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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2010Department 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 2010, or tax year beginning , 2010, and ending**

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

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 foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 27,944,096. (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 9,820,331.**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 sch)**c** Other prof fees (attach sch) See St 3**17** Interest**18** Taxes (attach schedule) See Stm 4**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-)

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ADMINISTRATIVE EXPENSES

2

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,627,629.	1,922,447.	1,922,447.
	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	969,805.	988,615.	1,029,839.
	b Investments — corporate stock (attach schedule) Statement 7	17,136,562.	15,459,247.	19,244,339.
	c Investments — corporate bonds (attach schedule) Statement 8	4,363,997.	5,401,122.	5,747,471.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	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)	1.		
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	24,097,994.	23,771,431.	27,944,096.
	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.	
FUND ASSETS	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	24,097,994.	23,771,431.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
NET ASSETS OR FUND BALANCES	30 Total net assets or fund balances (see the instructions)	24,097,994.	23,771,431.	
	31 Total liabilities and net assets/fund balances (see the instructions)	24,097,994.	23,771,431.	

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	24,097,994.
2 Enter amount from Part I, line 27a	2	-326,563.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	23,771,431.
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	23,771,431.

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 7)		P	Various	Various
b Decreases per Schedule B-1 (Exhibit 8)		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 5,997,796.		4,792,999.	1,204,797.
b 3,822,535.		4,253,282.	-430,747.
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			1,204,797.
b			-430,747.
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	774,050.
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	1,204,797.

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))
2009	1,768,984.	23,549,710.	0.075117
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

2 Total of line 1, column (d)	2	0.298895
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	0.059779
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	26,047,232.
5 Multiply line 4 by line 3	5	1,557,077.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,569.
7 Add lines 5 and 6	7	1,569,646.
8 Enter qualifying distributions from Part XII, line 4	8	1,573,063.

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	12,569.
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	12,569.
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	12,569.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	26,860.	
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	26,860.	
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	14,291.	
11 Enter the amount of line 10 to be credited to 2011 estimated tax Refunded	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 2010 or the taxable year beginning in 2010 (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 and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16	Yes X	No

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	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 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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)	2b	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>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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	24,605,330.
b Average of monthly cash balances	1b	1,838,560.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	26,443,890.
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	26,443,890.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	396,658.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,047,232.
6 Minimum investment return. Enter 5% of line 5	6	1,302,362.

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	1,302,362.
2a Tax on investment income for 2010 from Part VI, line 5	2a	12,569.	
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	12,569.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	1,289,793.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,289,793.
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	1,289,793.

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	1,573,063.
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	1,573,063.
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	12,569.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,560,494.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,289,793.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 286,627.				
b From 2006 87,377.				
c From 2007 285,694.				
d From 2008 193,323.				
e From 2009 604,836.				
f Total of lines 3a through e	1,457,857.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,573,063.				
a Applied to 2009, 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 2010 distributable amount				1,289,793.
e Remaining amount distributed out of corpus	283,270.			
5 Excess distributions carryover applied to 2010 (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	1,741,127.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	286,627.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,454,500.			
10 Analysis of line 9				
a Excess from 2006 87,377.				
b Excess from 2007 285,694.				
c Excess from 2008 193,323.				
d Excess from 2009 604,836.				
e Excess from 2010 283,270.				

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 Paid during the year</i> See attached Schedule B-3 (Exhibit 10)				1,389,088.
Total			3a	1,389,088.
<i>b Approved for future payment</i> See attached Installment Payment Schedule (Exhibit 11),				520,000.
Total			3b	520,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	682,959.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	774,050.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a See Statement 10				393.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,457,402.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,457,402.

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

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

[illegible]

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

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

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

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

Sign Here  May 5, 2011 Pres/Director
Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name Anne M Piedade		Preparer's signature <i>Anne M Piedade</i> Anne M Piedade	Date 5/3/2011	Check if ☐ if self-employed	PTIN P01481450
	Firm's name ▶	FCS&N LLC			Firm's EIN ▶	06-1414192
	Firm's address ▶	88 Field Point Road Greenwich, CT 06830			Phone no	(203) 661-1000

BAA Form 990-PF (2010)

Client HNILES

Henry E. Niles Foundation

06-1252486

5/02/11

03:51PM

Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	375,247.
Interest per Schedule A-4 (Exhibit 2)		294,848.
Cambridge 87-2 Drilling		5,050.
Treasury Inflation Index receipts		5,742.
Country Estates Distributions		2,072.
Total	\$	<u>682,959.</u>

Other Revenue
Net investment income
IShares S&P GSCI

Interest per Schedule K-1	\$	311.
Short term gain per Schedule K-1		1.
Long term gain per Schedule K-1		42.
Deductions subject to 2% floor		-1,922.
Total	\$	<u>-1,568.</u>

Other Revenue
Net investment income
Country Estates Assoc. LP

Net rental real estate income per Schedule K-1	\$	6,745.
Interest per Schedule K-1		4.
Ordinary dividends per Schedule K-1		3.
Total	\$	<u>6,752.</u>

Other Revenue
Net investment income
Stratford Inc Properties

Net rental real estate income per Schedule K-1	\$	-6,611.
Interest income per Schedule K-1		54.
Total	\$	<u>-6,557.</u>

Other Revenue
Net investment income
Chestnut Mansion (Estate)

Net rental real estate income per Schedule K-1	\$	299.
Interest per Schedule K-1		75.
Interest on debt financed per Schedule K-1		-62.
Total	\$	<u>312.</u>

2010

Federal Supporting Detail

Page 2

Client HNILES

Henry E. Niles Foundation

06-1252486

5/02/11

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Other Revenue
Net investment income
Chestnut Mansion (Trust)

Net rental real estate income per Schedule K-1	\$	299.
Interest income per Schedule K-1		75.
Interest on debt financed per Schedule K-1		-62.
Total	\$	<u>312.</u>

Other Revenue
Net investment income
BNY Partners Fund III

Net loss per estimate from BNY	\$	-14,160.
Total	\$	<u>-14,160.</u>

Client HNILES

Henry E. Niles Foundation

06-1252486

5/02/11

03 51PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
AOL C1 action proceeds	\$ 359.	\$ 359.	
Lucent C1 action proceeds	34.	34.	
Total	\$ 393.	\$ 393.	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
Farrell Fritz, P.C.	\$ 20,529.	\$ 20,529.		
FCS&N - FBAR, estimates, etc	1,250.	1,250.		
FCS&N - tax preparation	5,308.	5,308.		
Total	\$ 27,087.	\$ 27,087.		\$ 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	\$ 2,636.	\$ 2,636.		
Bank of New York - Investment Advisor	129,161.	129,161.		
FCS&N - administrative fee (\$10,405) *	10,227.			\$ 10,227.
less \$178 paid to IRS for under payment of est. taxes incurred resulting from a bank error.				
Total	\$ 142,024.	\$ 131,797.		\$ 10,227.

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
2010 1st quarter estimated payment	\$ 7,896.			
2010 2nd quarter estimated payment	5,317.			
2010 3rd quarter estimated payment	3,235.			

Client HNILES

Henry E. Niles Foundation

06-1252486

5/02/11

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 4th quarter estimated payment	\$ 4,431.			
Total	\$ 20,879.	\$ 0.		\$ 0.

