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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.Henry E. Niles Foundation
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508

A Employer identification number

06-1252486

B Telephone number (see the instructions)

203-661-1000

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 26,468,147.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

b Accounting fees (attach schedule) See St 3

c Other prof fees (attach sch) See St 3

17 Interest

18 Taxes (attach schedule)(see instr)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

13

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	378,950.	1,627,629.	1,627,629.
	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 (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		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 (attach schedule) Statement 6	756,065.	969,805.	1,049,875.
	b	Investments — corporate stock (attach schedule) Statement 7	17,801,777.	17,136,562.	19,207,347.
	c	Investments — corporate bonds (attach schedule) Statement 8	7,336,902.	4,363,997.	4,583,296.
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)			
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe See Statement 9)	2.	1.	
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I).	26,273,696.	24,097,994.	26,468,147.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒		
	27	Capital stock, trust principal, or current funds	26,273,696.	24,097,994.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	26,273,696.	24,097,994.	
	31	Total liabilities and net assets/fund balances (see the instructions)	26,273,696.	24,097,994.	

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	26,273,696.
2	Enter amount from Part I, line 27a	2	-2,175,702.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	24,097,994.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	24,097,994.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Increases per Schedule A-2 (Exhibit 8)		P	Various	Various
b Decreases per Schedule B-1 (Exhibit 9)		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,703,299.		2,604,872.	98,427.
b 2,919,411.		4,086,639.	-1,167,228.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			98,427.
b			-1,167,228.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-1,068,801.
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) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.

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 (column (b) divided by column (c))
2008	1,603,472.	28,641,057.	0.055985
2007	1,819,090.	31,602,693.	0.057561
2006	1,561,869.	30,116,597.	0.051861
2005	1,722,725.	29,513,230.	0.058371
2004	1,620,098.	29,359,832.	0.055181

2 Total of line 1, column (d)	2	0.278959
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	0.055792
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	23,549,710.
5 Multiply line 4 by line 3	5	1,313,885.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,669.
7 Add lines 5 and 6	7	1,320,554.
8 Enter qualifying distributions from Part XII, line 4	8	1,775,653.

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 the instructions)

1 a Exempt-operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,669.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,669.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,669.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	12,650.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,650.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,981.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.heniles.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no. <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06836-2508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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 (see instructions).

(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
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	VP/Sec/Direc 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Treas/Direct 10.00	48,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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 – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	22,672,892.
b Average of monthly cash balances	1b	1,235,443.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	23,908,335.
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	23,908,335.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	358,625.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,549,710.
6 Minimum investment return. Enter 5% of line 5	6	1,177,486.

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	1,177,486.
2a Tax on investment income for 2009 from Part VI, line 5	2a	6,669.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	6,669.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,170,817.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	1,170,817.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,170,817.	

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	1,775,653.
b Program-related investments — total from Part IX-B	1b	
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	1,775,653.
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 (see instructions)	5	6,669.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,768,984.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,170,817.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	175,102.			
b From 2005	286,627.			
c From 2006	87,377.			
d From 2007	285,694.			
e From 2008	193,323.			
f Total of lines 3a through e	1,028,123.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 1,775,653.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				1,170,817.
e Remaining amount distributed out of corpus	604,836.			
5 Excess distributions carryover applied to 2009 (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	1,632,959.			
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 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	175,102.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,457,857.			
10 Analysis of line 9:				
a Excess from 2005	286,627.			
b Excess from 2006	87,377.			
c Excess from 2007	285,694.			
d Excess from 2008	193,323.			
e Excess from 2009	604,836.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 organization had \$5,000 or more in assets at any time during the year – see instructions.)
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1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed

See Statement 10

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

See Statement for Line 2a

- c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year See attached Schedule B-3 (Exhibit 11)				1,597,560.
Total			3a	1,597,560.
<i>b</i> Approved for future payment See attached Installment Payment Schedule (Exhibit 12),				482,860.
Total			3b	482,860.

2009

Federal Statements

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Henry E. Niles Foundation

06-1252486

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Grand Court Lifestyles	\$ 105.		
Waterford Shores Cl Actn	28,984.		
Total	\$ 29,089.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fogarty Cohen Selby & Nemiroff LLC	\$ 6,475.			
Total	\$ 6,475.	\$ 0.		\$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of New York - Affiliate Funds Adj	\$ 2,004.	\$ 2,004.		
Bank of New York - Investment Advisor	103,553.	103,553.		
FCS&N - administrative fee	8,000.			\$ 8,000.
Total	\$ 113,557.	\$ 105,557.		\$ 8,000.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2008 balance due	\$ 7,311.			
2009 1st quarter estimated payment	5,175.			
2009 2nd quarter estimated payment	681.			
2009 3rd quarter estimated payment	4,081.			
2009 4th quarter estimated payment	2,713.			
Total	\$ 19,961.	\$ 0.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Earthlink and domain name renewal \$	200.			\$ 200.
FCSN - Disbursements tax computer fee	45.	\$ 45.		
Federal Express	84.			84.
Hagendoorn & Emond Insurance, D&O Ins.	14,813.			14,813.
Kroll Associates	783.			
Total	\$ 15,925.	\$ 45.		\$ 15,097.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Government Bonds (Exhibit 4)	Cost	\$ 969,805.	\$ 1,049,875.
		\$ 969,805.	\$ 1,049,875.
Total		\$ 969,805.	\$ 1,049,875.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks (Exhibit 5)	Cost	\$ 17,136,562.	\$ 19,207,347.
Total		\$ 17,136,562.	\$ 19,207,347.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds (Exhibit 6)	Cost	\$ 4,363,997.	\$ 4,583,296.
Total		\$ 4,363,997.	\$ 4,583,296.

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**Statement 9
Form 990-PF, Part II, Line 15
Other Assets**

	<u>Book Value</u>	<u>Fair Market Value</u>
Partnership Interests (Exhibit 7)	\$ 0	
Rounding	\$ 1.	
Total	<u>\$ 1.</u>	<u>\$ 0.</u>

**Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information**

Name of Grant Program:
Name: Ashley C. Garan
Care Of: Fogarty Cohen Selby & Nemiroff LLC
Street Address: 88 Field Point Road
City, State, Zip Code: Greenwich, CT 06830
Telephone: 203-629-7314
Form and Content: An application together with any information which, in the determination of the applicant, will assist the directors in understanding the purposes and goals of the organization and in particular the program for which funding is being requested. An application can be requested by sending an email to: agaran@fcsn.com.

Submission Deadlines: None
Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 10.

2009

Federal Supporting Detail

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	391,791.
Interest per Schedule A-4 (Exhibit 2)		386,386.
Other income per Schedule A-5 (Exhibit 3)		11,197.
Treasury Inflation Index receipts		9,810.
Total	\$	<u>799,184.</u>

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/17/09	Dividend Rec'd on	3,850	Shs.	\$1,386.00	
05/15/09	Dividend Rec'd on	3,850	Shs.	1,540.00	
08/17/09	Dividend Rec'd on	4,300	Shs.	1,720.00	
11/16/09	Dividend Rec'd on	4,300	Shs.	<u>1,720.00</u>	\$6,366.00

Accenture Limited Class A

11/16/09	Dividend Rec'd on	8,000	Shs.		6,000.00
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Aflac Inc

03/02/09	Dividend Rec'd on	3,200	Shs.	\$896.00	
06/01/09	Dividend Rec'd on	3,200	Shs.	896.00	
09/01/09	Dividend Rec'd on	3,200	Shs.	896.00	
12/01/09	Dividend Rec'd on	3,200	Shs.	<u>896.00</u>	3,584.00

American Express Companies

02/10/09	Dividend Rec'd on	6,000	Shs.	\$1,080.00	
05/08/09	Dividend Rec'd on	6,000	Shs.	1,080.00	
08/10/09	Dividend Rec'd on	6,000	Shs.	1,080.00	
11/10/09	Dividend Rec'd on	6,000	Shs.	<u>1,080.00</u>	4,320.00

Apache Corp

02/23/09	Dividend Rec'd on	2,250	Shs.	\$337.50	
05/22/09	Dividend Rec'd on	2,250	Shs.	<u>337.50</u>	675.00

AT&T Inc

02/02/09	Dividend Rec'd on	9,300	Shs.	\$3,813.00	
05/01/09	Dividend Rec'd on	9,300	Shs.	3,813.00	
08/03/09	Dividend Rec'd on	9,300	Shs.	3,813.00	
11/02/09	Dividend Rec'd on	9,300	Shs.	<u>3,813.00</u>	15,252.00

Avon Products Inc

03/02/09	Dividend Rec'd on	7,800	Shs.	\$1,638.00	
06/01/09	Dividend Rec'd on	7,800	Shs.	1,638.00	
09/01/09	Dividend Rec'd on	7,800	Shs.	1,638.00	
12/01/09	Dividend Rec'd on	7,800	Shs.	<u>1,638.00</u>	6,552.00

Schedule A-3 (Cont'd)

Bank of America Corporation

03/27/09	Dividend Rec'd on	8,300	Shs.		\$83.00
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BNY Mellon Mid Cap Stock Fund

04/13/09	Dividend Rec'd on	52,931.596	Shs.	\$216.58	
05/15/09	Dividend Rec'd on	52,931.596	Shs.	238.63	
06/15/09	Dividend Rec'd on	52,931.596	Shs.	171.50	
12/10/09	Dividend Rec'd on	52,931.596	Shs.	3,281.76	
12/14/09	Dividend Rec'd on	52,931.596	Shs.	<u>298.46</u>	4,206.93

