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Return of Private Foundation

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

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

A Employer identification number

BAILEY FAMILY FOUNDATION, INC.

22-3768811

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

7839 VIZCAYA WAY

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:

☒

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)

J Accounting method:

☒

Cash

☐

Accrual

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

\$ 579,802. (Part I, column (d) must be on cash basis)

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))

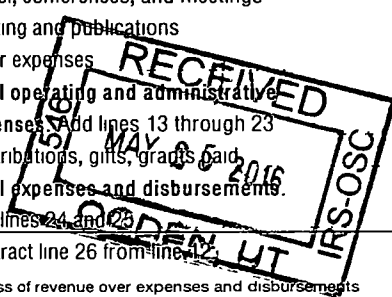
(a) Revenue and expenses per books

(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 ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	16,370.	16,370.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,914.			
	b	Gross sales price for all assets on line 6a	144,604.			
	7	Capital gain net income (from Part IV, line 2)		5,914.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	22,284.	22,284.		
	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 2	5,000.	0.	0.
	c	Other professional fees	STMT 3	10,000.	10,000.	0.
	17	Interest				
	18	Taxes	STMT 4	332.	132.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	Total operating and administrative expenses. Add lines 13 through 23	15,332.	10,132.		0.
	25	Contributions, gifts, grants paid	86,350.			86,350.
	26	Total expenses and disbursements. Add lines 24 and 25	101,682.	10,132.		86,350.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-79,398.			
	b	Net investment income (if negative, enter -0-)		12,152.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



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	10,293.	10,858.	10,858.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 5	255,725.	238,063.	225,031.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	350,819.	288,518.	343,913.	
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)	616,837.	537,439.	579,802.	
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	616,837.	537,439.	
	30 Total net assets or fund balances	616,837.	537,439.	
	31 Total liabilities and net assets/fund balances	616,837.	537,439.	

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	616,837.
2 Enter amount from Part I, line 27a	2	-79,398.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	537,439.
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	537,439.

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 D1		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 140,677.		138,690.	1,987.
b 3,927.			3,927.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,987.
b			3,927.
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	5,914.
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))
2014	152,273.	737,601.	.206444
2013	194,946.	909,427.	.214361
2012	196,725.	1,031,486.	.190720
2011	252,264.	1,209,767.	.208523
2010	237,368.	1,338,067.	.177396

2 Total of line 1, column (d)	2	.997444
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	.199489
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	637,478.
5 Multiply line 4 by line 3	5	127,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	122.
7 Add lines 5 and 6	7	127,292.
8 Enter qualifying distributions from Part XII, line 4	8	86,350.

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	243.
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	243.
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	243.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	363.	
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	363.	
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	120.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 120. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 7

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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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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

16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	<u>N/A</u>	
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 2015 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 2015)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ 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
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. KRELL 935 S. OGDEN STREET DENVER, CO 80209	DIRECTOR/SECRETARY	0.	0.	0.
ELIZABETH BAILEY RODGERS 200 EAST 94TH STREET NEW YORK, NY 10128	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

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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	635,100.
b	Average of monthly cash balances	1b	12,086.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	647,186.
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	647,186.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,708.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	637,478.
6	Minimum investment return. Enter 5% of line 5	6	31,874.

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	31,874.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	243.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	243.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,631.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	31,631.
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	31,631.

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	86,350.
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	86,350.
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	86,350.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				31,631.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	172,361.			
b From 2011	193,478.			
c From 2012	145,701.			
d From 2013	150,583.			
e From 2014	116,067.			
f Total of lines 3a through e	778,190.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	86,350.			
a Applied to 2014, 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 2015 distributable amount				31,631.
e Remaining amount distributed out of corpus	54,719.			
5 Excess distributions carryover applied to 2015 (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	832,909.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	172,361.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	660,548.			
10 Analysis of line 9:				
a Excess from 2011	193,478.			
b Excess from 2012	145,701.			
c Excess from 2013	150,583.			
d Excess from 2014	116,067.			
e Excess from 2015	54,719.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BGSU FOUNDATION BOWLING GREEN, OH 43403	NONE	PUBLIC	EDUCATIONAL PURPOSES	7,500.
CATHOLIC ACADEMIES OF BRIDGEPORT 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE	PUBLIC	EDUCATIONAL PURPOSES	12,000.
DIOCESE OF BRIDGEPORT 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE	PUBLIC	RELIGIOUS PURPOSES	41,550.
HCUND 760 UNITED NATIONS PLAZA #101 NEW YORK, NY 10017	NONE	PUBLIC	SOCIAL PURPOSES	1,000.
IMMOKALEE FOUNDATION 1390 NORTH 15TH STREET IMMOKALEE, FL 34142	NONE	PUBLIC	SOCIAL PURPOSES	5,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	86,350.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations	22 3766811
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- | | | 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. | | |

[illegible]