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	\$ 413.			\$ 413.
FCSN - Disbursements tax computer fee	45.	\$ 45.		
Federal Express	249.			249.
Hagendoorn & Emond Insurance, D&O Ins.	13,806.			13,806.
Kroll Associates	3,615.			
Philanthropy Roundtable Membership	1,000.			1,000.
Salary & Benefits Report	45.			
Secretary of State - annual report	100.			
Total	\$ 19,273.	\$ 45.		\$ 15,468.

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 3)	Cost	\$ 988,615.	\$ 1,029,839.
		\$ 988,615.	\$ 1,029,839.
Total		\$ 988,615.	\$ 1,029,839.

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 4)	Cost	\$ 15,459,247.	\$ 19,244,339.
Total		\$ 15,459,247.	\$ 19,244,339.

Client HNILES

Henry E. Niles Foundation

06-1252486

5/02/11

03 51PM

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 5)	Cost	\$ 5,401,122.	\$ 5,747,471.
	Total	<u>\$ 5,401,122.</u>	<u>\$ 5,747,471.</u>

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Ashley C. Garan
Name: Fogarty Cohen Selby & Nemiroff LLC
Care Of: 88 Field Point Road
Street Address: Greenwich, CT 06830
City, State, Zip Code: 203-629-7314
Telephone: An application together with any information which, in the
Form and Content: 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 9.

Statement 10
Form 990-PF, Part XVI-A, Line 11
Other Revenue

<u>Other Revenue</u>	<u>(A) Busi- ness Code</u>	<u>(B) Unrelated Business Amount</u>	<u>(C) Exclu- sion Code</u>	<u>(D) Excluded Amount</u>	<u>(E) Related or Exempt Function</u>
AOL Cl action proceeds			18	\$ 359.	
BNY Partners Fund III			14		
Chestnut Mansion (Estate)			14		
Chestnut Mansion (Trust)			14		
Country Estates Assoc. LP			14		
IShares S&P GSCI			14		
Lucent Cl action proceeds			18	34.	
Stratford Inc Properties			14		
Total		<u>\$ 0.</u>		<u>\$ 393.</u>	<u>\$ 0.</u>

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/16/10	Dividend Rec'd on	4,300	Shs.	\$1,720.00	
05/17/10	Dividend Rec'd on	4,300	Shs.	1,892.00	
08/16/10	Dividend Rec'd on	4,300	Shs.	1,892.00	
11/15/10	Dividend Rec'd on	4,300	Shs.	<u>1,892.00</u>	\$7,396.00

Accenture PLC

05/14/10	Dividend Rec'd on	8,000	Shs.	\$3,000.00	
11/15/10	Dividend Rec'd on	8,000	Shs.	<u>3,600.00</u>	6,600.00

Aflac Inc

03/01/10	Dividend Rec'd on	3,200	Shs.	\$896.00	
06/01/10	Dividend Rec'd on	3,200	Shs.	896.00	
09/01/10	Dividend Rec'd on	3,200	Shs.	896.00	
12/01/10	Dividend Rec'd on	3,200	Shs.	<u>960.00</u>	3,648.00

Allergan Inc

03/12/10	Dividend Rec'd on	3,290	Shs.	\$164.50	
06/08/10	Dividend Rec'd on	3,290	Shs.	164.50	
09/07/10	Dividend Rec'd on	3,290	Shs.	164.50	
12/01/10	Dividend Rec'd on	3,290	Shs.	<u>164.50</u>	658.00

American Express Company

02/10/10	Dividend Rec'd on	6,000	Shs.	\$1,080.00	
05/10/10	Dividend Rec'd on	6,000	Shs.	1,080.00	
08/10/10	Dividend Rec'd on	6,000	Shs.	1,080.00	
11/01/10	Dividend Rec'd on	6,000	Shs.	<u>1,080.00</u>	4,320.00

AT&T Inc

02/01/10	Dividend Rec'd on	9,300	Shs.	\$3,906.00	
05/03/10	Dividend Rec'd on	9,300	Shs.	3,906.00	
08/02/10	Dividend Rec'd on	9,300	Shs.	3,906.00	
11/01/10	Dividend Rec'd on	9,300	Shs.	<u>3,906.00</u>	15,624.00

Avon Products Inc

03/01/10	Dividend Rec'd on	7,800	Shs.	\$1,716.00	
06/01/10	Dividend Rec'd on	7,800	Shs.	1,716.00	
09/01/10	Dividend Rec'd on	7,800	Shs.	1,716.00	
12/01/10	Dividend Rec'd on	7,800	Shs.	<u>1,716.00</u>	6,864.00

Schedule A-3 (Cont'd)

Air Prods & Chems Inc

11/08/10	Dividend Rec'd on	1,500	Shs.		\$735.00
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Baxter International

10/01/10	Dividend Rec'd on	4,200	Shs.		1,218.00
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BNY Mellon Mid Cap Stock Fund
Class M Shares

01/19/10	Dividend Rec'd on	52,931.596	Shs.	\$318.04	
03/22/10	Dividend Rec'd on	52,931.596	Shs.	288.06	
04/12/10	Dividend Rec'd on	52,931.596	Shs.	347.59	
05/17/10	Dividend Rec'd on	52,931.596	Shs.	355.44	
06/14/10	Dividend Rec'd on	52,931.596	Shs.	340.98	
07/12/10	Dividend Rec'd on	52,931.596	Shs.	317.28	
08/16/10	Dividend Rec'd on	52,931.596	Shs.	321.86	
09/13/10	Dividend Rec'd on	52,931.596	Shs.	326.52	
10/12/10	Dividend Rec'd on	52,931.596	Shs.	330.74	
11/15/10	Dividend Rec'd on	52,931.596	Shs.	362.30	
12/10/10	Dividend Rec'd on	52,931.596	Shs.	158.79	
12/13/10	Dividend Rec'd on	52,931.596	Shs.	<u>369.05</u>	3,836.65

Cardinal Health Inc

04/15/10	Dividend Rec'd on	5,330	Shs.	\$932.75	
07/15/10	Dividend Rec'd on	5,330	Shs.	1,039.35	
10/15/10	Dividend Rec'd on	5,330	Shs.	<u>1,039.35</u>	3,011.45

Caterpillar Inc

02/22/10	Dividend Rec'd on	3,325	Shs.	\$1,396.50	
05/20/10	Dividend Rec'd on	3,325	Shs.	1,396.50	
08/20/10	Dividend Rec'd on	3,325	Shs.	1,463.00	
11/22/10	Dividend Rec'd on	3,325	Shs.	<u>1,463.00</u>	5,719.00

Chevron Corporation

03/10/10	Dividend Rec'd on	4,350	Shs.	\$2,958.00	
06/10/10	Dividend Rec'd on	4,350	Shs.	3,132.00	
09/10/10	Dividend Rec'd on	4,350	Shs.	3,132.00	
12/10/10	Dividend Rec'd on	4,350	Shs.	<u>3,132.00</u>	12,354.00

Colgate Palmolive Company

02/16/10	Dividend Rec'd on	4,600	Shs.	\$2,024.00	
05/14/10	Dividend Rec'd on	4,600	Shs.	2,438.00	

Schedule A-3 (Cont'd)

Colgate Palmolive Company
(Cont'd)