BNY Mellon Small Cap Stk FD CL M

04/13/09	Dividend Rec'd on	31,768.59	Shs.	\$139.53	
05/18/09	Dividend Rec'd on	31,768.59	Shs.	156.87	
07/13/09	Dividend Rec'd on	31,768.59	Shs.	170.55	
08/17/09	Dividend Rec'd on	31,768.59	Shs.	175.29	
09/14/09	Dividend Rec'd on	31,768.59	Shs.	190.37	
10/13/09	Dividend Rec'd			<u>179.82</u>	1,012.43

Caterpillar Inc

08/20/09	Dividend Rec'd on	3,325	Shs.	\$1,396.50	
11/20/09	Dividend Rec'd on	3,325	Shs.	<u>1,396.50</u>	2,793.00

Chevron Corporation

06/10/09	Dividend Rec'd on	2,600	Shs.	\$1,690.00	
09/10/09	Dividend Rec'd on	2,600	Shs.	1,768.00	
12/10/09	Dividend Rec'd on	2,600	Shs.	<u>1,768.00</u>	5,226.00

Coca-Cola Company

03/26/09	Dividend Rec'd on	6,300	Shs.		441.00
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Colgate Palmolive Company

02/13/09	Dividend Rec'd on	4,600	Shs.	\$1,840.00	
05/15/09	Dividend Rec'd on	4,600	Shs.	2,024.00	
08/14/09	Dividend Rec'd on	4,600	Shs.	2,024.00	
11/13/09	Dividend Rec'd on	4,600	Shs.	<u>2,024.00</u>	7,912.00

Comcast Corporation New Class A

01/28/09	Dividend Rec'd on	10,000	Shs.	\$625.00	
04/27/09	Dividend Rec'd on	10,000	Shs.	675.00	
07/29/09	Dividend Rec'd on	10,000	Shs.	675.00	

Schedule A-3 (Cont'd)

Comcast Corporation New Class A
(Cont'd)

10/28/09	Dividend Rec'd on	10,000	Shs.	<u>\$675.00</u>	\$2,650.00
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Companhia Vale Do Rio Doce

05/08/09	Dividend Rec'd on	7,200	Shs.		1,726.87
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ConocoPhillips

03/02/09	Dividend Rec'd on	4,900	Shs.	\$2,303.00	
06/01/09	Dividend Rec'd on	4,900	Shs.	2,303.00	
09/01/09	Dividend Rec'd on	4,900	Shs.	2,303.00	
12/01/09	Dividend Rec'd on	4,900	Shs.	<u>2,450.00</u>	9,359.00

CVS Caremark Corp

02/03/09	Dividend Rec'd on	9,850	Shs.	\$751.06	
05/04/09	Dividend Rec'd on	9,850	Shs.	751.06	
08/03/09	Dividend Rec'd on	9,850	Shs.	751.06	
11/03/09	Dividend Rec'd on	9,850	Shs.	<u>751.06</u>	3,004.24

Dreyfus PR Lrg Cap Val FD CL I

04/13/09	Dividend Rec'd on	102,113.588	Shs.	\$273.68	
05/18/09	Dividend Rec'd			<u>217.85</u>	491.53

Duke Energy Hldg Corp

03/16/09	Dividend Rec'd on	10,825	Shs.	\$2,489.75	
06/16/09	Dividend Rec'd on	10,825	Shs.	2,489.75	
09/16/09	Dividend Rec'd on	10,825	Shs.	2,598.00	
12/16/09	Dividend Rec'd on	10,825	Shs.	<u>2,598.00</u>	10,175.50

E I DuPont DeNemours & Company

03/13/09	Dividend Rec'd on	4,200	Shs.	\$1,722.00	
06/12/09	Dividend Rec'd on	4,200	Shs.	1,722.00	
09/11/09	Dividend Rec'd on	4,200	Shs.	1,722.00	
12/14/09	Dividend Rec'd on	4,200	Shs.	<u>1,722.00</u>	6,888.00

Eaton Corporation Common

02/27/09	Dividend Rec'd on	1,575	Shs.	\$787.50	
05/22/09	Dividend Rec'd on	2,400	Shs.	1,200.00	
08/21/09	Dividend Rec'd on	2,400	Shs.	1,200.00	
11/27/09	Dividend Rec'd on	2,400	Shs.	<u>1,200.00</u>	4,387.50

Schedule A-3 (Cont'd)

Emerson Electric Company

03/10/09	Dividend Rec'd on	4,300	Shs.	\$1,419.00	
06/10/09	Dividend Rec'd on	6,125	Shs.	2,021.25	
09/10/09	Dividend Rec'd on	6,125	Shs.	2,021.25	
12/10/09	Dividend Rec'd on	6,125	Shs.	<u>2,051.88</u>	\$7,513.38

Exxon Mobil Corporation

03/10/09	Dividend Rec'd on	5,625	Shs.	\$2,250.00	
06/10/09	Dividend Rec'd on	7,125	Shs.	2,992.50	
09/10/09	Dividend Rec'd on	7,125	Shs.	2,992.50	
12/10/09	Dividend Rec'd on	7,125	Shs.	<u>2,992.50</u>	11,227.50

Exelon Corp

03/10/09	Dividend Rec'd on	3,500	Shs.	\$1,837.50	
06/10/09	Dividend Rec'd on	3,500	Shs.	1,837.50	
09/10/09	Dividend Rec'd on	3,500	Shs.	1,837.50	
12/10/09	Dividend Rec'd on	3,500	Shs.	<u>1,837.50</u>	7,350.00

General Electric Company

01/26/09	Dividend Rec'd on	14,500	Shs.	\$4,495.00	
04/27/09	Dividend Rec'd on	14,500	Shs.	4,495.00	
07/27/09	Dividend Rec'd on	14,500	Shs.	1,450.00	
10/26/09	Dividend Rec'd on	14,500	Shs.	<u>1,450.00</u>	11,890.00

Goldman Sachs Group

03/26/09	Dividend Rec'd on	1,050	Shs.	\$490.00	
06/25/09	Dividend Rec'd on	1,050	Shs.	367.50	
09/24/09	Dividend Rec'd on	1,050	Shs.	367.50	
12/30/09	Dividend Rec'd on	1,050	Shs.	<u>367.50</u>	1,592.50

Hewlett Packard Company

07/01/09	Dividend Rec'd on	6,300	Shs.	\$504.00	
10/07/09	Dividend Rec'd on	6,300	Shs.	<u>504.00</u>	1,008.00

Home Depot Inc

03/26/09	Dividend Rec'd on	4,750	Shs.	\$1,068.75	
06/25/09	Dividend Rec'd on	7,350	Shs.	1,653.75	
09/17/09	Dividend Rec'd on	7,350	Shs.	1,653.75	
12/17/09	Dividend Rec'd on	7,350	Shs.	<u>1,653.75</u>	6,030.00

Schedule A-3 (Cont'd)

Honeywell International Inc

03/10/09	Dividend Rec'd on	3,400	Shs.	\$1,028.50	
06/10/09	Dividend Rec'd on	4,375	Shs.	1,323.44	
09/10/09	Dividend Rec'd on	4,375	Shs.	1,323.44	
12/10/09	Dividend Rec'd on	4,375	Shs.	<u>1,323.44</u>	\$4,998.82

Intel Corporation

03/02/09	Dividend Rec'd on	15,000	Shs.	\$2,100.00	
06/01/09	Dividend Rec'd on	17,675	Shs.	2,474.50	
09/01/09	Dividend Rec'd on	17,675	Shs.	2,474.50	
12/01/09	Dividend Rec'd on	17,675	Shs.	<u>2,474.50</u>	9,523.50

International Business Machines

03/10/09	Dividend Rec'd on	2,500	Shs.	\$1,250.00	
06/10/09	Dividend Rec'd on	2,500	Shs.	1,375.00	
09/10/09	Dividend Rec'd on	2,500	Shs.	1,375.00	
12/10/09	Dividend Rec'd on	2,500	Shs.	<u>1,375.00</u>	5,375.00

ISHARES MSCI EAFE INDEX FD

07/01/09	Dividend Rec'd on	21,300	Shs.		20,132.50
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Ishares Russell 1000 Growth Index Fund

01/02/09	Dividend Rec'd on	21,100	Shs.	\$3,477.39	
04/02/09	Dividend Rec'd on	21,100	Shs.	3,282.40	
07/09/09	Dividend Rec'd on	21,100	Shs.	3,833.51	
09/30/09	Dividend Rec'd on	21,100	Shs.	3,282.59	
12/31/09	Dividend Rec'd on	13,550	Shs.	<u>2,690.11</u>	16,566.00

Ishares Trust

01/05/09	Dividend Rec'd on	21,300	Shs.	\$11,525.75	
12/31/09	Dividend Rec'd on	21,300	Shs.	<u>10,559.16</u>	22,084.91

Johnson & Johnson

03/10/09	Dividend Rec'd on	4,300	Shs.	\$1,978.00	
06/09/09	Dividend Rec'd on	4,300	Shs.	2,107.00	
09/08/09	Dividend Rec'd on	4,300	Shs.	2,107.00	
12/08/09	Dividend Rec'd on	4,300	Shs.	<u>2,107.00</u>	8,299.00

Schedule A-3 (Cont'd)

Johnson Controls Inc

01/05/09	Dividend	Rec'd on	3,900	Shs.	\$507.00	
04/02/09	Dividend	Rec'd on	3,900	Shs.	507.00	
07/02/09	Dividend	Rec'd on	5,700	Shs.	741.00	
10/02/09	Dividend	Rec'd on	5,700	Shs.	<u>741.00</u>	\$2,496.00

Kraft Foods Inc Cl A

07/14/09	Dividend	Rec'd on	5,825	Shs.	\$1,689.25	
10/14/09	Dividend	Rec'd on	5,825	Shs.	<u>1,689.25</u>	3,378.50

Mastercard Inc-Class A

08/10/09	Dividend	Rec'd on	800	Shs.	\$120.00	
11/10/09	Dividend	Rec'd on	800	Shs.	<u>120.00</u>	240.00

