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K	Form_ 990-PF
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	Department of the Treasury

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2017
Open to Public Inspection

For salendar year 2017 or tax year beginning , and ending Name of foundation A Employer identification number The William O. & Carole P. Bailey Family 54-1860572 Foundation Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number c/o McGuireWoods LLP PO Box 397 804-775-7880 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here 23218 Richmond, VA G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X. Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust _____ Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method: X Cash Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 2,728,180. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income ıncome N/A Contributions, gifts, grants, etc., received Check I If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 223. 223. Statement 21,990. 21,990. Statement Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 278,221 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 770,742. 278,221 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 10a Gross sales less returns and allowances ණ b Less Cost of goods sold c Gross profit or (loss) <u> 2018</u> 600 600. 11 Other income Statement 301 034. .034. Total Add lines 1 through 1 0. 0. Compensation of officers, directors, 14 Other employee salaries and wages 15 Pension plans, employee benefits Expenses 5,713. 5,713 0. 16a Legal fees Stmt 4 38. Stmt 5 38. 0. **b** Accounting fees Stmt 6 12,128. 12,128. 0. c Other professional fees and Administrative 17 Interest 569. 569 0. Stmt 7 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 130 130. Stmt 8 23 Other expenses 24 Total operating and administrative 18,578. 18,448. 130. expenses. Add lines 13 through 23 236,274 236,274. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 236,404. 254,852 18,448 Add lines 24 and 25 27 Subtract line 26 from line 12: 46,182. a Excess of revenue over expenses and disbursements 282,586. b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

The William O. & Carole P. Bailey Family

54-1860572

Page 2

Form **990-PF** (2017)

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 1 Cash - non-interest-bearing 89,120. 81,415. 81,415. 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 1,440,409. 1,496,005. 2,609,670. b Investments - corporate stock Stmt 9 c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans 24,120. 24,026. 37,095. Stmt 10 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 1,553,649. 1,601,446. 2,728,180. instructions. Also, see page 1, item I) 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) 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 ightharpoonsFoundations that do not follow SFAS 117, check here and complete lines 27 through 31. 1,553,649 1,601,446 27 Capital stock, trust principal, or current funds Net Assets 0 0. 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 1,553,649. 1,601,446 30 Total net assets or fund balances 1,553,649. 1,601,446 31 Total liabilities and net assets/fund balances 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 1,553,649. (must agree with end-of-year figure reported on prior year's return) 46,182. 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► adjustments to asset cost basis 1,615. 601,446. Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Form 990-PF (2017)

Foundation

723521 01-03-18

		ses for Tax on In If property sold (for exar			(b) F	low acquire Purchase	d la) Date acquired	(d) Date sold
2-story brick ware	ehouse; or	common stock, 200 shs				- Donation		(mo., day, yr.)	(mo., day, yr.)
1a U.S. Trust - se					 	P		arious	Various
b Gilder Gagnon H	lowe-s	<u>see attache</u>	<u>d</u>		├ ─	P	<u>v</u>	arious	Various
d					+				
e					 		\neg		
(e) Gross sales price		preciation allowed pr allowable)		t or other basis xpense of sale				(h) Gain or (los (e) plus (f) minus	s) (g))
a 832.					96.				736.
b 769,910.				492,42	25.				277,485.
<u>c</u>									
<u>d</u>	-								
Complete only for assets showing	nain in col	umn (h) and owned by t	the foundation	on 12/31/69.			(I) G	ains (Col. (h) gai	n minus
(i) FMV as of 12/31/69	(j) /	Adjusted basis of 12/31/69	(k) Ex	cess of col. (i)			còl. (k	(), but not less the Losses (from col.	an -0-) or
a					_				736.
<u> </u>									277,485.
C									
d									
е			L						
2 Capital gain net income or (net cap	ntal loss)	If gain, also enter If (loss), enter -0-			}	2			278,221
Net short-term capital gain or (loss If gain, also enter in Part I, line 8, c		d in sections 1222(5) an	d (6):)				
If (loss), enter -0- in Part I, line 8 Part V Qualification Ur		·			ال	3		N/A	<u>4</u>
(For optional use by domestic private t									
		-				• •			
If section 4940(d)(2) applies, leave thi	is part blant	ζ.							
Was the foundation liable for the section of the foundation doesn't qualify					riod?				Yes X No
1 Enter the appropriate amount in ea	ach column	for each year; see the ir	istructions bet	fore making any e	entries				
(a) Base period years Calendar year (or tax year beginnin	g ın)	(b) Adjusted qualifying dis		Net value of no				Dıstr (col. (b) d	(d) ibution ratio ivided by col. (c))
2016			9,825.			<u>,750,</u>			.033643
2015			2,068.			,651,			.034726
2014			9,773.			,718,			.069813
2013			3,509.			,341,		 	.044203
2012		9	6,302.			,006,4	<u>444.</u>	 	.047997
2 Total of line 1, column (d)								2	.230382
3 Average distribution ratio for the 5	-year base	period - divide the total (on line 2 by 5.0	O, or by the numb	er of y	ears			
the foundation has been in existen			•					3	.046076
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4	2,587,039					
5 Multiply line 4 by line 3							•	5	119,200
6 Enter 1% of net investment income	e (1% of Pa	urt I, line 27b)						6	2,826
7 Add lines 5 and 6	,	,						7	122,026
8 Enter qualifying distributions from	Part YII lin	ne 4						8	236,404
If line 8 is equal to or greater than			1b, and comp	lete that part usir	ng a 19	% tax rate.		<u> </u>	
See the Part VI instructions.				-					
723521 01-03-18									Form 990-PF (2017