08/13/10	Dividend Rec'd on	4,600	Shs.	\$2,438.00	
11/15/10	Dividend Rec'd on	4,600	Shs.	<u>2,438.00</u>	\$9,338.00

ConocoPhillips

03/01/10	Dividend Rec'd on	4,900	Shs.	\$2,450.00	
06/01/10	Dividend Rec'd on	2,450	Shs.	1,347.50	
09/01/10	Dividend Rec'd on	2,450	Shs.	1,347.50	
12/01/10	Dividend Rec'd on	2,450	Shs.	<u>1,347.50</u>	6,492.50

Dreyfus Diversified International Fund

04/12/10	Dividend Rec'd on	30,518.82	Shs.	\$21.78	
05/17/10	Dividend Rec'd on	30,518.82	Shs.	42.90	
06/14/10	Dividend Rec'd on	30,518.82	Shs.	39.55	
07/12/10	Dividend Rec'd on	30,518.82	Shs.	26.24	
08/16/10	Dividend Rec'd on	30,518.82	Shs.	41.52	
09/13/10	Dividend Rec'd on	30,518.82	Shs.	57.30	
10/12/10	Dividend Rec'd on	30,518.82	Shs.	55.74	
11/15/10	Dividend Rec'd on	30,518.82	Shs.	61.65	
12/13/10	Dividend Rec'd on	30,518.82	Shs.	58.38	
12/31/10	Dividend Rec'd on	30,518.82	Shs.	<u>4,931.84</u>	5,336.90

Dreyfus Emerging Markets Fund-I

04/12/10	Dividend Rec'd on	25,337.837	Shs.	\$85.80	
05/17/10	Dividend Rec'd on	25,337.837	Shs.	189.94	
06/14/10	Dividend Rec'd on	25,337.837	Shs.	179.58	
07/12/10	Dividend Rec'd on	25,337.837	Shs.	173.06	
08/16/10	Dividend Rec'd on	25,337.837	Shs.	185.09	
09/13/10	Dividend Rec'd on	25,337.837	Shs.	191.60	
10/12/10	Dividend Rec'd on	25,337.837	Shs.	191.94	
11/15/10	Dividend Rec'd on	25,337.837	Shs.	211.06	
12/13/10	Dividend Rec'd on	25,337.837	Shs.	203.93	
12/20/10	Dividend Rec'd on	25,337.837	Shs.	1,971.28	
12/31/10	Dividend Rec'd on	25,337.837	Shs.	<u>228.04</u>	3,811.32

Dreyfus S&P Midcap Index

04/12/10	Dividend Rec'd on	11,088.71	Shs.	\$26.70	
05/17/10	Dividend Rec'd on	11,088.71	Shs.	59.55	
06/14/10	Dividend Rec'd on	11,088.71	Shs.	58.27	
07/12/10	Dividend Rec'd on	11,088.71	Shs.	54.46	
08/16/10	Dividend Rec'd on	11,088.71	Shs.	55.45	

Schedule A-3 (Cont'd)

Dreyfus S&P Midcap Index

(Cont'd)

09/13/10	Dividend Rec'd on	11,088.71 Shs.	\$56.02	
10/12/10	Dividend Rec'd on	11,088.71 Shs.	56.57	
11/15/10	Dividend Rec'd on	11,088.71 Shs.	61.51	
12/13/10	Dividend Rec'd on	11,088.71 Shs.	62.02	
12/30/10	Dividend Rec'd on	11,088.71 Shs.	<u>2,470.56</u>	\$2,961.11

Dreyfus Strategic International
Stock Fund

04/12/10	Dividend Rec'd on	23,942.539 Shs.	\$68.60	
05/17/10	Dividend Rec'd on	23,942.539 Shs.	149.68	
06/14/10	Dividend Rec'd on	23,942.539 Shs.	142.05	
07/12/10	Dividend Rec'd on	23,942.539 Shs.	136.33	
08/16/10	Dividend Rec'd on	23,942.539 Shs.	144.84	
09/13/10	Dividend Rec'd on	23,942.539 Shs.	147.64	
10/12/10	Dividend Rec'd on	23,942.539 Shs.	148.71	
11/15/10	Dividend Rec'd on	23,942.539 Shs.	161.47	
12/13/10	Dividend Rec'd on	23,942.539 Shs.	157.42	
12/31/10	Dividend Rec'd on	23,942.539 Shs.	<u>2,583.40</u>	3,840.14

Dreyfus Select Managers Small Cap
Value Fund

04/12/10	Dividend Rec'd on	4,080.522 Shs.	\$25.69	
05/17/10	Dividend Rec'd on	4,080.522 Shs.	57.36	
06/14/10	Dividend Rec'd on	4,080.522 Shs.	56.43	
07/12/10	Dividend Rec'd on	4,080.522 Shs.	52.56	
08/16/10	Dividend Rec'd on	4,080.522 Shs.	53.25	
09/13/10	Dividend Rec'd on	4,080.522 Shs.	52.98	
10/12/10	Dividend Rec'd on	4,080.522 Shs.	53.10	
11/15/10	Dividend Rec'd on	4,080.522 Shs.	58.64	
12/13/10	Dividend Rec'd on	4,080.522 Shs.	<u>59.35</u>	469.36

Dreyfus Opportunistic Small Cap
Fund

04/12/10	Dividend Rec'd on	2,875.767 Shs.	\$21.36	
05/17/10	Dividend Rec'd on	2,875.767 Shs.	48.20	
06/14/10	Dividend Rec'd on	2,875.767 Shs.	47.10	
07/12/10	Dividend Rec'd on	2,875.767 Shs.	42.85	
08/16/10	Dividend Rec'd on	2,875.767 Shs.	42.96	
09/13/10	Dividend Rec'd on	2,875.767 Shs.	43.16	
10/12/10	Dividend Rec'd on	2,875.767 Shs.	43.30	
11/15/10	Dividend Rec'd on	2,875.767 Shs.	48.41	
12/13/10	Dividend Rec'd on	2,875.767 Shs.	49.23	

Schedule A-3 (Cont'd)

Dreyfus Opportunistic Small Cap Fund

(Cont'd)

12/15/10	Dividend Rec'd on	2,875.767	Shs.	<u>\$8.63</u>	\$395.20
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Duke Energy Corp

03/16/10	Dividend Rec'd on	10,825	Shs.	\$2,598.00	
06/16/10	Dividend Rec'd on	10,825	Shs.	2,598.00	
09/16/10	Dividend Rec'd on	10,825	Shs.	2,652.13	
12/16/10	Dividend Rec'd on	10,825	Shs.	<u>2,652.13</u>	10,500.26

DuPont (E I) De Nemours & Company

03/12/10	Dividend Rec'd on	4,200	Shs.	\$1,722.00	
06/11/10	Dividend Rec'd on	4,200	Shs.	1,722.00	
09/10/10	Dividend Rec'd on	4,200	Shs.	1,722.00	
12/14/10	Dividend Rec'd on	4,200	Shs.	<u>1,722.00</u>	6,888.00

Eaton Corp

02/26/10	Dividend Rec'd on	2,400	Shs.	\$1,200.00	
05/28/10	Dividend Rec'd on	2,400	Shs.	1,200.00	
08/27/10	Dividend Rec'd on	2,400	Shs.	1,392.00	
11/26/10	Dividend Rec'd on	2,400	Shs.	<u>1,392.00</u>	5,184.00