McDonald's Corporation

03/16/09	Dividend	Rec'd on	3,275	Shs.	\$1,637.50	
06/22/09	Dividend	Rec'd on	3,275	Shs.	1,637.50	
09/15/09	Dividend	Rec'd on	3,275	Shs.	1,637.50	
12/15/09	Dividend	Rec'd on	3,275	Shs.	<u>1,801.25</u>	6,713.75

Medtronic Inc

01/23/09	Dividend	Rec'd on	2,750	Shs.	\$515.63	
04/24/09	Dividend	Rec'd on	2,750	Shs.	515.63	
07/31/09	Dividend	Rec'd on	3,200	Shs.	656.00	
10/30/09	Dividend	Rec'd on	3,200	Shs.	<u>656.00</u>	2,343.26

Merck & Co

01/02/09	Dividend	Rec'd on	6,000	Shs.	\$2,280.00	
04/01/09	Dividend	Rec'd on	6,000	Shs.	2,280.00	
07/01/09	Dividend	Rec'd on	6,000	Shs.	2,280.00	
10/01/09	Dividend	Rec'd on	6,000	Shs.	<u>2,280.00</u>	9,120.00

Microsoft Corporation

03/12/09	Dividend	Rec'd on	7,700	Shs.	\$1,001.00	
06/18/09	Dividend	Rec'd on	7,700	Shs.	1,001.00	
09/10/09	Dividend	Rec'd on	7,700	Shs.	1,001.00	
12/10/09	Dividend	Rec'd on	7,700	Shs.	<u>1,001.00</u>	4,004.00

Midcap SPDR Tr Unit Series 1

01/30/09	Dividend	Rec'd on	3,800	Shs.	\$2,110.10	
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Schedule A-3 (Cont'd)

Midcap SPDR Tr Unit Series 1
(Cont'd)

04/30/09	Dividend Rec'd on	3,800	Shs.	\$1,280.68	
07/31/09	Dividend Rec'd on	3,800	Shs.	1,496.90	
10/30/09	Dividend Rec'd on	3,800	Shs.	<u>1,477.17</u>	\$6,364.85

JP Morgan Chase & Company

02/02/09	Dividend Rec'd on	9,600	Shs.	\$3,648.00	
04/30/09	Dividend Rec'd on	9,600	Shs.	480.00	
07/31/09	Dividend Rec'd on	9,600	Shs.	480.00	
11/02/09	Dividend Rec'd on	9,600	Shs.	<u>480.00</u>	5,088.00

Monsanto Co

07/24/09	Dividend Rec'd on	1,575	Shs.	\$417.38	
10/30/09	Dividend Rec'd on	1,575	Shs.	<u>417.38</u>	834.76

News Corp Cl B

04/15/09	Dividend Rec'd on	13,000	Shs.		780.00
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Novartis AG Sponsored ADR

04/07/09	Dividend Rec'd on	2,300	Shs.	\$3,943.08	
04/07/09	Dividend Rec'd on	2,300	Shs.		
	Foreign Tax Withheld			591.46-	
04/16/09	Dividend Rec'd on	2,300	Shs.		
	adr fee			<u>8.05-</u>	3,343.57

Occidental Petroleum Corp

07/15/09	Dividend Rec'd on	2,300	Shs.	\$759.00	
10/15/09	Dividend Rec'd on	2,300	Shs.	<u>759.00</u>	1,518.00

Omnicom Group Inc

01/05/09	Dividend Rec'd on	4,450	Shs.	\$667.50	
04/03/09	Dividend Rec'd on	4,450	Shs.	667.50	
07/06/09	Dividend Rec'd on	4,450	Shs.	667.50	
10/01/09	Dividend Rec'd on	4,450	Shs.	<u>667.50</u>	2,670.00

Oracle Corporation

05/08/09	Dividend Rec'd on	13,000	Shs.	\$650.00	
08/13/09	Dividend Rec'd on	13,000	Shs.	650.00	
11/04/09	Dividend Rec'd on	13,000	Shs.	<u>650.00</u>	1,950.00

Schedule A-3 (Cont'd)

Pepsico Inc

01/02/09	Dividend Rec'd on	5,500	Shs.	\$2,337.50	
03/31/09	Dividend Rec'd on	5,500	Shs.	2,337.50	
06/30/09	Dividend Rec'd on	5,500	Shs.	2,475.00	
09/30/09	Dividend Rec'd on	5,500	Shs.	<u>2,475.00</u>	\$9,625.00

Pfizer Inc

03/03/09	Dividend Rec'd on	7,800	Shs.	\$2,496.00	
06/02/09	Dividend Rec'd on	7,800	Shs.	1,248.00	
09/02/09	Dividend Rec'd on	7,800	Shs.	1,248.00	
12/01/09	Dividend Rec'd on	7,800	Shs.	<u>1,248.00</u>	6,240.00

Philip Morris International

01/09/09	Dividend Rec'd on	4,550	Shs.	\$2,457.00	
04/09/09	Dividend Rec'd on	4,550	Shs.	2,457.00	
07/10/09	Dividend Rec'd on	4,550	Shs.	2,457.00	
10/09/09	Dividend Rec'd on	4,550	Shs.	<u>2,639.00</u>	10,010.00

Plum Creek Timber Co Inc

03/06/09	Dividend Rec'd on	3,500	Shs.	\$1,470.00	
05/29/09	Dividend Rec'd on	3,500	Shs.	1,470.00	
08/31/09	Dividend Rec'd on	3,500	Shs.	1,470.00	
11/30/09	Dividend Rec'd on	3,500	Shs.	<u>1,470.00</u>	5,880.00

Praxair Inc

03/16/09	Dividend Rec'd on	1,800	Shs.	\$720.00	
06/15/09	Dividend Rec'd on	1,800	Shs.	720.00	
09/15/09	Dividend Rec'd on	1,800	Shs.	720.00	
12/15/09	Dividend Rec'd on	1,800	Shs.	<u>720.00</u>	2,880.00

Procter & Gamble Company

02/17/09	Dividend Rec'd on	4,650	Shs.	\$1,860.00	
05/15/09	Dividend Rec'd on	4,650	Shs.	2,046.00	
08/17/09	Dividend Rec'd on	4,650	Shs.	2,046.00	
11/16/09	Dividend Rec'd on	4,650	Shs.	<u>2,046.00</u>	7,998.00

Qualcomm Inc

01/05/09	Dividend Rec'd on	3,900	Shs.	\$624.00	
03/27/09	Dividend Rec'd on	3,900	Shs.	624.00	
06/26/09	Dividend Rec'd on	5,700	Shs.	969.00	
09/25/09	Dividend Rec'd on	5,700	Shs.	969.00	

Schedule A-3 (Cont'd)

Qualcomm Inc
(Cont'd)

12/23/09	Dividend Rec'd on	5,700	Shs.	<u>\$969.00</u>	\$4,155.00
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Schering-Plough Corp

02/27/09	Dividend Rec'd on	6,400	Shs.	\$416.00	
05/26/09	Dividend Rec'd on	6,400	Shs.	416.00	
08/31/09	Dividend Rec'd on	6,400	Shs.	416.00	
11/30/09	Dividend Rec'd on	6,400	Shs.	<u>416.00</u>	1,664.00

Schlumberger Limited

01/12/09	Dividend Rec'd on	3,100	Shs.	\$651.00	
04/06/09	Dividend Rec'd on	3,100	Shs.	651.00	
07/10/09	Dividend Rec'd on	3,100	Shs.	651.00	
10/02/09	Dividend Rec'd on	3,100	Shs.	<u>651.00</u>	2,604.00

Staples Inc

04/16/09	Dividend Rec'd on	8,400	Shs.	\$693.00	
07/16/09	Dividend Rec'd on	8,400	Shs.	693.00	
10/15/09	Dividend Rec'd on	8,400	Shs.	<u>693.00</u>	2,079.00

Teva Pharmaceuticals Inds Adr

03/20/09	Dividend Rec'd on	5,350	Shs.	\$748.95	
03/20/09	Dividend Rec'd on	5,350	Shs.		
	Foreign Tax Withheld			149.79-	
06/04/09	Dividend Rec'd on	5,350	Shs.	804.24	
06/04/09	Dividend Rec'd on	5,350	Shs.		
	foreign tax withheld			160.85-	
08/27/09	Dividend Rec'd on	5,350	Shs.	834.63	
08/28/09	Dividend Rec'd on	5,350	Shs.		
	foreign tax withheld			166.93-	
12/04/09	Dividend Rec'd on	5,350	Shs.	838.82	
12/04/09	Dividend Rec'd on	5,350	Shs.		
	foreign tax withheld			<u>167.76-</u>	2,581.31

Textron Inc

01/02/09	Dividend Rec'd on	4,500	Shs.	\$1,035.00	
04/01/09	Dividend Rec'd on	4,500	Shs.	90.00	
07/01/09	Dividend Rec'd on	4,500	Shs.	90.00	
10/01/09	Dividend Rec'd on	4,500	Shs.	<u>90.00</u>	1,305.00

Schedule A-3 (Cont'd)

T J X Companies

03/05/09	Dividend Rec'd on	4,300	Shs.	\$473.00	
06/04/09	Dividend Rec'd on	4,300	Shs.	516.00	
09/03/09	Dividend Rec'd on	4,300	Shs.	516.00	
12/03/09	Dividend Rec'd on	4,300	Shs.	<u>516.00</u>	\$2,021.00

Tyco International

02/03/09	Dividend Rec'd on	4,800	Shs.		960.00
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Tyco International LTD

