSTITUTIONAL CLASS LONG TERM CAPITAL GAINS DIST AT $ 2.686 PER SHARE	12/23/13	8,332.12		8,332.12
JOHNSON & JOHNSON CO SOLD 425 SHS 11/25/13 TO THE ISI GROUP @ 95.9435	11/29/13	40,766.78	-26,398.79	14,367.99
KRAFT FOODS GROUP INC SOLD 258 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 53.2739	02/18/14	13,739.26	-9,354.25	4,385.01
LOCKHEED MARTIN CORP SOLD 300 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 158.9257	02/18/14	47,670.88	-23,336.61	24,334.27

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
MARATHON OIL CORP SOLD 800 SHS 11/25/13 TO THE ISI GROUP @ 37.1111	11/29/13	29,672.36	-17,787.79	11,884.57
MARATHON PETROLEUM CORP COM SOLD 400 SHS 11/25/13 TO THE ISI GROUP @ 81.8858	11/29/13	32,745.75	-11,551.03	21,194.72
MERCK & CO INC NEW COM SOLD 1125 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 54.9601	02/18/14	61,806.52	-41,355.99	20,450.53
MICROSOFT CORPORATION SOLD 175 SHS 11/25/13 TO THE ISI GROUP @ 37.7208	11/29/13	6,597.52	-4,331.25	2,266.27
MONDELEZ INTERNATIONAL INC SOLD 700 SHS 11/25/13 TO THE ISI GROUP @ 33.8382	11/29/13	23,672.33	-14,883.12	8,789.21
NEXTERA ENERGY INC COM SOLD 425 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 91.9447	02/18/14	39,067.32	-23,125.14	15,942.18

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
NIKE INC. CLASS B SOLD 295 SHS 11/25/13 TO THE ISI GROUP @ 79.3124	11/29/13	23,390.85	-12,150.27	11,240.58
NORFOLK SOUTHERN CORP SOLD 200 SHS 11/25/13 TO THE ISI GROUP @ 87.1957	11/29/13	17,434.83	-11,841.76	5,593.07
PEPSICO INCORPORATED SOLD 525 SHS 11/25/13 TO THE ISI GROUP @ 85.5867	11/29/13	44,921.74	-30,262.57	14,659.17
PFIZER SOLD 2375 SHS 11/25/13 TO THE ISI GROUP @ 32.3508	11/29/13	76,784.31	-44,864.60	31,919.71
PHILIP MORRIS INTL INC COM SOLD 750 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 78.4167	02/18/14	58,796.51	-44,242.11	14,554.40
PHILLIPS 66 SOLD 200 SHS 11/25/13 TO THE ISI GROUP @ 68.9664	11/29/13	13,789.04	-5,833.95	7,955.09

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
PROCTER & GAMBLE CO SOLD 400 SHS 11/25/13 TO THE ISI GROUP @ 85.4112	11/29/13	34,155.88	-15,785.10	18,370.78
ROYCE SPECIAL EQUITY FD #327 LONG TERM CAPITAL GAINS DIST AT $ 1.961 PER SHARE	12/09/13	6,077.23		6,077.23
SHORT TERM CAPITAL GAINS DIST AT $ .242 PER SHARE	12/09/13	750.55		750.55
SPDR GOLD TRUST SOLD 725 SHS 11/25/13 TO THE ISI GROUP @ 120.3293	11/29/13	87,222.72	-115,424.37	-28,201.65
SOUTHERN CO SOLD 950 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 41.6182	02/18/14	39,517.61	-39,089.00	428.61
SPECTRA ENERGY CORP SOLD 520 SHS 11/25/13 TO THE ISI GROUP @ 34.0903	11/29/13	17,716.25	-16,476.25	1,240.00
TD ASSET MGMT US GOVT INSTL SVS #6 SALES (75) 09/01/13 TO 08/31/14	Cash Equivalent 08/31/14	762,276.21	-762,276.21	
TIME INC CASH IN LIEU @ 22.97	07/02/14	5.74	-5.16	0.58

BAILEY FOUNDATION

ACCOUNT NUMBER: 68-S001-00-5
STATEMENT PERIOD: 09/01/13 - 08/31/14

SALE ACTIVITY

	DATE	PROCEEDS	COST	REALIZED GAIN/LOSS
UNITED PARCEL SERVICE CL B SOLD 200 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 96.0714	02/18/14	19,209.94	-11,584.46	7,625.48
UNITED TECHNOLOGIES SOLD 310 SHS 02/12/14 TO MERRILL LYNCH,PIERCE,FENNER & S @ 112.5454	02/18/14	34,882.27	-17,492.00	17,390.27
WELLS FARGO & CO NEW SOLD 225 SHS 11/25/13 TO THE ISI GROUP @ 44.5125	11/29/13	10,010.64	-8,566.94	1,443.70
TOTAL SALES		**$ 2,275,043.12** (762,276.21) 1,512,766.91	1,881,537.75 Total Cost (762,276.21) To Asset Mgmt ~~$ 0.00~~ 1,119,261.54	**$ 393,505.37**

NON-CASH ACTIVITY

	DATE	COST
ASSET CHANGES		
AT&T INC 4.45% 05/15/2021 DTD 04/29/11		
AMORTIZE PREMIUM	11/15/13	-118.87
AMORTIZE PREMIUM	05/15/14	-118.87
APPLE COMPUTER INC. RECD 450 SHS AS 7 FOR 1 STOCK SPLIT ON 75 SHARES	06/09/14	