The William O. & Carole P. Bailey Family Foundation

	m 990-PF (2017) Foundati art VI Excise Tax Based on	on Investment Income (Section	4940(a), 4940(b), 4940(e), or 4		60572 ee instru		Page 4	_
	a Exempt operating foundations described i								-
		(attach copy of letter		l l					
b	b Domestic foundations that meet the section	on 4940(e) requirements in Part V, check he	ere 🕨 🗶 and ente	r 1%	1		2,8	26.	-
	of Part I, line 27b								
C	c All other domestic foundations enter 2% of	of line 27b. Exempt foreign organizations, er	nter 4% of Part I, line 1	2, col. (b).					
2	Tax under section 511 (domestic section 4	4947(a)(1) trusts and taxable foundations o	only; others, enter -0-)		2			0.	-
3	Add lines 1 and 2				3		2,8	<u> 26.</u>	_
4	Subtitle A (income) tax (domestic section	4947(a)(1) trusts and taxable foundations of	only; others, enter -0-)		4			0.	-
5	Tax based on investment income. Subtra	act line 4 from line 3. If zero or less, enter -0)-		5		2,8	<u> 26.</u>	-
6	Credits/Payments:		1 1						
а	a 2017 estimated tax payments and 2016 ov	verpayment credited to 2017	6a	2,390.					
	b Exempt foreign organizations - tax withhel	•	6b	0.	1 1				
	c Tax paid with application for extension of t		6c	0.					
	d Backup withholding erroneously withheld		6d	0.					
7	Total credits and payments. Add lines 6a t				7		2,3	90.	
8		stimated tax. Check here if Form 2220	is attached	_	8			0.	
9				.	9		4	<u> 36.</u>	-
10	• •	otal of lines 5 and 8, enter the amount overp	aid	1	10				-
11				Refunded	11				-
	art VII-A Statements Regard						V	Nia	-
1a	a During the tax year, did the foundation atte	empt to influence any national, state, or loca	al legislation or did it pa	articipate or intervene	e in	-	162	No	-
	any political campaign?		0.0			1 <u>a</u>		X	-
D	b Did it spend more than \$100 during the ye				lition	1b	├		-
		a detailed description of the activities and co	opies of any materials i	published or		}	l	1	
	distributed by the foundation in connectio					4.			
	c Did the foundation file Form 1120-POL for		ing the year!			10	├	X	-
a	d Enter the amount (if any) of tax on politica			0		1	l		
_		0 . (2) On foundation ma		0 .	-				
е	e Enter the reimbursement (if any) paid by t managers. ►\$	the foundation during the year for political e	xpenuiture tax imposet	u on tounuation		Į	1		
	managers. > \$		a tha IDC2			2	ļ	X	
2	If "Yes," attach a detailed description of the		u tile ino				 		-
•	Has the foundation made any changes, no		rning inetrument artic	lee of incornoration	or		Ì		
J		res," attach a conformed copy of the change		ies of incorporation,	UI	3		X	
40	la Did the foundation have unrelated busines					4a	+-	X	-
	b If "Yes," has it filed a tax return on Form 9	•	ano your		N/A			_ <u></u>	-
5		olution, or substantial contraction during the	e vear?		-1, -	5	1	X	-
٠	If "Yes," attach the statement required by		o you.				† — ·	<u></u>	-
6	-	elating to sections 4941 through 4945) satis	sfied either:			ĺ	1	İ	
•	By language in the governing instrumer	-				•	ļ	1	
		nds the governing instrument so that no ma	indatory directions that	conflict with the stat	e law				
	remain in the governing instrument?		•			6	X	1	
7		n assets at any time during the year? If "Yes,	" complete Part II, col.	(c), and Part XV		7	X	I^{-}	-
	• •			• •					-
8a	a Enter the states to which the foundation re	eports or with which it is registered. See ins	structions. >					1	
	VA	•	 _			_	ļ	1	
t	b If the answer is "Yes" to line 7, has the four	undation furnished a copy of Form 990-PF to	o the Attorney General	(or designate)					
	of each state as required by General Inst	• •				8b	X		_
9	Is the foundation claiming status as a priv	vate operating foundation within the meanin	g of section 4942(j)(3)	or 4942(j)(5) for cal	endar				J
	year 2017 or the tax year beginning in 20	17? See the instructions for Part XIV. If "Yes	s," complete Part XIV			9		X	_ 0
10	Did any persons become substantial cont	tributors during the tax year? If "Yes," attach a	schedule listing their nam	es and addresses		10	L	X	_