05/28/09	Dividend Rec'd on	4,800	Shs.	\$960.00	
06/02/09	Dividend Rec'd on	4,800	Shs.		
	rate change per dtd			960.00-	
06/02/09	Dividend Rec'd on	4,800	Shs.	989.76	
08/26/09	Dividend Rec'd on	4,800	Shs.	1,032.00	
09/03/09	Dividend Rec'd on	4,800	Shs.		
	reversal of dividend			1,032.00-	
09/03/09	Dividend Rec'd on	4,800	Shs.	1,030.08	
11/24/09	Dividend Rec'd on	4,800	Shs.	<u>1,085.76</u>	3,105.60

Union Pac Corp

07/01/09	Dividend Rec'd on	3,975	Shs.	\$1,073.25	
10/01/09	Dividend Rec'd on	3,975	Shs.	<u>1,073.25</u>	2,146.50

United Techonolgies Corporation

03/10/09	Dividend Rec'd on	3,850	Shs.	\$1,482.25	
06/10/09	Dividend Rec'd on	3,850	Shs.	1,482.25	
09/10/09	Dividend Rec'd on	3,850	Shs.	1,482.25	
12/10/09	Dividend Rec'd on	3,850	Shs.	<u>1,482.25</u>	5,929.00

Verizon Communications

02/02/09	Dividend Rec'd on	6,525	Shs.	\$3,001.50	
05/01/09	Dividend Rec'd on	6,525	Shs.	3,001.50	
08/03/09	Dividend Rec'd on	6,525	Shs.	3,001.50	
11/02/09	Dividend Rec'd on	6,525	Shs.	<u>3,099.38</u>	12,103.88

Vale SA-Sp ADR

05/12/09	Dividend Rec'd on	7,200	Shs.	\$108.00-	
11/06/09	Dividend Rec'd on	7,200	Shs.	2,013.21	
11/06/09	Dividend Rec'd on	7,200	Shs.		
	foreign tax withheld			301.98-	

Schedule A-3 (Cont'd)

Vale SA-Sp ADR
(Cont'd)

11/16/09	Dividend Rec'd on	7,200	Shs.		
	ADR fee			<u>\$108.00-</u>	\$1,495.23

Vanguard Small-Cap Etf

12/31/09	Dividend Rec'd on	4,680	Shs.		2,981.16
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Wal Mart Stores Inc

01/02/09	Dividend Rec'd on	7,600	Shs.	\$1,805.00	
04/06/09	Dividend Rec'd on	7,600	Shs.	2,071.00	
06/01/09	Dividend Rec'd on	7,600	Shs.	2,071.00	
09/08/09	Dividend Rec'd on	7,600	Shs.	<u>2,071.00</u>	8,018.00

Wells Fargo & Co

03/02/09	Dividend Rec'd on	5,900	Shs.	\$2,006.00	
06/01/09	Dividend Rec'd on	5,900	Shs.	295.00	
09/01/09	Dividend Rec'd on	5,900	Shs.	295.00	
12/01/09	Dividend Rec'd on	5,900	Shs.	<u>295.00</u>	2,891.00

Williams Co Inc

03/30/09	Dividend Rec'd on	7,050	Shs.	\$775.50	
06/29/09	Dividend Rec'd on	7,050	Shs.	775.50	
09/14/09	Dividend Rec'd on	7,050	Shs.	775.50	
12/28/09	Dividend Rec'd on	7,050	Shs.	<u>775.50</u>	3,102.00

Xto Energy Inc

01/15/09	Dividend Rec'd on	5,000	Shs.	\$600.00	
04/15/09	Dividend Rec'd on	5,000	Shs.	625.00	
07/15/09	Dividend Rec'd on	5,000	Shs.	625.00	
10/15/09	Dividend Rec'd on	5,000	Shs.	<u>625.00</u>	<u>2,475.00</u>

TOTAL SCHEDULE A-3

\$391,791.48
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Schedule A-4

INTEREST RECEIVED

Abbott Laboratories

5.875% Due 05/15/16

05/15/09	Interest	Rec'd on	\$125,000.00	\$3,671.88	
11/16/09	Interest	Rec'd on	\$125,000.00	<u>3,671.88</u>	\$7,343.76

Aetna Inc (Lion Conn Holding)

7.25% Due 08/15/23

02/17/09	Interest	Rec'd on	\$34,000.00	\$1,232.50	
08/17/09	Interest	Rec'd on	\$34,000.00	<u>1,232.50</u>	2,465.00

Allstate Corporation

7.5% Due 06/15/13

06/15/09	Interest	Rec'd on	\$100,000.00	\$3,750.00	
12/15/09	Interest	Rec'd on	\$100,000.00	<u>3,750.00</u>	7,500.00

American Express Credit Corp

5% Due 12/02/10

06/02/09	Interest	Rec'd on	\$250,000.00	\$6,250.00	
12/02/09	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Anheuser Busch

5% Due 03/01/19

03/02/09	Interest	Rec'd on	\$250,000.00	\$6,250.00	
09/01/09	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Bank Amer Corp

5.15% Due 11/15/14

05/15/09	Interest	Rec'd on	\$250,000.00	\$6,406.25	
08/24/09	Interest	Rec'd on	\$250,000.00	<u>3,523.44</u>	9,929.69

Bank of America Corp

7.75% Due 08/15/15

02/17/09	Interest	Rec'd on	\$50,000.00	\$1,937.50	
08/17/09	Interest	Rec'd on	\$250,000.00	<u>1,937.50</u>	3,875.00

Bell South Telecommunications

5.875% Due 01/15/09

01/15/09	Interest	Rec'd on	\$100,000.00		2,937.50
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Schedule A-4 (Cont'd)

Citigroup Inc

6% Due 02/21/12

02/23/09	Interest Rec'd on	\$500,000.00	\$15,000.00	
08/21/09	Interest Rec'd on	\$500,000.00	15,000.00	
08/24/09	Interest Rec'd on	\$500,000.00	<u>250.00</u>	\$30,250.00

Coca Cola Company

5.75% Due 03/15/11

03/16/09	Interest Rec'd on	\$500,000.00	\$14,375.00	
09/15/09	Interest Rec'd on	\$500,000.00	<u>14,375.00</u>	28,750.00

Comcast Corporation

5.3% Due 01/15/14

01/15/09	Interest Rec'd on	\$250,000.00	\$6,625.00	
07/15/09	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Dominion Resources Inc

5% Due 03/15/13

03/16/09	Interest Rec'd on	\$250,000.00	\$6,250.00	
09/15/09	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Federal Home Loan Mortgage Corp

5.75% Due 03/15/09

03/16/09	Interest Rec'd on	\$200,000.00		5,750.00
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Federal Home Loan Mortgage Corp

5% Due 04/30/18

04/30/09	Interest Rec'd on	\$250,000.00		6,250.00
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Federal Home Loan Mortgage Corp

45% Due 06/12/13

06/12/09	Interest Rec'd on	\$250,000.00		5,625.00
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Federated Government Obligation
Fund (Fund #395)

01/02/09	Interest Rec'd	\$224.95	
02/02/09	Interest Rec'd	234.92	
03/02/09	Interest Rec'd	270.49	
04/01/09	Interest Rec'd	216.27	
05/01/09	Interest Rec'd	69.73	

Schedule A-4 (Cont'd)

Federated Government Obligation
Fund (Fund #395)
(Cont'd)

06/01/09	Interest Rec'd		\$7.27	
07/01/09	Interest Rec'd		.96	
09/02/09	Interest Rec'd		1.13	
10/01/09	Interest Rec'd		47.42	
11/02/09	Interest Rec'd		35.61	
12/01/09	Interest Rec'd		<u>30.83</u>	\$1,139.58

General Electric Company
5% Due 02/01/13

02/02/09	Interest Rec'd on	\$500,000.00	\$12,500.00	
08/03/09	Interest Rec'd on	\$14,500.00	<u>12,500.00</u>	25,000.00

Goldman Sachs Group Inc
5.5% Due 11/15/14

05/15/09	Interest Rec'd on	\$250,000.00	\$6,875.00	
11/16/09	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	13,750.00

Goldman Sachs Group Inc
5.15% Due 01/15/14

01/15/09	Interest Rec'd on	\$250,000.00	\$6,437.50	
07/15/09	Interest Rec'd on	\$250,000.00	<u>6,437.50</u>	12,875.00

Home Depot
5.4% Due 03/01/16

02/10/09	Interest Rec'd on	\$250,000.00		5,962.50
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Home Depot Inc
5.2% Due 03/01/11

02/10/09	Interest Rec'd on	\$250,000.00		5,741.67
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Merrill Lynch & Company
5.3% Due 09/30/15

03/30/09	Interest Rec'd on	\$250,000.00	\$6,625.00	
09/30/09	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Schedule A-4 (Cont'd)

JP Morgan & Company

6% Due 01/15/09

01/15/09	Interest Rec'd on	\$500,000.00		\$15,000.00
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Northern States Power 1st
Mortgage

7.125% Due 07/01/25

01/02/09	Interest Rec'd on	\$300,000.00	\$10,687.50	
07/01/09	Interest Rec'd on	\$300,000.00	<u>10,687.50</u>	21,375.00

SBC Communications

03/16/09	Interest Rec'd on	\$250,000.00	\$6,375.00	
09/15/09	Interest Rec'd on	\$250,000.00	<u>6,375.00</u>	12,750.00

SLM Corporation M/T/N

5.375% Due 01/15/13

01/15/09	Interest Rec'd on	\$300,000.00	\$8,062.50	
05/26/09	Interest Rec'd on	\$300,000.00	<u>5,867.71</u>	13,930.21

Southwestern Bell Telephone

7.2% Due 10/15/26

04/15/09	Interest Rec'd on	\$150,000.00	\$5,400.00	
10/15/09	Interest Rec'd on	\$150,000.00	<u>5,400.00</u>	10,800.00

Treasury Inflation IX

2% Due 01/15/26

04/21/09	Interest Rec'd on	\$480,303.00		
	accrued interest on purchase		\$2,547.46-	
07/16/09	Interest Rec'd on	\$480,303.00	<u>4,841.01</u>	2,293.55