Emerson Electric Co

03/10/10	Dividend Rec'd on	6,125	Shs.	\$2,051.88	
06/10/10	Dividend Rec'd on	6,125	Shs.	2,051.88	
09/10/10	Dividend Rec'd on	6,125	Shs.	2,051.88	
12/10/10	Dividend Rec'd on	6,125	Shs.	<u>2,113.13</u>	8,268.77

Exxon Mobil Corp

03/10/10	Dividend Rec'd on	7,125	Shs.	\$2,992.50	
06/10/10	Dividend Rec'd on	6,125	Shs.	2,695.00	
09/10/10	Dividend Rec'd on	6,125	Shs.	2,695.00	
12/10/10	Dividend Rec'd on	6,125	Shs.	<u>2,695.00</u>	11,077.50

Freeport-McMoran Copper & Gold Inc

02/01/10	Dividend Rec'd on	3,000	Shs.	\$450.00	
05/03/10	Dividend Rec'd on	3,000	Shs.	450.00	
08/02/10	Dividend Rec'd on	3,000	Shs.	900.00	
11/01/10	Dividend Rec'd on	3,000	Shs.	900.00	

Schedule A-3 (Cont'd)

Freeport-McMoran Copper & Gold Inc

(Cont'd)

12/30/10	Dividend Rec'd on	3,000	Shs.	<u>\$3,000.00</u>	\$5,700.00
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General Electric Company

01/25/10	Dividend Rec'd on	14,500	Shs.	\$1,450.00	
04/26/10	Dividend Rec'd on	14,500	Shs.	1,450.00	
07/26/10	Dividend Rec'd on	14,500	Shs.	1,450.00	
10/25/10	Dividend Rec'd on	14,500	Shs.	<u>1,740.00</u>	6,090.00

Hewlett Packard Co

01/06/10	Dividend Rec'd on	6,300	Shs.	\$504.00	
04/07/10	Dividend Rec'd on	6,300	Shs.	504.00	
07/07/10	Dividend Rec'd on	6,300	Shs.	504.00	
10/06/10	Dividend Rec'd on	6,300	Shs.	504.00	
12/30/10	Dividend Rec'd on	6,300	Shs.	<u>504.00</u>	2,520.00

Home Depot Inc

03/25/10	Dividend Rec'd on	7,350	Shs.	\$1,736.44	
06/17/10	Dividend Rec'd on	7,350	Shs.	1,736.44	
09/16/10	Dividend Rec'd on	7,350	Shs.	1,736.44	
12/16/10	Dividend Rec'd on	7,350	Shs.	<u>1,736.44</u>	6,945.76

Honeywell Int Inc

03/10/10	Dividend Rec'd on	4,375	Shs.	\$1,323.44	
06/10/10	Dividend Rec'd on	4,375	Shs.	1,323.44	
09/10/10	Dividend Rec'd on	4,375	Shs.	1,323.44	
12/10/10	Dividend Rec'd on	4,375	Shs.	<u>1,323.44</u>	5,293.76

Intel Corp

03/01/10	Dividend Rec'd on	17,675	Shs.	\$2,783.81	
06/01/10	Dividend Rec'd on	17,675	Shs.	2,783.81	
09/01/10	Dividend Rec'd on	17,675	Shs.	2,783.81	
12/01/10	Dividend Rec'd on	17,675	Shs.	<u>2,783.81</u>	11,135.24

International Business Machines Corporation

03/10/10	Dividend Rec'd on	2,500	Shs.	\$1,375.00	
06/10/10	Dividend Rec'd on	2,500	Shs.	1,625.00	
09/10/10	Dividend Rec'd on	2,500	Shs.	1,625.00	

Schedule A-3 (Cont'd)

International Business Machines Corporation
(Cont'd)

12/10/10	Dividend Rec'd on	2,500	Shs.	<u>\$1,625.00</u>	\$6,250.00
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International Game Technology

04/09/10	Dividend Rec'd on	9,870	Shs.	\$592.20	
07/09/10	Dividend Rec'd on	9,870	Shs.	592.20	
10/08/10	Dividend Rec'd on	9,870	Shs.	<u>592.20</u>	1,776.60

Invesco Limited

03/10/10	Dividend Rec'd on	11,040	Shs.	\$1,131.60	
06/09/10	Dividend Rec'd on	11,040	Shs.	1,214.40	
09/09/10	Dividend Rec'd on	11,040	Shs.	1,214.40	
12/08/10	Dividend Rec'd on	11,040	Shs.	<u>1,214.40</u>	4,774.80

Ishares Msci Emerging Markets Index Fund

06/30/10	Dividend Rec'd on	6,975	Shs.	\$1,824.68	
12/30/10	Dividend Rec'd on	6,975	Shs.	<u>2,506.92</u>	4,331.60

Ishares Msci Eafe Index Fd

06/29/10	Dividend Rec'd on	10,650	Shs.	\$9,144.42	
12/30/10	Dividend Rec'd on	10,650	Shs.	<u>5,731.77</u>	14,876.19

Johnson & Johnson

03/09/10	Dividend Rec'd on	4,300	Shs.	\$2,107.00	
06/15/10	Dividend Rec'd on	4,300	Shs.	2,322.00	
09/14/10	Dividend Rec'd on	4,300	Shs.	2,322.00	
12/14/10	Dividend Rec'd on	4,300	Shs.	<u>2,322.00</u>	9,073.00

Johnson Ctls Inc

01/04/10	Dividend Rec'd on	5,700	Shs.	\$741.00	
04/02/10	Dividend Rec'd on	5,700	Shs.	741.00	
07/02/10	Dividend Rec'd on	5,700	Shs.	741.00	
10/04/10	Dividend Rec'd on	5,700	Shs.	<u>741.00</u>	2,964.00

Kraft Foods Inc Cl A

01/13/10	Dividend Rec'd on	5,825	Shs.	\$1,689.25	
04/14/10	Dividend Rec'd on	5,825	Shs.	<u>1,689.25</u>	

Schedule A-3 (Cont'd)

Kraft Foods Inc Cl A

(Cont'd)

07/14/10	Dividend Rec'd on	5,825	Shs.	\$1,689.25	
10/14/10	Dividend Rec'd on	5,825	Shs.	<u>1,689.25</u>	\$6,757.00

Mastercard Inc

02/10/10	Dividend Rec'd on	800	Shs.	\$120.00	
05/10/10	Dividend Rec'd on	800	Shs.	120.00	
08/10/10	Dividend Rec'd on	800	Shs.	120.00	
11/10/10	Dividend Rec'd on	800	Shs.	<u>120.00</u>	480.00

McDonald's Corporation

03/15/10	Dividend Rec'd on	3,275	Shs.	\$1,801.25	
06/15/10	Dividend Rec'd on	3,275	Shs.	1,801.25	
09/16/10	Dividend Rec'd on	3,275	Shs.	1,801.25	
12/15/10	Dividend Rec'd on	3,275	Shs.	<u>1,997.75</u>	7,401.50

Medtronic Inc

01/29/10	Dividend Rec'd on	3,200	Shs.	\$656.00	
04/30/10	Dividend Rec'd on	3,200	Shs.	656.00	
07/30/10	Dividend Rec'd on	3,200	Shs.	720.00	
10/29/10	Dividend Rec'd on	3,200	Shs.	<u>720.00</u>	2,752.00