Part VII-A Statements Regarding Activities (continued) M. Allary iron during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of saccios (\$120)(137)* If Yes, attach schedule. See instructions 10 of the foundation make a definition to a Gord advased fund oner which the foundation or a disqualified person had advisory privileges? If Yes, attach statements, See instructions 11 of the foundation correly with the public inspection requirements for its annual returns and exemption application? Website address > N/A 12	Fo	rm	990-PF (2017) Foundation 54-1860	1572		Page 5
All arry lamin during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of saction 512(b)(13)? If Yes, "attach schedules. See instructions 11				, <u>, , , ,</u>		<u>9</u>
1 Asy time during the year, dot the foundation, decely or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If Year, attach schedule. See instructions 12			,	T -	Yes	No
section 57(b) (19) ft "Yes," attach schedule. See instructions 10 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 satement. See instructions 10 did the foundation. See instructions 11 de foundation. See instructions 12		ы	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	—	1.00	110
12 Dut the foundation make a distribution to a donor advised fund over which the foundation or a disqualifed person had advisory privileges? 13 Dut the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 14 The blocks are in care of ► McGuireWoods LLP Located at ► 800 Bast Canal Street − P.O. Box 397, Richmond, V 2P+4 ► 23219 15 Section 447(a) in powerport funthatile trusts inflight from 990-P1 in level of ferm 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 A any time during celleading year 2017, 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 interactions for exceptions and filting requirements for FinoEN 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. 13 Dump the year, did the foundation (either directly or indirectly); 14 Engage in the sale or exchange, or leasing of property with a disqualified person? 15 Dump the year, did the foundation (either directly or indirectly); 16 Engage in the sale or exchange, or leasing of property with a disqualified person? 17 Engage in the sale or exchange, or leasing of property with a disqualified person? 18 Fire Form 4720 in syntem or a sests to a disqualified person or yes or remburse the expenses of, a disqualified person? 19 Engage in the sale or exchange, or leasing or property with a disqualified person? 19 Engage in the sale or exchange, or leasing or property with a disqualified person? 19 Engage in the sale or exchange, or leasing or property with a disqualified person? 10 Engage in the sale or exchange, or leasing or property with a disqualified person? 10 Engage in the sale or exchange, or leasing or property with a disqualified perso		rı		,,	Ì	v
If "ves," attach statement. See instructions Did the foundation comply with the public inspection requirements for its annual returns and examption application? Website address ► N/A 14 The books are in care of ► McGuireWoods LLP Telephone no.►804-775-7880 15 Section 4947(a)(1) nonexempt charatable trusts filing form 1990-PF in flex of Form 1041 - check here and enter the annunct of tax-exempt interest received or accursed during the year 16 Alary time during calendary year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial count in a foreign country? See the nistructions for exceptions and filing requirements for FinCEN Form 114. If Yes," enter the name of the foreign country P Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 Hay item is checked in the "Yes" column, unless an exception applies. 1 During the year, did the foundation (either directly or indirectly): (1) Egages in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, left money to, or otherwise schind credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or lacidities to (or accept them from) a disqualified person? (4) Pey complemation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person for make any of either available for the benefit or use of disqualified person for make any of either available for the foundation argued to make a grant to or to employ the official for a period of the service				 	├──	
18 X Webset address N/A	7	12		١.,		
Wester address ► N/A 14 The baoks are in orat of ► MCGUIXEWOOdS LLP Telephone no, ►804-775-7880 15 Section 497(19)17) nonexempt charactable trusts filing form 990-PF in less of Form 1941 - check here and enter the annual of Lax-weight interest received or accused furming the year 16 At any time during calendary year 2017, did the foundation have an interest in or a signature or other handarial societies of accused furming they are an adverted that annual of Lax-weight interest received or accused furming they are an adverted that annual of Lax-weight in the foundation have an interest in or a signature or other anhanda societies in the foundation have an interest in or a signature or other anhanda societies in a signature or other anhanda societies in a signature or other anhanda societies in the foundation have an interest in or a signature or other anhanda societies in the foundation for the freeting to country? Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any Item is checked in the "Yee" column, unless an exception applies.					<u> </u>	X
14 The books are in care of McGuireWoods LLP Coaded at South 80 Rast Canal Street - P.O. Box 397, Richmond, V 2/P+4 2,33219	1	13		13_	<u> X</u>	<u> </u>
tocated at N 800 Bast Canal Street - P.O. Box 397, Richmond, V ZIP44 >23219 15 Section 4947(a)(1) nonexempt charatable trusts fitting Form 990-PF in leve of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 16 At any time during calendar year 2017, did the foundation have an interest nor 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. 1 During the year, did the foundation (either directly or indirectly); 1 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 it, 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 Pea compensation to, or pay or reimburse the expenses of, a disqualified person? 4 Pea compensation to, or pay or reimburse the expenses of, a disqualified person? 5 Furnish goods, services, or pay or permitted the expenses of, a disqualified person? 6 Part State 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 appead to make a grant to or to employ the official for a period after termination of government serve. It terminating within 90 days.) 5 Jarry answer is Yes to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 54.91(1), and any or year in any of the acts described in 1a, other than excepted acts, that were not corr						
15 Section 4947(a)(1) nonexempt charactable trusts thing form 990-PF: in lieu of Form 1041 - check here and celetar the amount of tax-exempt interest received or accived during the year 16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other internacia account in a foreign country? Sae the instructions for exceptions and thing requirements for FinCEN Form 114. If Yes, anter the name of the foreign country. Part VI-IB Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any items is checked in the "Yes" column, unless an exception applies. 1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or lessing of property with a disqualited person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualited person, or otherwise extend credit to (or accept it from) a disqualited person or yes a X no (4) Pay compensation to, or pay or remitures the expenses of, a disqualited person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualited person? (4) Pay compensation to, or pay or remitures the expenses of, a disqualited person? (5) Transfer any income or assets to a disqualited person (or make any of either available for the benefit or use of a disqualited person)? (6) Agree to pay money or property to a povernment official? (Exception, Check "No" if the foundation agreed to make a grant to or to employ the official for a pariod after termination of government service, it or an acception of the activation	1	14				
And enter the amount of tax-exempt interest received or accrued during the year 16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other inancial account in a foreign country? Set the instructions for exceptions and filting requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country. Part VIII-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. 1				<u> 3219</u>		_
No Securities, or other financial account in a foreign country? See the instructions for exceptions and fining requirements for FinCEN Form 114, if "Yes," enter the name of the foreign country.	1	15	•			•
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.			and enter the amount of tax-exempt interest received or accrued during the year	N		
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. 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.) b If any answer is "Yes" to 14(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(a)-3 or in 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 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 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 disaster assistance, check here b Are there any years listed in 2a for which the foundation have any u	1	16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
Fire Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No			securities, or other financial account in a foreign country?	16	<u></u>	X
File Form 4720 If any item is checked in the "Yes" column, unless an exception applies. 1 buring 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 excliend 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) Transite any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the foundation any or property to a government efficial? (Exception. Check No" if the foundation are property in any of the acts lating to quality under the exceptions described in Regulations So if any answers "See" to 12(17)-(6), dura of yor to the acts lating to quality under the exceptions described in Regulations So if any answers "See" to 12(17)-(6), dura of yor to the acts act to quality under the exceptions described in Regulations So if any answers "See" to 12(17)-(6), dura of yor of the acts acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? If Yes, Ist the end of tax year 2017, did			See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
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a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years \		2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
before 2017? 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.) c if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		a			ļ	
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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			before 2017?			
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.) C if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.						
statement - see instructions.) c if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		þ				
c if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2017 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 2017.) 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 2017? 4b X			statement - see instructions.) N/A	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2017 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 2017.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017? 4b X		C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			1
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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 2017.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017? 4b X		b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after			
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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 2017? 4b X	•	42				X
had not been removed from jeopardy before the first day of the tax year beginning in 2017?			·	··-		
				4h	1	x
	-				0-PF	