US Treasury Notes

5.125% Due 05/15/16

04/22/09	Interest Rec'd on	\$250,000.00	\$5,592.20	
05/15/09	Interest Rec'd on	\$500,000.00	12,812.50	
11/16/09	Interest Rec'd on	\$500,000.00	<u>12,812.50</u>	31,217.20

Verizon Communications

5.55% Due 02/15/16

02/17/09	Interest Rec'd on	\$250,000.00	\$6,937.50	
08/17/09	Interest Rec'd on	\$6,525.00	<u>6,937.50</u>	13,875.00

Schedule A-4 (Cont'd)

Wal Mart Stores Inc

4.75% Due 08/15/10

02/17/09	Interest Rec'd on	\$250,000.00	\$5,937.50	
08/17/09	Interest Rec'd on	\$7,600.00	<u>5,937.50</u>	\$11,875.00

Wyeth

5.5% Due 02/01/14

02/02/09	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/03/09	Interest Rec'd on	\$250,000.00	6,875.00	
11/06/09	Interest Rec'd on	\$250,000.00		
	consent solicitation		<u>375.00</u>	<u>14,125.00</u>

TOTAL SCHEDULE A-4

\$386,385.66
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Schedule A-5

OTHER INCOME RECEIVED

BNY Mellon Mid Cap Stock Fund

06/15/09	Income Rec'd	\$255.50	
07/13/09	Income Rec'd	255.19	
08/17/09	Income Rec'd	263.21	
09/14/09	Income Rec'd	289.59	
10/13/09	Income Rec'd	293.93	
11/09/09	Income Rec'd	<u>309.16</u>	\$1,666.58

Cambridge 87-1 Drilling

02/19/09	Income Rec'd		
	87-1 and 87-2		700.00

Cambridge 87-2 Drilling

06/09/09	Income Rec'd		280.00
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Country Estates Association

LTD Partnership

04/02/09	Income Rec'd		1,950.30
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Waterford Shored Assoc Final Dist

05/06/09	Income Rec'd		<u>6,600.00</u>
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TOTAL SCHEDULE A-5

\$11,196.88
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Henry E. Niles Foundation
E.I.N 06-1252486

Part II Balance Sheet December 31, 2009

Line 10 a	U.S. and State Government Obligations	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
\$490,113	Treasury Inflation Index, 2% due 1/15/2026	\$ 465,761.94	\$ 492,220.49
\$500,000	U S Treasury Notes, 5 125% due 5/15/16	\$ 504,042 97	\$ 557,655 00
		<u>\$ 969,804 91</u>	<u>\$ 1,049,875 49</u>

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet December 31, 2009

Line 10 b	Corporate Stock	BOOK VALUE	FAIR MARKET VALUE
4,300 shs	Abbott Laboratories	\$ 169,586 00	\$ 232,157 00
8,000 shs	Accenture Ltd, Class A	\$ 182,988 53	\$ 332,000.00
2,600 shs	Adobe Sys Inc.	\$ 108,552 86	\$ 95,628.00
3,200 shs	Aflac Inc	\$ 168,498.56	\$ 148,000.00
6,000 shs	American Express Companies	\$ 121,119 67	\$ 243,120 00
2,450 shs	Apple Computer Inc.	\$ 211,418.34	\$ 516,293.40
9,300 shs	AT&T Inc.	\$ 348,558.87	\$ 260,679.00
7,800 shs	Avon Products Inc.	\$ 200,238.47	\$ 245,700.00
52,931 596 shs	BNYMellon Mid Cap Stock Fund	\$ 650,000.00	\$ 504,967 43
3,325 000 shs	Catepillar Inc	\$ 111,515.18	\$ 189,491.75
500 shs	Cayman III, LLC	\$ 500,000 00	\$ 393,345.00
2,600 shs	Chevron Corporation	\$ 167,263 49	\$ 200,174 00
9,000 shs	Cisco Sys Inc.	\$ 315,830 50	\$ 380,646 00
4,600 shs	Colgate Palmolive Company	\$ 159,993 75	\$ 377,890.00
10,000 shs	Comcast Corporation New Class A	\$ 208,049 70	\$ 168,600.00
4,900 shs	ConocoPhillips	\$ 199,224.30	\$ 250,243 00
4,925 shs	CVS Caremark Corp.	\$ 357,612 40	\$ 317,268.50
10,825 shs	Duke Energy Hldg Corp.	\$ 201,615.63	\$ 186,298 25
4,200 shs	Du Pont, E I.	\$ 186,901 88	\$ 141,414 00
2,400 shs	Eaton Corporation	\$ 181,073 61	\$ 152,688 00
6,125 shs	Emerson Electric Company	\$ 269,659 71	\$ 260,925 00
3,500 shs	Exelon Corp.	\$ 230,258.98	\$ 171,045.00
7,125 shs	Exxon Mobil Corporation	\$ 301,944.98	\$ 485,853 75
4,000 shs	Fiserv, Inc.	\$ 75,564 44	\$ 193,920 00
3,000 shs	Freeport McMoran	\$ 78,929.14	\$ 240,870.00
14,500 shs	General Electric	\$ 347,422.65	\$ 219,385 00
1,050 shs	Goldman Sachs Group	\$ 119,362 38	\$ 177,282 00
6,300 shs	Hewlett Packard Co	\$ 220,424 40	\$ 324,513 00
7,350 shs	Home Depot	\$ 228,799 25	\$ 212,635.50
4,375 shs	Honeywell International, Inc.	\$ 149,400 84	\$ 171,500.00
17,675 shs	Intel	\$ 385,936 45	\$ 360,570 00
2,500 shs	International Business Machines	\$ 228,721.39	\$ 327,250 00
21,300 shs	Ishares MSCI Eafe Index Fund	\$ 1,156,008.41	\$ 1,177,464.00
13,550 shs	Ishares Russell 1000 Growth Index	\$ 706,812 43	\$ 675,467 50
8,500 shs	Ishares S&P Gsci Commodity-Indexed Trust	\$ 218,110.00	\$ 270,470 00
4,300 shs	Johnson & Johnson	\$ 181,699 40	\$ 276,963.00
5,700 shs	Johnson Controls, Inc.	\$ 169,374.42	\$ 155,268 00
5,825 shs	Kraft Foods Inc CI A	\$ 131,607.14	\$ 158,323 50
800 shs	Mastercard Inc	\$ 129,951.17	\$ 204,784 00
3,275 shs	McDonald's Corporation	\$ 187,506 66	\$ 204,491 00
3,200 shs	Medtronic, Inc	\$ 155,799 61	\$ 140,736 00
9,690 shs	Merck & Co	\$ 350,456 16	\$ 354,072 60
7,700 shs	Microsoft Corporation	\$ 201,351.89	\$ 234,696.00
3,800 shs	Midcap SPDR Tr Unit Series 1	\$ 423,536 33	\$ 500,612.00
1,575 shs	Monsanto Co.	\$ 125,332.19	\$ 128,756 25
9,600 shs	J P Morgan Chase & Company	\$ 360,525 20	\$ 400,032 00
2,300 shs	Novartis AG Sponsored ADR	\$ 113,662.41	\$ 125,189 00
2,300 shs	Occidental Petroleum Corp	\$ 129,488 90	\$ 187,105.00
4,450 shs	Omnicom Group, Inc	\$ 198,412.65	\$ 174,217.50
13,000 shs	Oracle Corporation	\$ 279,208.15	\$ 318,890.00
5,500 shs	Pepsico, Inc.	\$ 274,654 29	\$ 334,400.00
7,800 shs	Pfizer, Inc.	\$ 236,084.21	\$ 141,882 00
4,550 shs	Philip Morris International	\$ 220,812.87	\$ 219,264 50
3,500 shs	Plum Creek Timber Co. Inc.	\$ 134,857.10	\$ 132,160.00
1,800 shs	Praxair Inc.	\$ 116,282 71	\$ 144,558.00
4,650 shs	Procter & Gamble Co	\$ 185,002 89	\$ 281,929.50

5,700 shs	Qualcomm Inc.	\$	238,458.21	\$	263,682 00
3,100 shs	Schlumberger Limited	\$	202,038.78	\$	201,779 00
8,400 shs	Staples Inc.	\$	215,260 53	\$	206,556.00
5,350 shs	Teva Pharmaceuticals Inds Adr	\$	210,148.00	\$	300,563 00
4,500 shs	Textron Inc.	\$	201,262.50	\$	84,645 00
4,950 shs	Thermo Fisher Scientific Inc.	\$	262,161.43	\$	236,065.50
4,300 shs	TJX Companies	\$	121,287 09	\$	157,165 00
4,800 shs	Tyco International	\$	162,694.24	\$	171,264 00
3,975 shs	Union Pac Corp.	\$	189,525 62	\$	254,002 50
3,850 shs	United Technologies Corporation	\$	66,953.91	\$	267,228.50
7,200 shs	Vale SA	\$	86,829 12	\$	209,016 00
4,680 shs	Vanguard Small-Cap Vipers	\$	259,912 22	\$	268,398 00
6,525 shs	Verizon Communications	\$	252,842.77	\$	216,173 25
7,600 shs	Wal Mart Stores, Inc.	\$	401,066 72	\$	406,220 00
5,900 shs	Wells Fargo & Co	\$	173,727 08	\$	159,241 00
7,050 shs	Williams Co Inc	\$	142,194.97	\$	148,614 00
1 shs	Worldcom, Inc	\$	-	\$	-
5,000 shs	XTO Energy Inc	\$	177,195.50	\$	232,650 00
			<u>\$17,136,562 23</u>		<u>\$19,207,346 68</u>

