

C&E
950

2949133503709 8

1612

Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation CORNELIA BAILEY CHARITABLE TRUST		A Employer identification number 65-6474256
Number and street (or P O box number if mail is not delivered to street address) 515 NORTH FLAGLER DRIVE	Room/suite 260	B Telephone number 412-508-3726
City or town, state or province, country, and ZIP or foreign postal code WEST PALM BEACH, FL 33401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 48,531,037.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

03
03

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,350,384.	1,350,384.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	295,955.			
	b Gross sales price for all assets on line 6a	11,108,041.			
	7 Capital gain net income (from Part IV, line 2)		295,955.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,646,339.	1,646,339.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	349,168.	174,584.		174,584.
	17 Interest				
	18 Taxes	53,264.	0.		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	402,432.	174,584.		174,584.
	25 Contributions, gifts, grants paid	2,424,000.			2,424,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,826,432.	174,584.		2,598,584.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,180,093.				
b Net investment income (if negative, enter -0-)		1,471,755.			
c Adjusted net income (if negative, enter -0-)			N/A		

RECEIVED
NOV 20 2018
OGDEN, UT
IRS-OSC

SCANNED FEB 25 2018

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		408,688.	1,780,210.	1,780,210.	
	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			0.		
	10a	Investments - U.S. and state government obligations					
		b Investments - corporate stock	STMT 4		27,976,874.	26,461,057.	30,061,161.
		c Investments - corporate bonds	STMT 5		17,641,620.	16,693,660.	16,689,666.
	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 I)			46,027,182.	44,934,927.	48,531,037.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			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			46,027,182.	44,934,927.		
30	Total net assets or fund balances			46,027,182.	44,934,927.		
31	Total liabilities and net assets/fund balances			46,027,182.	44,934,927.		

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	46,027,182.
2	Enter amount from Part I, line 27a	2	-1,180,093.
3	Other increases not included in line 2 (itemize) ▶ <u>BASIS ADJUSTMENTS</u>	3	87,838.
4	Add lines 1, 2, and 3	4	44,934,927.
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	44,934,927.

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 MORGAN STANLEY 5097	P	06/01/16	12/31/16
b MORGAN STANLEY 5097	P	01/01/15	12/31/16
c MORGAN STANLEY 7980	P	01/01/15	12/31/16
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 1,643,206.		1,716,525.	-73,319.
b 7,467,335.		7,091,012.	376,323.
c 1,997,500.		2,004,549.	-7,049.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-73,319.
b			376,323.
c			-7,049.
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	295,955.
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))
2015	2,556,128.	49,315,969.	.051832
2014	2,205,260.	49,473,727.	.044574
2013	2,135,858.	46,026,957.	.046405
2012	2,134,610.	43,301,277.	.049297
2011	2,025,632.	43,114,473.	.046983

2 Total of line 1, column (d)	2	.239091
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	.047818
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	48,971,142.
5 Multiply line 4 by line 3	5	2,341,702.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,718.
7 Add lines 5 and 6	7	2,356,420.
8 Enter qualifying distributions from Part XII, line 4	8	2,598,584.

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, total credits and payments, and tax due. Total tax due is 14,718.

Part VII A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political purposes, Form 1120-POL, and unrelated business gross income. Most 'Yes' boxes are checked.

Part VII A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Row 11: At any time during the year, did the foundation, directly or indirectly, own a controlled entity... Row 12: Did the foundation make a distribution to a donor advised fund... Row 13: Did the foundation comply with the public inspection requirements... Row 14: The books are in care of HAYLEY LITTLE. Telephone no. 561-508-3726. Located at 515 NORTH FLAGLER DRIVE, SUITE 260, WEST PALM BEA, ZIP+4 33401. Row 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. Row 16: At any time during calendar year 2016, 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?

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Row 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) Row 1b: 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. Row 1c: 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 2016? Row 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)): Row 2a: At the end of tax year 2016, did the foundation have any undistributed income (lines Gd and Ge, Part XIII) for tax year(s) beginning before 2016? Row 2b: 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.) Row 2c: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Row 3a: Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Row 3b: If "Yes," did it have excess business holdings in 2016 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 2016.) Row 4a: Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Row 4b: 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 2016?

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?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MRS. CORNELIA T. BAILEY 515 NORTH FLAGLER DRIVE, SUITE 260 WEST PALM BEACH, FL 33401	TRUSTEE 5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MORGAN STANLEY SMITH BARNEY - 3801 PGA BOULEVARD, SUITE 700, PALM BEACH GARDENS, FL	INVESTMENT MANAGEMENT AND FOUND	349,168.