The William O. & Carole P. Bailey Family Form 990-PF (2017) Foundation 54-1860572 Page 6 Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued) Yes No 5a During the year, did the foundation pay or incur any amount to: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly. Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 4945(d)(4)(A)? See instructions (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? 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 No. expenditure responsibility for the grant? Yes N/A 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 Yes X No a personal benefit contract? 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. ___ Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b Information About Officers, Directors, Trustees, Foundation Managers, Highly Part VIII Paid Employees, and Contractors List all officers, directors, trustees, and foundation managers and their compensation. (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 (If not paid, enter -0-) (a) Name and address allowances Carole P. Bailey French President & Director 435 East 52nd Street New York, NY 10022 0 0. 10.00 0 Carolyn Bailey Akers Corresponding Secretary 65 Spring Street Cambridge, MA 02141 10.00 0 0. 0 George E. Bailey Recording Secretary 28 Central Park Drive Holyoke, MA 01040 10.00 0 0 0. Janet Bailey Faude Treasurer 42 Fulton Place West Hartford, CT 06107 10.00 0 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average (e) Expense account, other hours per week devoted to position (a) Name and address of each employee paid more than \$50,000 (c) Compensation allowances NONE

(a) Name and address of each employee paid more than \$50,000

NONE

(b) Title, and average hours per week devoted to position

(c) Compensation

(d) Contributions to employee benefit plans and deferred compensation

(e) Expense devoted to position

(b) Title, and average hours per week devoted to position

(c) Compensation

(d) Contributions to employee benefit plans account, othe allowances

(e) Expense devoted to position

(e) Expense devoted to position

(f) Title, and average hours per week devoted to position

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Form **990-PF** (2017)

The William O. & Carole P. Bailey Family Foundation

Form 990-PF (2017) Foundation Part VIII Information About Officers, Directors, Trustees, Four		860572 Page 7
Paid Employees, and Contractors (continued) 3 Five highest-paid independent contractors for professional services. If none, e	nter "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 Part IX-A Summary of Direct Charitable Activities		<u> </u>
	totation information queb on the	
List the foundation's four largest direct charitable activities during the tax year. Include relevant's number of organizations and other beneficiaries served, conferences convened, research papers		Expenses
1 N/A		
2		
3		
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	r 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.
- Carrier and American		Form 990-PF (2017)