Henry E Niles Foundation
E I N. 06-1252486

Part II Balance Sheet December 31, 2009

Line 10 c Corporate Bonds		<u>BOOK VALUE</u>		<u>FAIR MARKET VALUE</u>	
\$125,000	Abbott Labs, 5.875%, due 5/15/16	\$	126,126.25	\$	137,873.75
\$34,000	Lion Connecticut Holding, 7.25%, due 08/15/23	\$	34,597.04	\$	34,044.54
\$100,000	Allstate Corp, 7.5%, due 06/15/13	\$	108,578.10	\$	112,195.00
\$250,000	American Express Credit Corp., 5%, due 12/02/10	\$	246,255.00	\$	258,057.50
\$250,000	Anheuser Busch Co., 5%, due 03/01/2019	\$	238,270.00	\$	243,892.50
\$50,000	Bank of America Corp, 7.75%, due 08/15/15	\$	55,019.55	\$	54,855.00
\$500,000	Coca Cola Company, 5.75% due 03/15/2011	\$	528,660.00	\$	530,070.00
\$250,000	Comcast Corporation, 5.3%, due 01/15/2014	\$	244,895.00	\$	266,822.50
\$250,000	Dominion Resources Inc., 5%, due 03/15/2013	\$	250,202.50	\$	262,817.50
\$500,000	General Electric Company, 5%, due 02/01/2013	\$	490,305.00	\$	528,980.00
\$250,000	Goldman Sachs Group, Inc., 5.15%, due 01/15/2014	\$	244,445.00	\$	264,465.00
\$250,000	Goldman Sachs Group, Inc., 5.5%, due 11/15/2014	\$	258,540.00	\$	266,837.50
\$250,000	Merrill Lynch, 5.3%, due 09/30/2015	\$	246,662.50	\$	254,567.50
\$300,000	Northern States, 7.125%, due 07/01/25	\$	298,144.00	\$	300,000.00
\$250,000	SBC Communications	\$	243,215.00	\$	268,915.00
\$250,000	Verizon Communications, 5.55%, due 2/15/16	\$	250,701.75	\$	269,500.00
\$250,000	Wal Mart Stores, Inc., 4.75%, due 8/15/10	\$	248,372.50	\$	257,035.00
\$250,000	Wyeth, 5.5%, due 2/1/14	\$	251,007.50	\$	272,367.50
		<u>\$4,363,996.69</u>		<u>\$4,583,295.79</u>	

Henry E. Niles Foundation
E.I.N. 06-1252486

Part II Balance Sheet December 31, 2009

Line 13	Other investments - Partnership interests	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
	Cambridge Drilling 87-1	\$0.00	unknown
	Cambridge Drilling 87-II	\$0.00	unknown
	Chestnut Mansion Associates	\$0.00	unknown
	Cloverleaf Associates, LP III	\$0 00	unknown
	Country Estates Assoc. Ltd. Ptsbp	\$0 00	unknown
	Stratford Income Properties LPI	\$0 00	unknown
	Waterford Shores Assoc., LP	\$0 00	unknown

Schedule A-2

INCREASE ON SALE OR REDEMPTION OF ASSETS

	<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Bonds, Notes, etc.</u>			
Bank Amer Corp 5.15% Due 11/15/14 08/24/09 \$250,000.00	\$249,595.00	\$246,927.50	\$2,667.50
Bell South Telecommunications 5.875% Due 01/15/09 01/15/09 \$100,000.00	100,000.00	99,563.00	437.00
Citigroup Inc 6% Due 02/21/12 08/24/09 \$500,000.00	511,855.00	498,605.00	13,250.00
Federal Home Loan Mortgage Corp 5.75% Due 03/15/09 03/16/09 \$200,000.00	200,000.00	189,718.75	10,281.25
Federal Home Loan Mortgage Corp 5% Due 04/30/18 04/30/09 \$250,000.00	250,000.00	244,412.50	5,587.50
Federal Home Loan Mortgage Corp 45% Due 06/12/13 06/12/09 \$250,000.00	250,000.00	246,585.00	3,415.00
Home Depot Inc 5.2% Due 03/01/11 02/10/09 \$250,000.00	251,647.50	248,532.50	3,115.00
JP Morgan & Company 6% Due 01/15/09 01/15/09 \$500,000.00	500,000.00	493,840.00	6,160.00

Schedule A-2 (Cont'd)

	<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Bonds, Notes, etc. (Cont'd)</u>			
US Treasury Notes			
5.125% Due 05/15/16			
04/22/09 \$250,000.00	\$293,963.84	\$252,021.48	\$41,942.36
<u>Stock and Common Funds</u>			
<u>BNY Mellon Mid Cap Stock Fund</u>			
03/30/09 52,931.596 Shs.			
Received capital gain distribution - Increase recognized on receipt	407.57	.00	407.57
<u>BNY Mellon Small Cap Stk FD CL M</u>			
03/30/09 31,759.82 Shs.			
Received capital gain distribution - Increase recognized on receipt	60.34	.00	60.34
<u>Coca-Cola Company</u>			
04/27/09 6,300 Shs.	95,738.00	84,634.83	11,103.17
<u>Merck & Co</u>			
12/09/09 0.88 Shs.	32.20	31.83	.37
TOTAL SCHEDULE A-2	\$2,703,299.45 =====	\$2,604,872.39 =====	\$98,427.06 =====

Schedule B-1

DECREASE ON SALE OR REDEMPTION OF ASSETS

		<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Bonds, Notes, etc.</u>				
Home Depot 5.4% Due 03/01/16 02/10/09	\$250,000.00	\$242,327.50	\$232,582.50	\$9,745.00
SLM Corporation M/T/N 5.375% Due 01/15/13 05/26/09	\$300,000.00	308,181.00	216,150.00	92,031.00
Southwestern Bell Telephone 7.2% Due 10/15/26 10/15/09	\$150,000.00	154,212.00	153,183.75	1,028.25
<u>Stock and Common Funds</u>				
Apache Corp 04/27/09	2,250 Shs.	168,755.80	148,654.65	20,101.15
Bank of America Corporation 04/22/09	8,300 Shs.	291,777.38	89,471.69	202,305.69
BNY Mellon Small Cap Stk FD CL M 09/29/09	31,768.59 Shs.	380,758.44	291,000.28	89,758.16
Dell Inc 04/27/09	4,600 Shs.	107,595.84	48,804.74	58,791.10
Dreyfus PR Lrg Cap Val FD CL I 04/23/09	102,113.588 Shs.	1,064,473.78	596,343.36	468,130.42

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Estee Lauder Companies Class A</u>					
04/27/09	2,750	Shs.	\$113,309.85	\$75,705.55	\$37,604.30
<u>Ishares Russell 1000 Growth Index Fund</u>					
11/27/09	18,100	Shs.	944,155.36	886,442.79	57,712.57
<u>News Corp Cl B</u>					
04/27/09	13,000	Shs.	234,652.20	113,871.86	120,780.34
<u>Schering-Plough Corp</u>					
11/05/09	6,400	Shs.	<u>76,439.77</u>	<u>67,200.00</u>	<u>9,239.77</u>
TOTAL SCHEDULE B-1			<u>\$4,086,638.92</u> =====	<u>\$2,919,411.17</u> =====	<u>\$1,167,227.75</u> =====

THE HENRY E. NILES FOUNDATION

Mission and Guidelines

The mission of the Henry E. Niles Foundation is to help in the nurturing and uplifting of people in need. The Foundation strives to support humanitarian efforts, including faith-based endeavors, that:

- *strengthen education including special education, literacy and others*
- *fight economic hardships through self-help opportunities*
- *enhance public health and sanitation on a global basis*

Primary Program Interests

The Board is currently highlighting the following areas:

- Education – Included in this interest area are primary, secondary and higher education for those motivated individuals who are unable to obtain the benefits of quality education without assistance.
- Economic Self-Sufficiency – This program area includes but is not limited to: job training, the encouragement and support of entrepreneurialism, mentoring, and micro-credit initiatives
- Health & Independence – Special interests here include medical and public health assistance for the elderly, the poor, the disadvantaged and the disabled.

While this list is not exhaustive, requests that have little to do with these areas are only occasionally considered.

Guiding Principles & Considerations

- The Foundation favors programs addressing long-term solutions to the causes of problems, as distinguished from programs that simply treat the symptoms
- The Foundation puts added emphasis on programs and organizations that address the intersection of its various program interests.
- The Foundation encourages pilot initiatives that test new program models
- The Foundation has a particular interest in organizations that promote collaborative efforts among groups and organizations.
- Qualities sought by the Foundation in its grantee organizations are effective and dynamic personnel, passionate leadership, a bias against bureaucracy, prudent management & governance practices; and commitment to results and overall assessment of program impact