- 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 prepared 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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee <i>Gam Y. Bailey</i>		Date <i>5/16/16</i>	Title <i>President</i>	
Paid Preparer Use Only	Print type preparer's name	Preparer's signature <i>John M. Danish</i>	Date <i>5/13/16</i>	Check ☐ if self-employed	PTIN
	Firm's name ▶ CLARFELD FINANCIAL ADVISORS LLC				P00173472
	Firm's address ▶ 520 WHITE PLAINS ROAD, 3RD FLOOR TARRYTOWN, NY 10591-5112				Phone no. 914-846-0100

Form **990-PF** (2015)

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
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BOULEVARD NAPLES, FL 34108	NONE	PUBLIC	SOCIAL PURPOSES	5,000.
SACRED HEART OF JESUS & MARY & ST. STEPHENS 108 CARROLL STREET BROOKLYN, NY 11231	NONE	PUBLIC	RELIGIOUS PURPOSES	2,500.
SHEPERDS INC. 299 WASHINGTON AVE BRIDGEPORT, CT 06604	NONE	PUBLIC	EDUCATIONAL PURPOSES	2,000.
ST. JUDE'S CHILDREN'S HOSPITAL 14 PENNSYLVANIA PLAZA #1615 NEW YORK, NY 10122	NONE	PUBLIC	HEALTH PURPOSES	5,000.
THE ACORN SCHOOL 330 EAST 26TH STREET NEW YORK, NY 10010	NONE	PUBLIC	EDUCATIONAL PURPOSES	4,800.
Total from continuation sheets				19,300.

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	20,297.	3,927.	16,370.	16,370.	
TO PART I, LINE 4	20,297.	3,927.	16,370.	16,370.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

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

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	132.	132.		0.
FEDERAL EXCISE TAX	200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	332.	132.		0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 8	238,063.	225,031.
TOTAL TO FORM 990-PF, PART II, LINE 10C	238,063.	225,031.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 8	COST	265,523.	311,574.
SEE STATEMENT 8	COST	22,995.	32,339.
TOTAL TO FORM 990-PF, PART II, LINE 13		288,518.	343,913.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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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)
BLACKROCK STRAT INCM ° OPPTY PORT INSTL SYMBOL: BSIIX	3,069.7620	9.7700	29,991.57	5%	10.37	31,838.91	(1,847.34)
DOUBLELINE TOTAL RETURN ° BD FD CLI SYMBOL: DBLTX	6,576.4990	10.7800	70,894.66	12%	11.07	72,828.88	(1,934.22)
LOOMIS SAYLES BOND FUND ° CLI SYMBOL: LSBDX	1,177.8990	12.8800	15,171.34	3%	13.76	17,299.31	(2,127.97)

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.

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: LASXX	2,973.4970	9.4400	28,069.81	5%	10.17	30,189.84	(2,120.03)
METROPOLITAN WEST TOTAL ° RETURN BOND I SYMBOL: MWTIX	2,458.9050	10.6200	26,113.57	5%	10.80	26,558.51	(444.94)
RIVERNORTH DOUBLELINE ° STRAT INCM FD INST SYMBOL: RNSIX	3,387.4080	10.2000	34,551.56	6%	10.68	36,167.00	(1,615.44)
TCW EMRG MKTS INCM FD CL ° SYMBOL: TGEIX	2,709.2740	7.4700	20,238.28	3%	8.54	23,236.42	(2,998.14)
Total Bond Funds	22,353,244.0		225,030.79	39%		238,118.37	(13,088.08)

< 55.99 >

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA COMMODITY STRATEGY ° PORT SYMBOL: DCMSX	2,078.8950	5.3300	11,080.51	2%	6.55	13,616.77	(2,536.26)
DFA EMERGING MKTS CORE ° EQTY PORT INSTL SYMBOL: DFCEX	639.2940	15.7600	10,075.27	2%	17.75	11,345.41	(1,270.14)
DFA LARGE CAP INTL PORT ° INSTL SYMBOL: DFALX	3,005.2690	19.5800	58,843.17	10%	19.83	50,444.49	8,398.68



Schwab One® Account of
BAILEY FAMILY FOUNDATION INC

Account Number
2713-5651

Statement Period
December 1-31, 2015

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 REAL ESTATE ° SECURITIES PORT INSTL SYMBOL: DFREX	1,052.2000	33.1500	34,880.43	6%	18.60	22,644.29	12,236.14
DFA US LARGE CO ° PORTFOLIO SYMBOL: DFUSX	2,006.1680	15.9800	32,058.56	6%	9.08	18,374.72	13,683.84
DFA US SMALL CAP PORT ° INSTL SYMBOL: DFSTX	2,080.3500	28.3600	58,998.73	10%	17.26	40,365.59	18,633.14
GOLDMAN SACHS RISING DIV ° GWTH FD INST SYMBOL: GSRLX	1,921.4730	20.4900	39,370.98	7%	17.73	35,359.02	4,011.96
JPMORGAN VALUE ADVANTAGE ° CL I SYMBOL: JVAIX	845.6030	27.9300	23,617.69	4%	30.16	25,506.28	(1,888.59)
VANGUARD ENERGY FUND ° INVESTOR SHRS SYMBOL: VGENX	286.9530	41.0700	11,785.16	2%	39.97	18,513.35	(6,728.19)
VIRTUS FOREIGN OPPTY CL ° I SYMBOL: JVXIX	1,087.1340	28.3900	30,863.73	5%	27.31	29,690.80	1,172.93