54-1860572 Page 8

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations,	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	2,492,943. 133,493.
b	Average of monthly cash balances	1b	133,493.
C	Fair market value of all other assets	1c	
đ	Total (add lines 1a, b, and c)	1d	2,626,436.
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	2,626,436.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,397.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,587,039.
6_	Minimum investment return. Enter 5% of line 5	6	129,352.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations, check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	129,352.
2a	Tax on investment income for 2017 from Part VI, line 5		
b	Income tax for 2017. (This does not include the tax from Part VI.)		•
C	Add lines 2a and 2b	2c	2,826.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	126,526.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	126,526.
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	126,526.
P	art XII Qualifying Distributions (see instructions)	_	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а		1a	236,404.
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:		
а	Suitability test (prior IRS approval required)	3a	
	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	236,404.
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	2,826.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	233,578.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies fo	

Form **990-PF** (2017)

Part XIII Undistributed Income (see instructions)

a Excess from 2013 b Excess from 2014 c Excess from 2015 d Excess from 2017 51,431.	,	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
2. Monaterbours received. 4 any, as of the end of 1971 5. Enter at Bount for 2015 1. Total for prior years: 2. Excess distributions carryover, if any, to 2017: a From 2013 5. From 2013 6. From 2014 6. From 2015 6. From 2015 6. From 2016 7. Total of lone is 8 shrrough e 4. Qualifying distributions for 2017 from Part XII, line 4. F. S. 236, 4.04 A popilate to 2016, but not more than line 2a Applied to 2016, but not more than line 2a Applied to 2016 but not more than line 2a Applied to 2017 distributions of prior years (Electron required - see instructions) 7. Treated a descributions only of corpus 6. Electron required - see instructions 9. Corpus Additions 4, dec. and 4 butiness the see 1. Electron electron (2) 19, line and a monate 1. Electron than 10 10 and 10 a					126,526.
Seess distributions ceryover, if any, to 2017: a From 2012 b From 2013 c From 2015 c From 2016 d From 2017 d From 2016 d From 2016 d From 2017 d From 2016 d From 2017 d From 2018 d From 2017 d From	2 Undistributed income, if any, as of the end of 2017				
3 Excess distributions carryover, if any, to 2017: a From 2013 b From 2013 c From 2014 d From 2015 f Total of lines 3a through e 1 Total of lines 3a through e 2 Applied to undistributed mome of prior years (Electron required - see instructions) f (Electron required - see instructio	a Enter amount for 2016 only			58,447.	
a Excess feathbulonos carryover, if any, to 2017: a From 2013 b From 2016 b From 2016 b From 2016 c F	b Total for prior years:		0.		
From 2012 b From 2015 b From 2015 c From 2014 d From 2015 c From 2016 d From 2017 d From	3 Excess distributions carryover, if any, to 2017:				
in From 2013	1				
From 2014 dFrom 2016 fFrom 2016 fFrom 2016 fFrom 2016 fFrom 2016 dFrom 2016 dFrom 2016 fFrom 2016 dFrom 2016	<u> </u>				
d From 2015 e From 2016 e From 2016 f Total of Interes 3a through e 0.4 Qualifying distributions for 2017 from Part XII, Inter 4: № \$ 236 4.04. A papied to 2016, but not more than line 2a b Appied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Appied to 2017 distributable amount Remaining amount distributed out corpus 5 Excess distributions carryover geptied to 2017 must be shown in column (a): 10					
f Total of lines 3a throughs 4 Qualitying distributions for 2017 from Part XII, Ine 4; № \$	d From 2015				
4 Qualifying distributions for 2017 from Part XII, Inte 4: Ps. 2.36, 4.04. a Applied to 2016, but not more than line 2a	e From 2016				
4. Qualitying distributions for 2017 from Part XII, line 4: PS 2.36, 4.04. a Applied to 2016, but not more than line 2a b Applied to Undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount e Remaining amount distributed out of corpus 5 closes destinibutions carepriver applied to 2017 of an amount appears in colorine (6), the saline amount must be adventised to 2017 of the amount appears in colorine (6), the saline amount must be adventised to 2017 of the amount appears in colorine (6), the saline amount must be adventised to 2017 of the amount of prior years' undistributed income. Subtract line 40 from line 2b c Emist the amount of prior years' undistributed income for which a notice of deticionery has been assued, or on which the section 492(a) kin has been previously assessed d Subtract line 6 from line 6b. Taxable amount - see instructions e Undistributed income for Vinite and From line 6b. Taxable amount - see instructions e Undistributed income for Vinite and From line 6b. Taxable amount - see instructions e Undistributed income for Vinite and From line 6b. Taxable amount - see instructions e Undistributed income for Vinite and From line 6b. Taxable amount - see instructions e Undistributed income for Vinite and From line 6b. Taxable amount - see instructions e Undistributed and 5 from line 1. This amount must be distributed in 2018 O. and applied of the seed of self-totions out of corpus to satisfy requirements imposed by section 170(b) (1)(f) or 4942(b)(3) (Election may be required - see instructions) O. and applied of the form	f Total of lines 3a through e	0.			