Approved May 6, 2004

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
A Better Chance in Darien PO Box 3204 Darien, CT 06820		
06/02/09 Cash		
General Support	\$5,000.00	\$5,000.00
Total Distributions		
A Better Chance in Darien PO Box 3204 Darien, CT 06820	\$5,000.00 =====	\$5,000.00 =====
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830		
09/29/09 Cash		
ABILIS general support	\$15,000.00	\$15,000.00
Total Distributions		
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830	\$15,000.00 =====	\$15,000.00 =====
American School for the Deaf 139 North Main Street West Hartford, CT 06107-1269		
01/01/09 Cash		
in house mailing project	\$5,000.00	\$5,000.00
Total Distributions		
American School for the Deaf 139 North Main Street West Hartford, CT 06107-1269	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
American Wildlands 321 East Main, Suite 418 Bozeman, MT 59771		
03/20/09 Cash Safe Passages	\$25,000.00	\$25,000.00
11/25/09 Cash safe passages	<u>25,000.00</u>	<u>25,000.00</u>
Total Distributions American Wildlands 321 East Main, Suite 418 Bozeman, MT 59771	\$50,000.00 =====	\$50,000.00 =====
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424		
09/29/09 Cash Water Collaboration & Hope in East Africa	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424	\$10,000.00 =====	\$10,000.00 =====
Ashoka 1700 North Moore Street, Suite 2000 Arlington, VA 22209		
02/05/09 Cash seeding water management innovations in africa	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions Ashoka 1700 North Moore Street, Suite 2000 Arlington, VA 22209	\$40,000.00 =====	\$40,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Behind the Book		
171 W. 23rd Street 4C		
New York, NY 10011		
11/05/09 Cash		
elementary school initiative	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Behind the Book		
171 W. 23rd Street 4C		
New York, NY 10011	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====
 Boston Rescue Mission		
39 Kingston Street		
Boston, MA 02111		
09/29/09 Cash	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Boston Rescue Mission		
39 Kingston Street		
Boston, MA 02111	<u>\$25,000.00</u>	<u>\$25,000.00</u>
	=====	=====
 Bowery Mission		
132 Madison Avenue		
New York, NY 10016		
08/03/09 Cash		
general operating support	<u>\$60,000.00</u>	<u>\$60,000.00</u>
Total Distributions		
Bowery Mission		
132 Madison Avenue		
New York, NY 10016	<u>\$60,000.00</u>	<u>\$60,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605		
12/16/09 Cash		
Mobile Kitchen	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Bridges to Community 95 Croton Avenue Ossining, NY 10562		
09/29/09 Cash		
Education for Leadership	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Bridges to Community 95 Croton Avenue Ossining, NY 10562	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Cathedral Kitchen 642 Market Street Camden, NJ 08102		
05/07/09 Cash		
Culinary Arts Training Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Cathedral Kitchen 642 Market Street Camden, NJ 08102	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Careers Through Culinary Arts Program 250 West 57th Street #2015 New York, NY 10107		
04/07/09 Cash		
job training and placement program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Careers Through Culinary Arts Program 250 West 57th Street #2015 New York, NY 10107	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Charity Navigator 1200 MacArthur Blvd, 2nd Floor Mahwah, NJ 07430		
06/23/09 Cash		
General Purposes	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions		
Charity Navigator 1200 MacArthur Blvd, 2nd Floor Mahwah, NJ 07430	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
Church of Saint Luke in the Fields 487 Hudson Street New York, NY 10014		
06/23/09 Cash		
GO-St. Lukes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Church of Saint Luke in the Fields 487 Hudson Street New York, NY 10014	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Church World Service 475 Riverside Drive New York, NY 10115		
07/22/09 Cash		
Kenya Water for Life, Water for All	\$50,000.00	\$50,000.00
Total Distributions Church World Service 475 Riverside Drive New York, NY 10115	\$50,000.00 =====	\$50,000.00 =====
Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016		
03/12/09 Cash		
Credit Recovery Work	\$10,000.00	\$10,000.00
Total Distributions Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016	\$10,000.00 =====	\$10,000.00 =====
Common Ground High School 358 Springside Avenue New Haven, CT 06515		
09/29/09 Cash		
Coaching for Change	\$5,000.00	\$5,000.00
Total Distributions Common Ground High School 358 Springside Avenue New Haven, CT 06515	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114		
03/12/09 Cash Health Care Program	\$5,000.00	\$5,000.00
Total Distributions Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114	\$5,000.00 =====	\$5,000.00 =====
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604		
06/23/09 Cash Clean Water & Sanitation in Nepal	\$10,000.00	\$10,000.00
Total Distributions Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604	\$10,000.00 =====	\$10,000.00 =====
Connecticut Food Bank 150 Bradley Street East Haven, CT 06512		
01/01/09 Cash general purposes	\$5,000.00	\$5,000.00
Total Distributions Connecticut Food Bank 150 Bradley Street East Haven, CT 06512	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830		
09/29/09 Cash		
Housing for 2 top priority families	\$41,000.00	\$41,000.00
Total Distributions		
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830	\$41,000.00 =====	\$41,000.00 =====
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016		
01/01/09 Cash		
general purposes	\$5,000.00	\$5,000.00
12/16/09 Cash		
General Purposes	5,000.00	5,000.00
Total Distributions		
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	\$10,000.00 =====	\$10,000.00 =====
CURE International 701 Bosler Avenue Lemoyne, PA 17033		
03/12/09 Cash		
Zambia Hospital	\$10,000.00	\$10,000.00
Total Distributions		
CURE International 701 Bosler Avenue Lemoyne, PA 17033	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168		
10/28/09 Cash NYC partner school program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
El Porvenir 48 Clifford Terrace San Francisco, CA 94117		
12/16/09 Cash Water & Sanitation in Nicaragua	<u>\$52,860.00</u>	<u>\$52,860.00</u>
Total Distributions El Porvenir 48 Clifford Terrace San Francisco, CA 94117	<u>\$52,860.00</u> =====	<u>\$52,860.00</u> =====
Episcopal Relief & Development 815 Second Avenue New York, NY 10017		
03/12/09 Cash Child Survival Prgm (1 of 5)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
12/16/09 Cash General Purposes	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions Episcopal Relief & Development 815 Second Avenue New York, NY 10017	<u>\$52,500.00</u> =====	<u>\$52,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851		
01/01/09 Cash		
matching grant	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432		
11/25/09 Cash		
general purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
Family Centers 40 Arch Street Greenwich, CT 06830		
02/19/09 Cash		
RITE program (2 of 3)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Family Centers 40 Arch Street Greenwich, CT 06830	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805		
01/01/09 Cash		
food pantry programs	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Friends of Christ in India 1045 Old Academy Road Fairfield, CT 06824		
09/29/09 Cash		
Creative Learning at Pavement for Children, Hyderabad India	<u>\$7,100.00</u>	<u>\$7,100.00</u>
Total Distributions		
Friends of Christ in India 1045 Old Academy Road Fairfield, CT 06824	<u>\$7,100.00</u> =====	<u>\$7,100.00</u> =====
Grace Christian School 602 High Ridge Road Stamford, CT 06905		
11/25/09 Cash		
general purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Grace Christian School 602 High Ridge Road Stamford, CT 06905	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
01/01/09 Cash general purposes	\$10,000.00	\$10,000.00
11/25/09 Cash general purposes	<u>10,000.00</u>	<u>10,000.00</u>
Total Distributions Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830	\$20,000.00 =====	\$20,000.00 =====
Heart of the Valley Animal Shelter PO Box 11390 Bozeman, MT 59719		
01/01/09 Cash general purposes	\$2,500.00	\$2,500.00
12/16/09 Cash General Purposes	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions Heart of the Valley Animal Shelter PO Box 11390 Bozeman, MT 59719	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010		
10/28/09 Cash cataract surgery training	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
HIS Soup Rescue Mission PO Box 11194 Bozeman, MT 59719-1194		
01/01/09 Cash general purposes	\$2,500.00	\$2,500.00
12/16/09 Cash General Purposes	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions HIS Soup Rescue Mission PO Box 11194 Bozeman, MT 59719-1194	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845		
09/29/09 Cash Facility Support (3 of 3)	<u>\$100,000.00</u>	<u>\$100,000.00</u>
Total Distributions International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845	<u>\$100,000.00</u> =====	<u>\$100,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Intersect Fund		
103 Bayard Street, Suite 202		
New Brunswick, NJ 08901		
10/28/09 Cash		
build your business	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Intersect Fund		
103 Bayard Street, Suite 202		
New Brunswick, NJ 08901	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
Jacob A Riis Neighborhood Settlement		
10-25 41st Street		
Long Island City, NY 11101		
09/29/09 Cash		
general operating support	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Jacob A Riis Neighborhood Settlement		
10-25 41st Street		
Long Island City, NY 11101	<u>\$50,000.00</u>	<u>\$50,000.00</u>
	=====	=====
Kids in Crisis		
1 Salem Street		
Cos Cob, CT 06807		
01/01/09 Cash		
general purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
10/28/09 Cash		
safehaven for kids	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions		
Kids in Crisis		
1 Salem Street		
Cos Cob, CT 06807	<u>\$7,500.00</u>	<u>\$7,500.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Market Street Mission 9 Market Street Morristown, NJ 07960-9199 01/01/09 Cash to provide meal to the hungry	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Market Street Mission 9 Market Street Morristown, NJ 07960-9199	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Matthew 25: Ministries 11060 Kenwood Road Cincinnati, OH 45242 08/03/09 Cash sustainable communities project	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Matthew 25: Ministries 11060 Kenwood Road Cincinnati, OH 45242	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Meals on Wheels 89 Maple Avenue Greenwich, CT 06830 05/07/09 Cash Meal Delivery to Homebound	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Meals on Wheels 89 Maple Avenue Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Medical Missions for Children 810 Main Street Paterson, NJ 07503		
08/03/09 Cash		
global video library of medicine	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Medical Missions for Children 810 Main Street Paterson, NJ 07503	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Monadnock Developmental Services 121 Railroad Street Keene, NH 03431		
11/25/09 Cash	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Monadnock Developmental Services 121 Railroad Street Keene, NH 03431	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
National Foundation for Teaching Entrepreneurship 70 West Road Oak Lane White Plains, NY 10604-3602		
10/28/09 Cash		
general support	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
National Foundation for Teaching Entrepreneurship 70 West Road Oak Lane White Plains, NY 10604-3602	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830		
12/16/09 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
New Covenant House of Hospitality 90 Fairfield Avenue Stamford, CT 06904		
01/01/09 Cash		
general purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New Covenant House of Hospitality 90 Fairfield Avenue Stamford, CT 06904	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
New York City Rescue Mission 90 Lafayette Street New York, NY 10013		
10/28/09 Cash		
lodging program for homeless	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
New York City Rescue Mission 90 Lafayette Street New York, NY 10013	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
ORBIS		
520 8th Avenue, 11th Floor		
New York, NY 10018		
11/25/09 Cash		
primary eye care, Bangladesh		
(1 of 2)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
ORBIS		
520 8th Avenue, 11th Floor		
New York, NY 10018	<u>\$40,000.00</u>	<u>\$40,000.00</u>
	=====	=====
Philabundance		
36616 South Galloway St		
Philadelphia, PA 19148		
05/07/09 Cash		
Community Kitchen	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Philabundance		
36616 South Galloway St		
Philadelphia, PA 19148	<u>\$5,000.00</u>	<u>\$5,000.00</u>
	=====	=====
Pivot Ministries		
485 Jane Street		
Bridgeport, CT 06608		
01/01/09 Cash		
general purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Pivot Ministries		
485 Jane Street		
Bridgeport, CT 06608	<u>\$5,000.00</u>	<u>\$5,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624		
05/07/09 Cash Intervention Program	\$5,000.00	\$5,000.00
Total Distributions Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624	\$5,000.00 =====	\$5,000.00 =====
Rainbow Network 3834 South Avenue Springfield, MO 65807		
09/29/09 Cash Education Program	\$15,000.00	\$15,000.00
10/08/09 Cash education program	10,000.00	10,000.00
10/09/09 Cash reversal	15,000.00-	15,000.00-
Total Distributions Rainbow Network 3834 South Avenue Springfield, MO 65807	\$10,000.00 =====	\$10,000.00 =====
Red Feather Development Group P.O. Box 907 Bozeman, MT 59771		
02/19/09 Cash New York fundraiser	\$600.00	\$600.00
03/20/09 Cash Challenge Grant	100,000.00	100,000.00