Merck & Co

01/08/10	Dividend Rec'd on	9,690	Shs.	\$3,682.20	
04/07/10	Dividend Rec'd on	9,690	Shs.	3,682.20	
07/08/10	Dividend Rec'd on	9,690	Shs.	3,682.20	
10/07/10	Dividend Rec'd on	9,690	Shs.	<u>3,682.20</u>	14,728.80

Microsoft Corporation

03/11/10	Dividend Rec'd on	7,700	Shs.	\$1,001.00	
06/10/10	Dividend Rec'd on	7,700	Shs.	1,001.00	
09/09/10	Dividend Rec'd on	7,700	Shs.	1,001.00	
12/09/10	Dividend Rec'd on	7,700	Shs.	<u>1,232.00</u>	4,235.00

Midcap SPDR Trust Series 1

01/29/10	Dividend Rec'd on	3,800	Shs.	\$1,854.97	
05/04/10	Dividend Rec'd on	1,900	Shs.	752.63	
07/30/10	Dividend Rec'd on	1,900	Shs.	700.17	
10/29/10	Dividend Rec'd on	1,900	Shs.	<u>538.18</u>	3,845.95

Schedule A-3 (Cont'd)

JP Morgan Chase & Co

02/01/10	Dividend Rec'd on	9,600	Shs.	\$480.00	
04/30/10	Dividend Rec'd on	9,600	Shs.	480.00	
08/02/10	Dividend Rec'd on	9,600	Shs.	480.00	
11/01/10	Dividend Rec'd on	9,600	Shs.	<u>480.00</u>	\$1,920.00

Occidental Petroleum Corp

01/15/10	Dividend Rec'd on	2,300	Shs.	\$759.00	
04/15/10	Dividend Rec'd on	2,300	Shs.	759.00	
07/15/10	Dividend Rec'd on	2,300	Shs.	874.00	
10/15/10	Dividend Rec'd on	2,300	Shs.	<u>874.00</u>	3,266.00

Pepsico Inc

01/04/10	Dividend Rec'd on	5,500	Shs.	\$2,475.00	
03/31/10	Dividend Rec'd on	5,500	Shs.	2,475.00	
06/30/10	Dividend Rec'd on	5,500	Shs.	2,640.00	
09/30/10	Dividend Rec'd on	5,500	Shs.	<u>2,640.00</u>	10,230.00

Pfizer Inc

03/02/10	Dividend Rec'd on	7,800	Shs.	\$1,404.00	
06/01/10	Dividend Rec'd on	7,800	Shs.	1,404.00	
09/01/10	Dividend Rec'd on	7,800	Shs.	1,404.00	
12/01/10	Dividend Rec'd on	7,800	Shs.	<u>1,404.00</u>	5,616.00

Philip Morris International

01/11/10	Dividend Rec'd on	4,550	Shs.	\$2,639.00	
04/09/10	Dividend Rec'd on	4,550	Shs.	2,639.00	
07/09/10	Dividend Rec'd on	4,550	Shs.	2,639.00	
10/08/10	Dividend Rec'd on	4,550	Shs.	<u>2,912.00</u>	10,829.00

The Procter & Gamble Company

02/16/10	Dividend Rec'd on	4,650	Shs.	\$2,046.00	
05/17/10	Dividend Rec'd on	4,650	Shs.	2,240.37	
08/16/10	Dividend Rec'd on	4,650	Shs.	2,240.37	
11/15/10	Dividend Rec'd on	4,650	Shs.	<u>2,240.37</u>	8,767.11

Questar Corp

12/13/10	Dividend Rec'd on	5,000	Shs.		700.00
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Schedule A-3 (Cont'd)

Schlumberger Limited

01/08/10	Dividend Rec'd on	3,100	Shs.	\$651.00	
04/02/10	Dividend Rec'd on	3,100	Shs.	651.00	
07/02/10	Dividend Rec'd on	3,100	Shs.	651.00	
10/01/10	Dividend Rec'd on	3,100	Shs.	<u>651.00</u>	\$2,604.00

State Street Corp

04/16/10	Dividend Rec'd on	4,380	Shs.	\$43.80	
07/16/10	Dividend Rec'd on	4,380	Shs.	43.80	
10/15/10	Dividend Rec'd on	4,380	Shs.	<u>43.80</u>	131.40

Teva Pharmaceuticals Inds Adr

03/17/10	Dividend Rec'd on	5,350	Shs.	\$986.04	
03/17/10	Dividend Rec'd on	5,350	Shs.		
	Foreign Tax Withheld			108.46-	
06/04/10	Dividend Rec'd on	5,350	Shs.	959.20	
06/04/10	Dividend Rec'd on	5,350	Shs.		
	foreign tax withheld			86.33-	
08/26/10	Dividend Rec'd on	5,350	Shs.	981.78	
08/26/10	Dividend Rec'd on	5,350	Shs.		
	foreign tax withheld			<u>88.36-</u>	2,643.87

Texas Instruments Inc

05/17/10	Dividend Rec'd on	7,850	Shs.	\$942.00	
08/16/10	Dividend Rec'd on	7,850	Shs.	942.00	
11/22/10	Dividend Rec'd on	7,850	Shs.	<u>1,020.50</u>	2,904.50

Textron Inc

01/04/10	Dividend Rec'd on	4,500	Shs.	\$90.00	
04/01/10	Dividend Rec'd on	4,500	Shs.	90.00	
07/01/10	Dividend Rec'd on	4,500	Shs.	90.00	
10/01/10	Dividend Rec'd on	4,500	Shs.	<u>90.00</u>	360.00

Union Pac Corp

01/04/10	Dividend Rec'd on	3,975	Shs.	\$1,073.25	
04/01/10	Dividend Rec'd on	3,975	Shs.	1,073.25	
07/01/10	Dividend Rec'd on	3,975	Shs.	1,311.75	
10/01/10	Dividend Rec'd on	3,975	Shs.	<u>1,311.75</u>	4,770.00

United Techonolgies Corp

03/10/10	Dividend Rec'd on	3,850	Shs.	\$1,636.25	
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Schedule A-3 (Cont'd)

United Techonolgies Corp

(Cont'd)

06/10/10	Dividend Rec'd on	3,850	Shs.	\$1,636.25	
09/10/10	Dividend Rec'd on	3,850	Shs.	1,636.25	
12/10/10	Dividend Rec'd on	3,850	Shs.	<u>1,636.25</u>	\$6,545.00

US Bancorp

10/15/10	Dividend Rec'd on	3,500	Shs.		175.00
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Verizon Communications

02/01/10	Dividend Rec'd on	6,525	Shs.	\$3,099.38	
05/03/10	Dividend Rec'd on	6,525	Shs.	3,099.38	
08/02/10	Dividend Rec'd on	6,525	Shs.	3,099.38	
11/01/10	Dividend Rec'd on	6,525	Shs.	<u>3,180.94</u>	12,479.08

Valero Energy Corp New

06/16/10	Dividend Rec'd on	7,540	Shs.	\$377.00	
09/15/10	Dividend Rec'd on	7,540	Shs.	377.00	
12/15/10	Dividend Rec'd on	7,540	Shs.	<u>377.00</u>	1,131.00