Part XII, line 4 ► ► \$ 236, 404. a Appled to 2016, but not more than line 2a b Appled to undistributed income of pror years (Election required - see instructions) (Treated as distributions out of corpus (Election required - see instructions) (Appled to 2017 distributable amount eRemaining amount distributed out of corpus 5 1, 431. Excess distributions carryowar applied to 2017 (If an amount appless are inclined, it's earne amount must be shown in column (a)) Enter the net total of each following as indicated below: 2 Corpus Add insert 4c, and 4c Subtract ine 5 b Prior years' undistributed income incolumn (a) in the form line 2b content of prior years' undistributed income for which a notice of deficiency has been insued, or on which the section 494(2a) tax has been previously assessed 3 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a from line 2b. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4a form line 2 a. Taxable amount - see instructions 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (fy) for 4942(g)(3) (Election may be required - see instructions) 8 Excess float flutions carryover from 2012 not applied on line 5 or line 7 9 Excess from 2013 Excess from 2015 Excess from 2016 Excess from 2016 Excess from 2016 Excess from 2017 5 1, 431.					
a Applied to 2016, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount e Remaining amount distributed out of corpus Excess distribution carryover applies to 2017 or an amount appears in column (s), the same amount must be shown routhing (s)) 8 Enter the net total of each column as indicated below: a Corpus Add lines 3t, 4c, and 4e Subtract line 5 b Priory years' undistributed concer. Subtract line 4 from line 2b c Enter the amount of prior years' undid by the column of the section 4942(a) tax has been previously assessed d Subtract line 6b. Taxable amount - see instructions d Undistributed income for 2016. Subtract line 4a from line 6b. Taxable amount - see instructions e Undistributed income for 2015. Subtract line 4d and 5 from line 1. This amount must be distributed in 2018 Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 Subtract line 7 on 4942(a) (3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 on applied on line 5 or line 7 9 Excess from 2013 Excess from 2015 Excess from 2016 Excess from 2016 Excess from 2016 Excess from 2017 Excess from 2016 Excess from 201					
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e Treated as distributions out of corpus (Election required - see instructions) d Applied to 2017 distributable amount e Remaining amount distributed out of corpus 51,431. 5 Excess distributions carprover expelled amount invite shelmen in column (e)) 6 Extent the ret total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 from line 2. Taxable amount - see instruct lines 4d and 5 from line 1. This amount must be distributed in 2018 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 1700(1)(Tjp or 494(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2012 0. 9 Excess from 2013 9 Excess from 2014 6 Excess from 2015 6 Excess from 2016 6 Excess from 2017 6 O . 126, 7331. 127, 7331. 127, 7331. 128, 7331. 129, 7331. 120			0.		
(Election required - see instructions) d Applied to 2017 distributable amount e Remaining amount distributed out of corpus E Remaining amount distributed out of corpus 5 Excess destributions carryover applied to 2017 (if an amount appears in colouring (it he same amount of right and amount appears in colouring (it he same amount of right and amount of prior years' undistributed income. Subtract line 4b from line 2b Finite right amount of prior years' undistributed income issued, or on which in section 4947(a) tax has been previously assessed 8 Undistributed income for which a notice of deficiency has been issued, or on which in section 4947(a) tax has been previously assessed 9 Undistributed income for control in the section of 2016. Subtract line 4a from line 2a. Taxable amount - see instructions 9 Undistributed on for for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions 10 Undistributed in come for 2017. Subtract line 4a from line 2a. Taxable amount - see instructions 10 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) 10 Excess from 2018 10 Analysis of line 9: 10 Excess from 2015 11 Excess from 2016 12 Excess from 2016 13 Excess from 2016 14 Excess from 2017 15 1, 431.	· · · · · · · · · · · · · · · · · · ·				
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(if in amount appears in column (d), the same amount must be shown in column (a). 6 Enter the net total of each column as indicated below: a Corpus Add lines \$1, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4 b from line 2b ce 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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2016. Subtract line 4 a from line 2a. Taxable amount - see instructions e Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 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) 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: Excess from 2014 Excess from 2015 d Excess from 2015 d Excess from 2016 e Excess from 2017 5 1, 431.	e Remaining amount distributed out of corpus	51,431.			
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e Excess from 2017 51, 431.	c Excess from 2015				
5 000 PE /0017)	e Excess from 2017 51,431.				