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	46,392,152.
b	Average of monthly cash balances	1b	3,324,743.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,716,895.
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	49,716,895.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	745,753.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,971,142.
6	Minimum investment return Enter 5% of line 5	6	2,448,557.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,448,557.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	14,718.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,718.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,433,839.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,433,839.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,433,839.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,598,584.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,598,584.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	14,718.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2,583,866.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,433,839.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,980,400.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 2,598,584.				
a Applied to 2015, but not more than line 2a			1,980,400.	
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 2016 distributable amount				618,184.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,815,655.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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).)

MRS. CORNELIA T. BAILEY

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here 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 9

- 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	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				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314		PC	GENERAL SUPPORT	20,000.
AGING IN PLACE GALLIVANT PO BOX 1242 DARIEN, CT 06820		PC	GENERAL SUPPORT	1,000.
BOYS & GIRLS CLUB OF MARTIN COUNTY PO BOX 910 HOBE SOUND, FL 39475		PC	GENERAL SUPPORT	5,000.
CENTAL PARK CONSERVANCY 14 E 60TH STREET NEW YORK, NY 10022		PC	GENERAL SUPPORT	15,000.
CHRIST MEMORIAL CHAPEL PO BOX 582 HOBE SOUND, FL 33475		PC	GENERAL SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			2,424,000.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION FOR A SECURE DRIVER'S LICENSE 1300 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20004		PC	GENERAL SUPPORT	5,000.
DARIEN BOOK AID PLAN INC 1926 POST ROAD DARIEN, CT 06820		PC	GENERAL SUPPORT	100.
DARIEN LIBRARY 35 LEROY AVE DARIEN, CT 06820		PC	GENERAL SUPPORT	20,000.
HOBE SOUND COMMUNITY CHEST INC PO BOX 1384 HOBE SOUND, FL 33475		PC	GENERAL SUPPORT	25,000.
HOBE SOUND NATURE CENTER 13640 SE FEDERAL HIGHWAY HOBE SOUND, FL 33475		PC	GENERAL SUPPORT	100.
JUPITER ISLAND CLUB HISTORICAL SOCIETY PO BOX 938 HOBE SOUND, FL 33475		PC	GENERAL SUPPORT	500.
JUPITER ISLAND MEDICAL CLINIC FUND PO BOX 375 HOBE SOUND, FL 33475		PC	GENERAL SUPPORT	15,000.
JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HWY JUPITER, FL 33458		PC	GENERAL SUPPORT	75,000.
KRAVIS CENTER 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401		PC	GENERAL SUPPORT	25,000.
LIGHTHOUSE CENTER FOR THE ARTS 373 TEQUESTA DRIVE TEQUESTA, FL 33469		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				2,373,000.

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
MALTZ JUPITER THEATRE 1001 E INDIANTOWN RD JUPITER, FL 33477		PC	GENERAL SUPPORT	250,000.
MANHATTAN INSTITUTE FOR POLICY RESEARCH 52 VANDERBILT AVENUE NEW YORK, NY 10017		PC	GENERAL SUPPORT	10,000.
MIAMI CITY BALLET 2200 LIBERTY AVENUE MIAMI BEACH, FL 33139		PC	GENERAL SUPPORT	5,000.
NATIONAL GEOGRAPHIC SOCIETY 1145 17TH ST NW WASHINGTON, DC 20036		PC	GENERAL SUPPORT	1,000.
NORTON MUSEUM OF ART 1451 S OLIVE AVENUE WEST PALM BEACH, FL 33401		PC	GENERAL SUPPORT	350,000.
NORWALK COMMUNITY COLLEGE FOUNDATION 188 RICHARDS AVE NORWALK, CT 06854		PC	GENERAL SUPPORT	50,000.
PALM BEACH OPERA 415 S OLIVE AVE WEST PALM BEACH, FL 33401		PC	GENERAL SUPPORT	250,000.
PLANNED PARENTHOOD 2300 N FLORIDA MANGO RD WEST PALM BEACH, FL 33409		PC	GENERAL SUPPORT	175,000.
RENNSELAER INSTITUTE 21 UNION STREET TROY, NY 12180		PC	GENERAL SUPPORT	50,000.
SILVERMINE GUILD ART 1037 SILVERMINE ROAD NEW CANAAN, CT 06840		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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
SMITHSONIAN CONTRIBUTION RECEIPT CENTER PO BOX 9016 PITTSFIELD, MA 01202		PC	GENERAL SUPPORT	1,000.
STAMFORD MEDICAL CENTER FOUNDATION 1351 WASHINGTON BLVD 202 STAMFORD, CT 06902		PC	GENERAL SUPPORT	100,000.
THE COMMUNITY FUND OF DARIEN PO BOX 926 DARIEN, CT 06820		PC	GENERAL SUPPORT	30,000.
THE EVERGLADES FOUNDATION 18001 OLD CUTLER 625 PALMETTO BAY, FL 33157		PC	GENERAL SUPPORT	10,000.
THE GUARDIANS OF MARTIN COUNTY PO BOX 1489 HOBE SOUND, FL 33475		PC	GENERAL SUPPORT	30,000.
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028		PC	GENERAL SUPPORT	25,000.
THE METROPOLITAN OPERA LINCOLN CENTER 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	GENERAL SUPPORT	25,000.
THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019		PC	GENERAL SUPPORT	200,000.
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480		PC	GENERAL SUPPORT	50,000.
THE USO PO BOX 96860 WASHINGTON, DC 20077		PC	GENERAL SUPPORT	125,000.
Total from continuation sheets				