Vanguard Small-Cap Vipers

03/29/10	Dividend Rec'd on	2,340	Shs.	\$21.06	
12/31/10	Dividend Rec'd on	2,340	Shs.	<u>1,958.58</u>	1,979.64

V F Corp

12/20/10	Dividend Rec'd on	1,300	Shs.		819.00
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Wal Mart Stores Inc

01/04/10	Dividend Rec'd on	7,600	Shs.	\$2,071.00	
04/05/10	Dividend Rec'd on	7,600	Shs.	2,299.00	
06/01/10	Dividend Rec'd on	7,600	Shs.	2,299.00	
09/07/10	Dividend Rec'd on	7,600	Shs.	<u>2,299.00</u>	8,968.00

Wells Fargo & Company

03/01/10	Dividend Rec'd on	5,900	Shs.	\$295.00	
06/01/10	Dividend Rec'd on	5,900	Shs.	295.00	
09/01/10	Dividend Rec'd on	5,900	Shs.	295.00	
12/01/10	Dividend Rec'd on	8,500	Shs.	<u>425.00</u>	1,310.00

Schedule A-3 (Cont'd)

Comcast Corporation New Class A

01/27/10	Dividend Rec'd on	10,000	Shs.	\$945.00	
04/28/10	Dividend Rec'd on	10,000	Shs.	<u>945.00</u>	\$1,890.00

CVS Caremark Corp

02/02/10	Dividend Rec'd on	9,850	Shs.		861.88
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Dreyfus PR Lrg Cap Val FD CL I

03/23/10	Dividend Rec'd on	4,080.522	Shs.		13.87
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Exelon Corp

03/10/10	Dividend Rec'd on	3,500	Shs.		1,837.50
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Monsanto Co

01/29/10	Dividend Rec'd on	1,575	Shs.	\$417.38	
04/30/10	Dividend Rec'd on	1,575	Shs.	<u>417.38</u>	834.76

Novartis AG Sponsored ADR

04/13/10	Dividend Rec'd on	2,300	Shs.		4,481.23
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Omnicom Group Inc

01/04/10	Dividend Rec'd on	4,450	Shs.	\$667.50	
04/02/10	Dividend Rec'd on	4,450	Shs.	<u>890.00</u>	1,557.50

Oracle Corporation

02/09/10	Dividend Rec'd on	13,000	Shs.		650.00
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Praxair Inc

03/15/10	Dividend Rec'd on	1,800	Shs.		810.00
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Staples Inc

01/14/10	Dividend Rec'd on	8,400	Shs.		693.00
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Tyco International LTD

02/24/10	Dividend Rec'd on	4,800	Shs.		1,074.72
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Schedule A-3 (Cont'd)

Vale SA-Sp ADR

03/17/10	Dividend Rec'd on	7,540	Shs.	\$377.00	
05/07/10	Dividend Rec'd			1,747.51	
05/07/10	Dividend Rec'd				
	foreign tax withheld			262.13-	
05/12/10	Dividend Rec'd				
	ADR fee			<u>108.00-</u>	\$1,754.38

Williams Co Inc

03/29/10	Dividend Rec'd on	13,970	Shs.		1,536.70
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Xto Energy Inc

01/15/10	Dividend Rec'd on	5,000	Shs.		<u>625.00</u>
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TOTAL SCHEDULE A-3

\$375,247.50
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Schedule A-4

INTEREST RECEIVED

Abbott Laboratories

5.875% Due 05/15/16

05/17/10	Interest	Rec'd on	\$125,000.00	\$3,671.88	
11/15/10	Interest	Rec'd on	\$125,000.00	<u>3,671.88</u>	\$7,343.76

Lion Connecticut Holding (Aetna)

7.25% Due 08/15/23

02/16/10	Interest	Rec'd on	\$34,000.00	\$1,232.50	
08/16/10	Interest	Rec'd on	\$34,000.00	<u>1,232.50</u>	2,465.00

Allstate Corporation

7.5% Due 06/15/13

06/15/10	Interest	Rec'd on	\$100,000.00	\$3,750.00	
12/15/10	Interest	Rec'd on	\$100,000.00	<u>3,750.00</u>	7,500.00

American Express Credit Corp

5% Due 12/02/10

06/02/10	Interest	Rec'd on	\$250,000.00	\$6,250.00	
12/02/10	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Anheuser Busch

5% Due 03/01/19

03/01/10	Interest	Rec'd on	\$250,000.00	\$6,250.00	
09/01/10	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Bank of America Corp

7.75% Due 08/15/15

02/16/10	Interest	Rec'd on	\$50,000.00	\$1,937.50	
08/16/10	Interest	Rec'd on	\$50,000.00	<u>1,937.50</u>	3,875.00

Barclays Bank PLC

5% Due 09/22/16

04/06/10	Interest	Rec'd on	\$200,000.00	\$388.89-	
09/22/10	Interest	Rec'd on	\$200,000.00	<u>5,000.00</u>	4,611.11

Blackrock Inc

6.25% Due 09/15/17

04/08/10	Interest	Rec'd		\$798.61-	
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Schedule A-4 (Cont'd)

Blackrock Inc

6.25% Due 09/15/17

(Cont'd)

09/15/10	Interest Rec'd on	\$200,000.00	<u>\$6,250.00</u>	\$5,451.39
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Cisco Systems Inc

4.45% Due 01/15/20

04/06/10	Interest Rec'd		\$2,002.50-	
07/15/10	Interest Rec'd on	\$200,000.00	<u>4,450.00</u>	2,447.50

Coca Cola Company

5.75% Due 03/15/11

03/15/10	Interest Rec'd on	\$500,000.00	\$14,375.00	
09/15/10	Interest Rec'd on	\$500,000.00	<u>14,375.00</u>	28,750.00

Comcast Corporation

5.3% Due 01/15/14

01/15/10	Interest Rec'd on	\$250,000.00	\$6,625.00	
07/15/10	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Dominion Resources Inc

5% Due 03/15/13

03/15/10	Interest Rec'd on	\$250,000.00	\$6,250.00	
09/15/10	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Federated Government Obligation

Fund (Fund #395)

01/04/10	Interest Rec'd		\$44.01	
02/01/10	Interest Rec'd		13.33	
03/01/10	Interest Rec'd		9.61	
04/01/10	Interest Rec'd		14.81	
05/04/10	Interest Rec'd		3.54	
06/01/10	Interest Rec'd		11.51	
07/01/10	Interest Rec'd		11.60	
08/02/10	Interest Rec'd		10.28	
09/01/10	Interest Rec'd		13.29	
10/01/10	Interest Rec'd		10.79	
11/01/10	Interest Rec'd		20.64	
12/01/10	Interest Rec'd		<u>19.43</u>	182.84

Schedule A-4 (Cont'd)

General Electric Company

5% Due 02/01/13

02/01/10	Interest Rec'd on	\$500,000.00	\$12,500.00	
08/02/10	Interest Rec'd on	\$500,000.00	<u>12,500.00</u>	\$25,000.00

Goldman Sachs Group Inc

5.5% Due 11/15/14

05/17/10	Interest Rec'd on	\$250,000.00	\$6,875.00	
07/15/10	Interest Rec'd on	\$250,000.00	6,437.50	
11/15/10	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	20,187.50