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Red Feather Development Group</u> <u>P.O. Box 907</u> <u>Bozeman, MT 59771</u> (Cont'd)		
11/25/09 Cash general purposes	<u>\$75,000.00</u>	<u>\$75,000.00</u>
 Total Distributions Red Feather Development Group P.O. Box 907 Bozeman, MT 59771	 \$175,600.00 =====	 \$175,600.00 =====
 <u>Salisbury School</u> <u>251 Canaan Road</u> <u>Salisbury, CT 06068</u>		
01/01/09 Cash endowment fund	 \$10,000.00	 \$10,000.00
12/16/09 Cash Endowment Fund	 <u>10,000.00</u>	 <u>10,000.00</u>
 Total Distributions Salisbury School 251 Canaan Road Salisbury, CT 06068	 \$20,000.00 =====	 \$20,000.00 =====
 <u>Salvation Army</u> <u>615 Slaters Lane</u> <u>Alexandria, VA 22314</u>		
12/16/09 Cash General Operations	 <u>\$2,000.00</u>	 <u>\$2,000.00</u>
 Total Distributions Salvation Army 615 Slaters Lane Alexandria, VA 22314	 \$2,000.00 =====	 \$2,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Satellife Inc 30 California Street Watertown, MA 02472		
03/20/09 Cash		
South Africa Project (3 of 3)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Satellife Inc 30 California Street Watertown, MA 02472	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029		
10/28/09 Cash		
reach for the stars	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Shelter for the Homeless PO Box 1252 Stamford, CT 06902		
12/16/09 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Shelter for the Homeless PO Box 1252 Stamford, CT 06902	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005		
06/23/09 Cash		
Scholars Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
St. John's Church PO Box 200147 Newark, NJ 07102-0303		
01/01/09 Cash		
to feed the homeless	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. John's Church PO Box 200147 Newark, NJ 07102-0303	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
St. Vincent Depaul Place 617 Main Street Middletown, CT 06457		
03/12/09 Cash		
Meals & Outreach Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Vincent Depaul Place 617 Main Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Stanwich School 258 Stanwich Road Greenwich, CT 06830		
01/01/09 Cash annual fund	\$5,000.00	\$5,000.00
11/25/09 Cash annual fund	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions Stanwich School 258 Stanwich Road Greenwich, CT 06830	\$10,000.00 =====	\$10,000.00 =====
Starfish Food Pantry 631 East Front Street Plainfield, NJ 07060		
01/01/09 Cash general operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Starfish Food Pantry 631 East Front Street Plainfield, NJ 07060	\$2,500.00 =====	\$2,500.00 =====
Toys for Tots Bozeman PO Box 11612 Bozeman, MT 59719		
01/01/09 Cash general purposes	\$2,500.00	\$2,500.00

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Toys for Tots Bozeman</u> PO Box 11612 <u>Bozeman, MT 59719</u> (Cont'd)		
12/16/09 Cash General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Toys for Tots Bozeman PO Box 11612 Bozeman, MT 59719	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 <u>Travelers Aid International</u> 1612 K Street NW, Suite 206 <u>Washington, DC 20006</u>		
10/28/09 Cash travel website for disabled	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Travelers Aid International 1612 K Street NW, Suite 206 Washington, DC 20006	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 <u>University of Michigan Law School</u> PO Box 966 <u>Ann Arbor, MI 48106</u>		
01/01/09 Cash law school fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
12/16/09 Cash Law School Fund	<u>7,500.00</u>	<u>7,500.00</u>
Total Distributions University of Michigan Law School PO Box 966 Ann Arbor, MI 48106	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162		
01/01/09 Cash penn fund	\$7,500.00	\$7,500.00
12/16/09 Cash Penn Fund	<u>7,500.00</u>	<u>7,500.00</u>
Total Distributions University of Pennsylvania PO Box 41790 Philadelphia, PA 19162	\$15,000.00 =====	\$15,000.00 =====
Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001		
09/29/09 Cash Expanding Access to Health Care Through Economic Empowerm	\$10,000.00	\$10,000.00
Total Distributions Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Visiting Nurse & Hospice Care of Southwestern CT 1266 E. Main Street Stamford, CT 06902		
10/28/09 Cash of SW CT telehealth	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Visiting Nurse & Hospice Care of Southwestern CT 1266 E. Main Street Stamford, CT 06902	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890		
11/25/09 Cash outreach initiative	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Walking Shield American Indian Society 15032 Red Hill Ave, Suite C Tustin, CA 92780		
10/28/09 Cash comprehensive care for impoverished american indians	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Walking Shield American Indian Society 15032 Red Hill Ave, Suite C Tustin, CA 92780	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Water for People		
6666 West Quincy Avenue		
Denver, CO 80235		
<u>01/01/09 Cash</u>		
San Pedro Jocopilas Regional		
Water & Sanitation Program	<u>\$50,000.00</u>	<u>\$50,000.00</u>
 Total Distributions		
Water for People		
6666 West Quincy Avenue		
Denver, CO 80235	<u>\$50,000.00</u>	<u>\$50,000.00</u>
	=====	=====
 Wheelchair Foundation		
3820 Blackhawk Road		
Danville, CA 94506		
<u>11/25/09 Cash</u>		
wheelchair distribution	<u>\$100,000.00</u>	<u>\$100,000.00</u>
 Total Distributions		
Wheelchair Foundation		
3820 Blackhawk Road		
Danville, CA 94506	<u>\$100,000.00</u>	<u>\$100,000.00</u>
	=====	=====
 Workshop in Business Opportunities		
55 Exchange Place		
New York, NY 10005		
<u>07/22/09 Cash</u>		
How to build a growing		
profitable business	<u>\$15,000.00</u>	<u>\$15,000.00</u>
 Total Distributions		
Workshop in Business Opportunities		
55 Exchange Place		
New York, NY 10005	<u>\$15,000.00</u>	<u>\$15,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
World Vision Inc		
PO Box 9716		
<u>Federal Way, WA 98063-9716</u>		
12/14/09 Cash		
Safe Water & Sanitation in		
Ethiopia (4 of 5)	<u>\$100,000.00</u>	<u>\$100,000.00</u>
Total Distributions		
World Vision Inc		
PO Box 9716		
<u>Federal Way, WA 98063-9716</u>	<u>\$100,000.00</u>	<u>\$100,000.00</u>
	=====	=====
Youth Transitions		
4941 Angelina Drive		
<u>Knoxville, TN 37921</u>		
08/03/09 Cash		
program expansion	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Youth Transitions		
4941 Angelina Drive		
<u>Knoxville, TN 37921</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
	=====	=====
TOTAL DISTRIBUTIONS	<u>\$1,597,560.00</u>	<u>\$1,597,560.00</u>
03/25/09 Cash	<u>73,270.65</u>	<u>73,270.65</u>
TOTAL TRANSFERS	<u>\$73,270.65</u>	<u>\$73,270.65</u>
TOTAL SCHEDULE B-3	<u>\$1,670,830.65</u>	<u>\$1,670,830.65</u>
	=====	=====

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Jan-10	Water for People San Pedro Jocopilas Regional Water & Sanitation Program	\$50,000	\$100,000	(2 of 2)
Feb-10	Family Centers RITE Program	\$15,000	\$45,000	(3 of 3)
Feb-10	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(2 of 5)
Nov-10	World Vision, Inc. Partnering to Save Lives through Safe Water & Sanitation in Ethiopia	\$100,000	\$500,000	(5 of 5)
Nov-10	ORBIS International Integrating Primary Eye Care in Urban Primary Health Care (Bangladesh)	\$ 40,000	\$ 80,000	(2 of 2)
Dec-10	El Porvenir Water and Sanitation in Rural Nicaragua/Expansion to New Region	\$ 52,860	\$162,839	(3 of 3)
Dec-10	East Meets West Foundation Breath of Life	\$ 25,000	\$50,000	(2 of 2)
TOTAL SCHEDULED GRANTS 2010		\$332,860		
Feb-11	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(3 of 5)
TOTAL SCHEDULED GRANTS 2011		\$50,000		
Feb-12	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(4 of 5)
TOTAL SCHEDULED GRANTS 2012		\$50,000		
Feb-13	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(5 of 5)
TOTAL SCHEDULED GRANTS 2013		\$50,000		
TOTAL SCHEDULED GRANTS		<u>\$482,860</u>		