The William O. & Carole P. Bailey Family Form 990-PF (2017) Foundation 54-1860572 Page 10 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 2017, enter the date of the ruling b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or 4942(1)(5) 2 a Enter the lesser of the adjusted net Tax year Prior 3 years (a) 2017 (b) 2016 (c) 2015 (d) 2014 (e) Total 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 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 Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.) **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).) Carole P. Bailey French 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 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. a The name, address, and telephone number or email address of the person to whom applications should be addressed; b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines: d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Form 990-PF (2017)

Foundation

Page 11 54-1860572

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year The Darrow School school Educational Support None 110 Darrow Road New Lebanon, NY 12125 25,000. Auròra Women's & Girls Foundation, None public Charitable support Inc. P. O. Box 260158 Cambridge MA 02238 20,000. Young Concert Artists, Inc. public educational support None 1776 Broadway, Suite 1500 New York, NY 10019 10,000. American Civil Liberties Union public None charitable support Foundation 125 Broad Street New York, NY 10004 500. Dartmouth College Fund None school Charitable support 6066 Development Office Hanover NH 03755-4400 5 000 See continuation sheet(s) Total ▶ 3a 236 274. **b** Approved for future payment None Total

The William O. & Carole P. Bailey Family
Foundation

Part XV | Supplementary Information

54-1860572

3 Grants and Contributions Paid During the			·	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
Hispanic Federation	None	pubic	Puerto Rico Disaster	
55 Exchange Place, 5th floor			REcovery & Relief Fund	
New York, NY 10005				1,000
Cuala Vida Ina	None	public	Charitable support	
Cycle Kids, Inc. 5 JFK Street Suite 205	Notice	public	Charicable support	
Cambridge MA 02138				20.000
Sambilage, MA 02130				20,000
New York Botanical Garden	None	public	Educational Support	
2900 Southern Boulevard	1		70,000	
Bronx, NY 10458				37 <u>,50</u> 0
Enchanted Circle Theater	None	public	Charitable support	
4 Open Square Way				
Holyoke, MA 01040				15,000
CHORE Service, Inc.	none	public	charitable Support	
P. O. Box 522				
Lakeville, CT 06039			 	250
St. Bartholomew's Church	None	church	Charitable support	
109 E. 50th Street			1	
New York, NY 10022		<u> </u>		10,000
the last company to last control			1	
Lighthouse Holyoke 208 Race Street	None	Public	charitable Support	
Holyoke, MA 01040				5,000
Riverfront Recapture Inc.	None	public	Charitable support	
50 Columbus Boulevard				
Hartford, CT 06106		 		1,000
Wadsworth Atheneum Museum of Art	None	public	Charitable support	•
600 Main St				
Hartford, CT 06103				2,500
Value of the Orace Coulds			Charles ha	
Metropolitan Opera Guild 30 Lincoln Center Plaza	None	public	Charitable support	
New York, NY 10023				7,500
Total from continuation sheets		<u> </u>	1	175,774

54-1860572

Part XV Supplementary Information 3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual,			
Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Mainto and accircos (nome or Basiness)	or substantial contributor	recipient	 	<u> </u>
Sharon Land Trust	None	public	Charitable support	
P. O. Box 1027				1 4 00
Sharon, CT 06069			 	1,000
School of American Ballet	None	public		
165 W. 65th St. Lincoln Center	Hotte	public		1
New York, NY 10023	<u> </u>	ļ		5,000
Bryn Mawr College	None	school		
101 N. Merion Avenue				
Bryn Mawr, PA 19010		-	 	7,500
The Doe Fund 232 East 84th St.	None	public		
New York, NY 10028				500
The Friends of Green Chimneys	None	public		
400 Doansburg Road				
Brewster, NY 10509		 		500
Hotchkiss Library of Sharon, CT	None	public		
10 Upper Main Street Sharon, CT 06069		i		500
sharon, CT 06069			-	500
Christ Church Episcopal of Sharon, CT	None	church		
9 South Main Street	None	church		
Sharon, CT 06069		<u> </u>	ļ	500
				i.
St. Bartholomew's Conservancy, Inc.	None	public		
485 Madison Avenue				60.00
New York, NY 10022		<u> </u>		60,024
7 West 43rd Street Foundation	None	public		
7 West 43rd Street Foundation 7 West 43rd Street	HOHE	public		
New York, NY 10036	ļ	<u> </u>		500
Total from continuation sheets				

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated.	Unrelated	l business income		ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
8					
b					
С					
d					
e	1 1				
f	_				,
g Fees and contracts from government agencies					
2 Membership dues and assessments					<u>, </u>
3 Interest on savings and temporary cash					
investments	ļ	·	14	223. 21,990.	
4 Dividends and interest from securities			14	21,990.	
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	 		14	600.	
7 Other investment income 8 Gain or (loss) from sales of assets other			14	600.	
than inventory			18	278,221.	,
9 Net income or (loss) from special events			10	210,2210	
10 Gross profit or (loss) from sales of inventory				771	P.1
11 Other revenue:					
a					
b	1 1				
C	1 1				
d	1 1				
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		301,034.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	301,034.
(See worksheet in line 13 instructions to verify calculations.)					·
Part XVI-B Relationship of Activities	to the Acco	mplishment of Ex	emp	t Purposes	
Line No. Explain below how each activity for which in			contrib	uted importantly to the accomp	olishment of
the foundation's exempt purposes (other that	in by providing fun	as for such purposes).			
		·			
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Form 99			ation				54-186			ge 1 3
Part :	XVII	Information Re Exempt Organ		ers to a	nd Transactions a	nd Relationsh	nips With Nonchar	itable		
1. Dic	the org	anization directly or indi	rectly engage in any of t	he followin	g with any other organization	on described in sect	ion 501(c)		Yes	No
(ot	her thar	n section 501(c)(3) organ	nizations) or in section 5	27, relating	g to political organizations?		. ,			
a Tra	ınsfers 1	from the reporting found	ation to a noncharitable	exempt or	ganization of:			ł		
(1)	Cash							1a(1)		<u> </u>
(2)	Other	assets						1a(2)		X
b Oth	er trans	sactions;								
(1)	Sales	of assets to a noncharita	ble exempt organization)				1b(1)		X
(2)	Purch	ases of assets from a no	ncharitable exempt orga	anization				1b(2)		X
(3)	Renta	l of facilities, equipment,	or other assets					1b(3)		X
		oursement arrangements						1b(4)		X
, -		or loan guarantees						1b(5)		X
, ,		mance of services or me	mbership or fundraising	n solicitatio	ns			1b(6)		X
٠,		facilities, equipment, ma	·	•				1c		X
	-				dule. Column (b) should al	ways show the fair n	narket value of the goods.		sets	
		=	· · · · ·	_	ed less than fair market valu		-		,,,,	
) the value of the goods,					or onaning arrangement, c			
(a) Line n		(b) Amount involved			exempt organization	(d) Description	of transfers, transactions, and	sharing ar	rangeme	nts
(-)	<u> </u>	(4)	(0)	N/A	<u></u>	(0)				
	+			11/11		+	·			
										