Goldman Sachs Group Inc

5.15% Due 01/15/14

01/15/10	Interest Rec'd on	\$250,000.00		6,437.50
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Merrill Lynch & Company

5.3% Due 09/30/15

03/30/10	Interest Rec'd on	\$250,000.00	\$6,625.00	
09/30/10	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Northern States Power Minn

7.125% Due 07/01/25

01/04/10	Interest Rec'd on	\$300,000.00	\$10,687.50	
07/01/10	Interest Rec'd on	\$300,000.00	<u>10,687.50</u>	21,375.00

Novartis Secs Invet LTD

5.125% Due 02/10/19

04/06/10	Interest Rec'd		\$1,594.44-	
04/13/10	Interest Rec'd on	\$200,000.00		
	ADR		672.18-	
04/14/10	Interest Rec'd on	\$200,000.00		
	ADR Fee		8.05-	
08/10/10	Interest Rec'd on	\$200,000.00	<u>5,125.00</u>	2,850.33

Oracle Corp

5.75% Due 04/15/18

04/06/10	Interest Rec'd		\$5,462.50-	
04/15/10	Interest Rec'd on	\$200,000.00	5,750.00	
10/15/10	Interest Rec'd on	\$200,000.00	<u>5,750.00</u>	6,037.50

Schedule A-4 (Cont'd)

Philip Morris Intl

4.5% Due 03/26/20

09/27/10	Interest Rec'd on	\$250,000.00	\$5,625.00	
08/27/10	Less: Interest Paid on Purchase		<u>4,718.75-</u>	\$906.25

SBC Communications

03/15/10	Interest Rec'd on	\$250,000.00	\$6,375.00	
09/15/10	Interest Rec'd on	\$250,000.00	<u>6,375.00</u>	12,750.00

Shell International Fin

3.25% Due 09/22/15

04/07/10	Interest Rec'd		\$270.83-	
09/22/10	Interest Rec'd on	\$200,000.00	<u>3,250.00</u>	2,979.17

Treasury Inflation IX

2% Due 01/15/26

01/20/10	Interest Rec'd on	\$490,113.00	\$4,902.84	
07/16/10	Interest Rec'd on	\$494,252.50	<u>4,944.56</u>	9,847.40

US Treasury Bill 9/30/10

09/30/10	Interest Rec'd on	\$1,000,000.00		1,160.25
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US Treasury Note

4.5% Due 02/28/11

04/29/10	Interest Rec'd		\$3,668.48-	
08/31/10	Interest Rec'd on	\$500,000.00	<u>11,250.00</u>	7,581.52

Verizon Communications

5.55% Due 02/15/16

02/16/10	Interest Rec'd on	\$250,000.00	\$6,937.50	
08/16/10	Interest Rec'd on	\$250,000.00	<u>6,937.50</u>	13,875.00

Wal Mart Stores Inc

4.75% Due 08/15/10

02/16/10	Interest Rec'd on	\$250,000.00	\$5,937.50	
08/16/10	Interest Rec'd on	\$250,000.00	<u>5,937.50</u>	11,875.00

Schedule A-4 (Cont'd)

Wyeth			
<u>5.5% Due 02/01/14</u>			
02/01/10	Interest Rec'd on	\$250,000.00	\$6,875.00
08/02/10	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>
			\$13,750.00
US Treasury Notes			
<u>5.125% Due 05/15/16</u>			
04/28/10	Interest Rec'd on	\$500,000.00	<u>11,609.12</u>
TOTAL SCHEDULE A-4			\$294,848.14
			=====

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2010

Line 10 a	U S and State Government Obligations	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
\$ 495,854.50	Treasury Inflation Index, 2% due 1/15/2026	\$ 471,503.44	\$ 526,498.84
\$500,000	U.S. Treasury Notes, 4.5% due 2/28/11	\$ 517,111.05	\$ 503,340.00
		<u>\$ 988,614.49</u>	<u>\$ 1,029,838.84</u>

Henry E Niles Foundation
E I N. 06-1252486

Part II Balance Sheet

December 31, 2010

Line 10 b	Corporate Stock	BOOK VALUE	FAIR MARKET VALUE
4,300 shs	Abbott Laboratories	\$ 169,586 00	\$ 206,013 00
8,000 shs	Accenture Ltd, Class A	\$ 182,988 53	\$ 387,920.00
1,500 shs	Air Products & Chemicals Inc	\$ 109,873 05	\$ 136,425.00
3,200 shs	Aflac Inc	\$ 168,498 56	\$ 180,576 00
3,290 shs	Allergan Inc	\$ 190,818 68	\$ 225,924 30
6,000 shs	American Express Companies	\$ 121,119.67	\$ 257,520 00
2,600 shs	Amgen Inc	\$ 133,532 36	\$ 142,740 00
1,866 shs	Apple Computer Inc	\$ 161,023.11	\$ 601,896 96
9,300 shs	AT&T Inc	\$ 348,558 87	\$ 273,234 00
7,800 shs	Avon Products Inc	\$ 200,238.47	\$ 226,668 00
4,200 shs	Baxter International	\$ 185,556 00	\$ 212,604.00
52,931 596 shs	BNYMellon Mid Cap Stock Fund	\$ 650,000 00	\$ 648,412 05
5,330 000 shs	Cardinal Health Inc.	\$ 183,016 21	\$ 204,192.30
3,325 000 shs	Catepillar Inc.	\$ 111,515.18	\$ 311,419.50
600 shs	Cayman III, LLC	\$ 600,000.00	\$ 507,672.00
4,350 shs	Chevron Corporation	\$ 296,894 21	\$ 396,937 50
4,670 shs	Cisco Sys Inc	\$ 92,762.79	\$ 94,474.10
32,000 shs	Citigroup Inc	\$ 136,640 00	\$ 151,360 00
3,000 shs	Colgate Palmolive Company	\$ 104,343 75	\$ 241,110 00
2,450 shs	ConocoPhillips	\$ 99,612 15	\$ 166,845 00
30,518.82 shs	Dreyfus Diversified International Fund	\$ 300,000.00	\$ 317,700 92
25,337 837 shs	Dreyfus Emerging Markets Fund - I	\$ 300,000 00	\$ 343,327 69
2,875.767 shs	Dreyfus Opportunistic Small Cap Fund	\$ 75,000 00	\$ 86,733 13
11,088.71 shs	Dreyfus S&P Midcap Index	\$ 275,000 00	\$ 309,153.23
4,080.522 shs	Dreyfus Select Managers Small Cap Value Fund	\$ 75,000.00	\$ 81,692.05
23,942 539 shs	Dreyfus Strategic International Stock Fund	\$ 300,000.00	\$ 328,012 78
10,825 shs	Duke Energy Hldg Corp	\$ 201,615.63	\$ 192,793 25
4,200 shs	Du Pont, E I	\$ 186,901.88	\$ 209,496.00
2,400 shs	Eaton Corporation	\$ 181,073.61	\$ 243,624.00
6,125 shs	Emerson Electric Company	\$ 269,659.71	\$ 350,166 25
6,125 shs	Exxon Mobil Corporation	\$ 259,566 74	\$ 447,860 00
3,000 shs	Freeport McMoran	\$ 78,929.14	\$ 360,270.00
14,500 shs	General Electric	\$ 347,422.65	\$ 265,205.00
420 shs	Google Inc	\$ 233,670.36	\$ 249,467.40
6,300 shs	Hewlett Packard Co	\$ 220,424 40	\$ 265,230.00
7,350 shs	Home Depot	\$ 228,799.25	\$ 257,691 00
4,375 shs	Honeywell International, Inc	\$ 149,400.84	\$ 232,575 00
17,675 shs	Intel	\$ 385,936.45	\$ 371,705.25
2,500 shs	International Business Machines	\$ 228,721 39	\$ 366,900.00
9,870 shs	International Game Technology	\$ 188,586.09	\$ 174,600 30
11,040 shs	Invesco Limited	\$ 222,788.30	\$ 265,622 40
6,975 shs	Ishares MSCI Emerging Markets	\$ 259,361 19	\$ 332,302.95
10,650 shs	Ishares MSCI Eafe Index Fund	\$ 578,004 20	\$ 620,043.00
8,500 shs	Ishares S&P Gsci Commodity-Indexed Trust	\$ 218,110 00	\$ 289,850 00
3,000 shs	Johnson & Johnson	\$ 126,767 02	\$ 185,550.00
5,700 shs	Johnson Controls, Inc.	\$ 169,374.42	\$ 217,740.00
5,825 shs	Kraft Foods Inc Cl A	\$ 131,607.14	\$ 183,545 75
3,275 shs	McDonald's Corporation	\$ 187,506.66	\$ 251,389.00
3,200 shs	Medtronic, Inc	\$ 155,799 61	\$ 118,688 00
9,690 shs	Merck & Co.	\$ 350,456.16	\$ 349,227.60
7,700 shs	Microsoft Corporation	\$ 201,351 89	\$ 214,907.00
1,900 shs	Midcap SPDR Tr Unit Series 1	\$ 211,768.17	\$ 312,892.00
9,600 shs	J P Morgan Chase & Company	\$ 360,525.20	\$ 407,232.00
2,300 shs	Occidental Petroleum Corp.	\$ 129,488 90	\$ 225,630.00
5,500 shs	Pepsico, Inc	\$ 274,654.29	\$ 359,315.00
7,800 shs	Pfizer, Inc	\$ 236,084.21	\$ 136,578.00