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
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613			SCHOLARSHIP - ASHLEY R. BELL	2,500.
GOOD SHEPHERD FREE MEDICAL CLINIC 245 HUMAN SERVICES ROAD CLINTON, SC 29325			GRANT PAYMENT	7,100.
INDEPENDENT COLLEGES AND UNIVERSITIES OF SC 1706 SENATE STREET COLUMBIA, SC 29201			NAMED SCHOLARSHIPS PROGRAM - GRANT PAYMENT	20,000.
LANDER UNIVERSITY 320 STANLEY AVENUE GREENWOOD, SC 296492099			SCHOLARSHIP - JEREMY TYLER AKINS	2,500.
GEORGIA TECH INSTITUTE OF TECHNOLOGY ATLANTA, GA 30332			MATCHING GIFTS PROGRAM	5,000.
LIMESTONE COLLEGE 1115 COLLEGE DRIVE GAFFNEY, SC 29340			MATCHING GIFTS PROGRAM	5,000.
LYDIA PENTECOSTAL HOLINESS CHURCH 661 POPLAR STREET CLINTON, SC 29325			GRANT PAYMENT	5,000.
OPEN DOOR CHRISTIAN CENTER 209 EAST MAIN STREET CLINTON, SC 29325			GRANT PAYMENT	5,000.
PRESBYTERIAN COLLEGE 503 SOUTH BROAD STREET CLINTON, SC 29325			MATCHING GIFTS PROGRAM	1,100.
LAURENS COUNTY YMCA 410 ANDERSON DR LAURENS, SC 29360			GRANT PAYMENT	2,500.
Total from continuation sheets				184,050.

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
AMI KIDS 20238 HWY 72 EAST CLINTON, SC 29325			GRANT PAYMENT	5,000.
UNITED WAY OF LAURENS COUNTY 16 PEACHTREE STREET, SUITE B CLINTON, SC 29325			ANNUAL CAMPAIGN - GRANT PAYMENT	20,000.
UNIVERSITY OF SOUTH CAROLINA 902 SUMTER STREET ACCESS / LIEBER COLLEGE COLUMBIA, SC 29208			SCHOLARSHIP - KYLE JACOBS	2,500.
QUEENS UNIVERSITY OF CHARLOTTE 1900 SELWYN AVENUE CHARLOTTE, NC 28274			MATCHING GIFTS PROGRAM	5,000.
WASHINGTON & LEE UNIVERSITY 200 WEST WASHINGTON STREET LEXINGTON, VA 24450			MATCHING GIFTS PROGRAM	500.
WOFFORD COLLEGE 429 NORTH CHURCH STREET SPARTANBURG, SC 293033663			MATCHING GIFTS PROGRAM	10,000.
LAURENS COUNTY SAFE HOME 500 ACADEMY STREET CLINTON, SC 29325			GRANT PAYMENT	2,500.
AMERICAN RED CROSS 16 PEACHTREE STREET CLINTON, SC 29325			GRANT PAYMENT	1,000.
CHRIST CENTRAL MINISTRIES LAURENS CO. PO BOX 22 JOANNA, SC 29351			GRANT PAYMENT	5,000.
1ST JOHN 3 MINISTRIES 1387 HWY. 56 CLINTON, SC 29325			GRANT PAYMENT	5,000.
Total from continuation sheets				

323631
05-01-13

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 EPISCOPAL HIGH SCHOOL 1200 N QUAKER LANE ALEXANDRIA, VA 22302			MATCHING GIFTS PROGRAM	350.
WINTHROP UNIVERSITY 701 OAKLAND AVENUE ROCK HILL, SC 29733			SCHOLARSHIP - JENNIFER C. BROWN	5,000.
WINTHROP UNIVERSITY 701 OAKLAND AVENUE ROCK HILL, SC 29733			SCHOLARSHIP - SARAH LOUISE WICKS	5,000.
UNIVERSITY OF GEORGIA 210 S JACKSON STREET ATHENS, GA 30602			SCHOLARSHIP - ALANA M. KINARD	5,000.
NORTH GREENVILLE UNIVERSITY 7801 N. TIGERVILLE ROAD TIGERVILLE, SC 29688			GRANT PAYMENT	5,000.
CLINTON COALITION FOR YOUTH 4220 SPRINGDALE DRIVE CLINTON, SC 29325			GRANT PAYMENT	5,500.
LAURENS COUNTY MUSEUM ASSOCIATION 205 W. LAURENS STREET LAURENS, SC 29360			GRANT PAYMENT	5,000.
BELL STREET SCIENCE OLYMPAID 600 PEACHTREE STREET CLINTON, SC 29325			GRANT PAYMENT	5,000.
CLEMSON UNIVERSITY 105 SIKES HALL, BOX 345124 CLEMSON, SC 296345124			SCHOLARSHIP - JAMES WILLIAM TINSLEY	5,000.
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424			SCHOLARSHIP - ANJALI KIRIT NAIK	5,000.
Total from continuation sheets				

THE BAILEY FOUNDATION
C/O TD BANK NA 57-6018387

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
ANGEL FLIGHT 2000 AIRPORT ROAD, SUITE 227 ATLANTA, GA 30341			GRANT PAYMENT	1,000.
WILDER STADIUM IMPROVEMENT FUND PO BOX 310 CROSS HILL , SC 29332			GRANT PAYMENT	10,000.
LAURENS COUNTY DISABILITIES 364 EVERGREEN SKILLS RD LAURENS , SC 29360			GRANT PAYMENT	10,000.
LAURENS COUNTY HABITAT FOR HUMANITY PO BOX 184 LAURENS , SC 29360-0184			GRANT PAYMENT	2,500.
LAURENS COUNTY COMMUNITY FOUNDATION PO BOX 1836 LAURENS, SC 29360			GRANT PAYMENT	2,500.
Total from continuation sheets				