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
WELLESLEY COLLEGE FUND 106 CENTRAL STREET WELLESLEY, MA 02481		PC	GENERAL SUPPORT	100,000.
WLIW CHANNEL 21 450 W 33RD STREET NEW YORK, NY 10001		PC	GENERAL SUPPORT	100,000.
WNET CHANNEL 13 825 EIGHT AVENUE NEW YORK, NY 10019		PC	GENERAL SUPPORT	100,000.
WPBT CHANNEL 2 NE 20TH AVENUE MIAMI BEACH, FL 33181		PC	GENERAL SUPPORT	75,000.
YWCA OF PALM BEACH COUNTY 2200 N FLORIDA MANGO RD 102 WEST PALM BEACH, FL 33409		PC	GENERAL SUPPORT	80,300.
LIBRARY FOUNDATION OF MARTIN COUNTY 2351 SE MONTEREY RD. STUART, FL 34996		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
MORGAN STANLEY 5097	722,483.	0.	722,483.	722,483.		
MORGAN STANLEY 7980	756,698.	0.	756,698.	756,698.		
MORGAN STANLEY 7980 - BOND PREMIUMS	-128,797.	0.	-128,797.	-128,797.		
TO PART I, LINE 4	1,350,384.	0.	1,350,384.	1,350,384.		

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MORGAN STANLEY 7980 FEES	127,255.	63,627.		63,627.	
MORGAN STANLEY 5097 FEES	221,913.	110,957.		110,957.	
TO FORM 990-PF, PG 1, LN 16C	349,168.	174,584.		174,584.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2015 BALANCE DUE & 2016 ESTIMATED TAXES	53,264.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	53,264.	0.		0.	

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 8

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/17	14,718.	14,718.	.0400	320	525.
INTEREST RATE CHANGE	03/31/18	0.	15,243.	.0500	229	486.
DATE FILED	11/15/18		15,729.			
TOTAL LATE PAYMENT INTEREST						1,011.

Cornelia Bailey Charitable Trust
Attachment to Amended Form 990-PF
12/31/2016

The 2016 Form 990PF is being amended to:

1. Adjust Part I, line 4, to report interest and dividends income in column (B) and include bond premiums and accrued interest inadvertently omitted from the originally filed form.
2. Adjust Part I, line 16c, Other Professional Fees to allocate a portion to column (D).
3. Adjust Part II, line 9, to remove prepaid expenses.
4. Adjust Part III, line 3, Increases to Fund balances to record basis adjustments.
5. Adjust Part V, line 3, to update distribution ratio for the 5 year base period.
6. Adjust Part VI, line 1, to report the excise tax liability
7. Adjust Part VII-A to update the Foundation's books in care of information.
8. Adjust Part VII-B, line 1a, to uncheck box 4.
9. Adjust Part VIII, line 1 to update the Trustee's address.
10. Adjust Part VIII, line 3, to include names and compensation paid to Highly Paid contractors.
11. Adjust Part X to calculate the Minimum Investment return.
12. Adjust Part XI to calculate the Distributable amount.
13. Adjust part XIII to calculate the Adjusted Qualifying Distributions.
14. Adjust Part XIII to update the Undistributed Income worksheet.
15. Adjust Part XV, line 1, to list the Foundation Manager.