Total Equity Funds

15,003.3390

311,574.23

54%

265,660.72

45,713.51

< 337.79 >
265,522.93



Schwab One® Account of
BAILEY FAMILY FOUNDATION INC

Account Number
2713-5651

Statement Period
December 1-31, 2015

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)	Estimated Yield	Holding Days	Estimated Annual Income
ISHARES MSCI USA MIN °	773.3011	41.8200	32,339.45	6%	9,344.56	2.51%		814.61
VOLILITY ETF	15.1048	40.3990	610.22		21.46			Short-Term
SYMBOL · USMV	33.1963	34.0058	1,128.87		259.40			Long-Term
	725.0000	29.3183	21,255.80	11/05/12	9,063.70	1151		Long-Term
Cost Basis			22,994.89					
Total Other Assets	773.3011		32,339.45	6%	9,344.56			814.61
			Total Cost Basis		22,994.89			

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Total Investment Detail	579,803.58
Total Account Value	579,803.58
Total Cost Basis	526,974.48

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/14/15	12/14/15	Reinvested Shares	METROPOLITAN WEST TOTAL RETURN BOND I: MWITX	11 7400	10 6300	(124.80)

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.



Schwab One® Account of
BAILEY FAMILY FOUNDATION INC

Account Number
2713-5651

Report Period
January 1 - December 31,
2015

2015 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CULLEN HIGH DIV EQTY FD CL I: CHDVX	77.8680	multiple	06/03/15	\$1,337.70	\$1,367.57	(\$29.87)
Security Subtotal				\$1,337.70	\$1,367.57	(\$29.87)
OSHAUGHNESSY ENHANCED DIV FD I: OFDIX	406.0110	multiple	03/17/15	\$4,198.83	\$4,722.75	(\$523.92)
Security Subtotal				\$4,198.83	\$4,722.75	(\$523.92)
Total Short-Term				\$5,536.53	\$6,090.32	(\$553.79)
Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AQR RISK BALANCED CMDY STRAT CL I: ARCIX	2,177.5410	11/05/12	03/17/15	\$13,715.28	\$21,703.81	(\$7,988.53)
Security Subtotal				\$13,715.28	\$21,703.81	(\$7,988.53)
CULLEN HIGH DIV EQTY FD CL I: CHDVX	1,366.0590	multiple	06/03/15	\$23,468.04	\$14,462.07	\$9,005.97
Security Subtotal				\$23,468.04	\$14,462.07	\$9,005.97
DFA LARGE CAP INTL PORT INSTL: DFALX	493.3400	11/10/06	11/20/15	\$9,976.06	\$11,481.34	(\$1,444.92)
Security Subtotal				\$9,976.06	\$11,481.34	(\$1,444.92)



Schwab One® Account of
BAILEY FAMILY FOUNDATION INC

Account Number
2713-5651

Report Period
**January 1 - December 31,
2015**

2015 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out (FIFO)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GOLDMAN SACHS RISING DIV GWTH FD INST: GSRLX	1,132.7590	04/19/13	06/08/15	\$24,970.04	\$18,767.81	\$6,202.23
Security Subtotal				\$24,970.04	\$18,767.81	\$6,202.23
LOOMIS SAYLES BOND FUND CL I: LSBDX	1,072.1940	multiple	10/27/15	\$14,975.00	\$12,919.05	\$2,057.07
Security Subtotal				\$14,975.00	\$12,919.05	\$2,057.07
METROPOLITAN WEST TOTAL RETURN BOND I: MWITX	919.1180	07/03/14	10/27/15	\$9,976.06	\$9,924.73	\$51.33
METROPOLITAN WEST TOTAL RETURN BOND I: MWITX	464.2530	07/03/14	11/20/15	\$4,980.00	\$5,013.05	(\$30.47)
Security Subtotal				\$14,956.06	\$14,937.78	\$20.86
OSHAUGHNESSY ENHANCED DIV FD I: OFDIX	3,198.6670	multiple	03/17/15	\$33,079.59	\$38,392.08	(\$5,312.49)
Security Subtotal				\$33,079.59	\$38,392.08	(\$5,312.49)
Total Long-Term				\$135,140.07	\$132,663.94	\$2,540.19
Total Realized Gain or (Loss)				\$140,676.60	\$138,754.26	\$1,986.40

Schwab has provided realized gain/loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options.

WASH SALE < 64.06 >
138,690.20