						 				
	+					 				
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	-				_	 				-
						 				
						 				
										
	-					 -				
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			L						_	
		•	•		or more tax-exempt organ	zations described	<u>r-</u>	_		7
		501(c) (other than sectio		on 527?			L	Yes	LX	No
<u>b If "</u>	Yes," co	mplete the following sch								
		(a) Name of org	ganization		(b) Type of organization		(c) Description of relations	hip		
		N/A								
						 				
						<u> </u>				
					ng accompanying schedules and n taxpayer) is based on all inform		best of my knowledge Thas any knowledge Ma	the IRS	discuss '	this
Sign			775-1	, ea (01.101 1.12			retu sho	y the IRS irn with th wn below	ie prepar ¹ ? Se <u>e in</u>	er str
Here		Large/	Ralley		05/11/18	Presid	lent	X Yes	3	No
	Sign	ature of office/ or trustee	· X		Date '	Title				
		Print/Type preparer's na	ame P	reparer's s	ıgnature	Date	Check If PTIN			
			1	~	101:		self- employed			
Paid		Michele W.	McKinnon	<u>Ll</u> u	egelle	5/9/18	P0	<u> 1319</u>	465	
Prep		Firm's name ► McG		LLP			Firm's EIN ▶ 54-0			
Use (Only						<u> </u>			
		Firm's address ▶ 80	0 East Can	al St	reet					
			chmond, VA				Phone no. 804-7	<u> 75-7</u>	880	

Form 990-PF Corporate Stoc	k 	Statement 9
Description	Book Value	Fair Market Value
See schedule attached See schedule attached	573,210. 922,795.	952,753. 1,656,917.
Total to Form 990-PF, Part II, line 10b	1,496,005.	2,609,670.

Form 990-PF Other	Investments		Statement	10
Description	Valuation Method	Book Value	Fair Marke Value	t
See schedule attached	COST	24,026.	37,0	95.
Total to Form 990-PF, Part II, line 1	3	24,026.	37,0	95.

Form 990-PF Interest on Savings	and Temporary	Cash Investments	Statement 1
Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
JP Morgan Chase - checking acct US Trust	7. 216.	7. 216.	
Total to Part I, line 3	223.	223.	

Form 990-PF	Dividends	and Interest	from Secur	ities S	tatement 2
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Gilder Gagnon & Howe U.S. Trust	2,929. 19,061.	0.	2,929. 19,061.	2,929. 19,061.	
To Part I, line 4	21,990.	0.	21,990.	21,990.	

Form 990-PF Other	Income		Statement 3
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Class Action Settlements Income	600.	600	•
Total to Form 990-PF, Part I, line 11	600.	600	•

Form 990-PF	Legal	Fees	Statement	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	5,713.	5,713.		0.
To Fm 990-PF, Pg 1, ln 16a	5,713.	5,713.		0.

Form 990-PF	Accounti	ng Fees	S	tatement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gilder, Gagnon, Howe & Co Fees	38.	38.		0.
To Form 990-PF, Pg 1, ln 16b	38.	38.		0.

Form 990-PF	Other Profes	sional Fees	S	tatement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Albemarle Asset Management US Trust Management Fees	11,934. 194.	11,934.		0.
To Form 990-PF, Pg 1, ln 160	12,128.	12,128.		0.

Form 990-PF	Taxes		Statement		
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign tax withheld	427.	427.		0.	
US Trust - investment expense	142.	142.		0.	
To Form 990-PF, Pg 1, ln 18	569.	569.		0.	

Form 990-PF	Other E	xpenses	S	tatement 8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Corporation Commission fee CT Corporation - registered	35.	0.		35.
agent fee	95.	0.		95.
To Form 990-PF, Pg 1, ln 23	130.	0.		130.