4,550 shs	Philip Morris International	\$	220,812.87	\$	266,311.50
4,650 shs	Procter & Gamble Co.	\$	185,002.89	\$	299,134.50
5,000 shs	Questar Corp	\$	85,297.00	\$	87,050 00
3,100 shs	Schlumberger Limited	\$	202,038 78	\$	258,850 00
3,600 shs	Southwestern Energy Co	\$	137,859 84	\$	134,748 00
4,380 shs	State Street Corp	\$	195,358 51	\$	202,969.20
12,000 shs	Taiwan Semiconductor Mfg Co	\$	128,880 00	\$	150,480.00
3,500 shs	Union Pac Corp.	\$	166,877.90	\$	324,310 00
3,850 shs	United Technologies Corporation	\$	66,953 91	\$	303,072 00
3,500 shs	US Bancorp	\$	73,849 30	\$	94,395 00
7,540 shs	Valero Energy Corp. New	\$	144,089 40	\$	174,324.80
2,340 shs	Vanguard Small-Cap Vipers	\$	129,956 11	\$	169,954 20
5,200 shs	Verizon Communications	\$	189,004 05	\$	186,056 00
1,300 shs	V F Corp	\$	107,012 88	\$	112,034 00
7,600 shs	Wal Mart Stores, Inc.	\$	401,066.72	\$	409,868.00
8,230 shs	Walt Disney Co.	\$	245,050.72	\$	308,707 30
8,500 shs	Wells Fargo & Co.	\$	234,203 08	\$	263,415 00
1 shs	Worldcom, Inc	\$	-		
			\$15,459,247.05		\$19,244,339 16

Henry E. Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2010

Line 10 c	Corporate Bonds	BOOK VALUE	FAIR MARKET VALUE
\$125,000	Abbott Labs, 5 875%, due 5/15/2016	\$ 126,126 25	\$ 144,300 00
\$100,000	Allstate Corp, 7 5%, due 06/15/2013	\$ 108,578 10	\$ 113,010.00
\$250,000	Anheuser Busch Co , 5%, due 03/01/2019	\$ 238,270 00	\$ 264,735 00
\$50,000	Bank of America Copr, 7.75%, due 08/15/2015	\$ 55,019.55	\$ 55,851 00
\$200,000	Barclays Bank PLC 5%, due 09/22/2016	\$ 205,922.00	\$ 211,640 00
\$200,000	Blackrock Inc 6.25%, due 09/15/2017	\$ 220,048 00	\$ 225,138 00
\$200,000	Cisco Systems Inc. 4.45% due 01/15/2020	\$ 199,392 00	\$ 209,540 00
\$500,000	Coca Cola Company, 5 75% due 03/15/2011	\$ 528,660.00	\$ 505,225.00
\$250,000	Comcast Corporation, 5 3%, due 01/15/2014	\$ 244,895 00	\$ 272,340 00
\$250,000	Dominion Resources Inc , 5%, due 03/15/2013	\$ 250,202 50	\$ 268,560 00
\$500,000	General Electric Company, 5%, due 02/01/2013	\$ 490,305 00	\$ 534,485.00
\$250,000	Goldman Sachs Group, Inc , 5 15%, due 01/15/2014	\$ 244,445 00	\$ 269,265 00
\$250,000	Goldman Sachs Group, Inc , 5 5%, due 11/15/2014	\$ 258,540 00	\$ 270,362 50
\$34,000	Lion Connecticut Holding, 7 25%, due 08/15/2023	\$ 34,597 04	\$ 36,460.92
\$250,000	Merrill Lynch, 5 3%, due 09/30/2015	\$ 246,662.50	\$ 257,932 50
\$300,000	Northern States, 7 125%, due 07/01/2025	\$ 298,144.00	\$ 363,315 00
\$200,000	Novartis Secs Invet Ltd, 5.125%, due 02/10/2019	\$ 212,218.00	\$ 221,206 00
\$200,000	Oracle Corp , 5 75%, due 04/15/2018	\$ 220,374.00	\$ 228,790 00
\$250,000	Philip Morris Intl , 4 5%, due 03/26/2020	\$ 272,725 00	\$ 258,182 50
\$250,000	SBC Communications	\$ 243,215.00	\$ 273,525.00
\$200,000	Shell International Fin, 3 25%, due 09/22/2015	\$ 201,074 00	\$ 205,450.00
\$250,000	Verizon Communications, 5.55%, due 2/15/16	\$ 250,701.75	\$ 280,230 00
\$250,000	Wyeth, 5 5%, due 2/1/14	\$ 251,007 50	\$ 277,927 50
		\$5,401,122 19	\$5,747,470.92

Henry E Niles Foundation
E I N. 06-1252486

Part II Balance Sheet

December 31, 2010

Line 13	Other investements - 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 Estaets Assoc. Ltd Ptshp.	\$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>					
American Express Credit Corp					
5% Due 12/02/10					
12/02/10	\$250,000.00		\$250,000.00	\$246,255.00	\$3,745.00
Wal Mart Stores Inc					
4.75% Due 08/15/10					
08/16/10	\$250,000.00		250,000.00	248,372.50	1,627.50
US Treasury Notes					
5.125% Due 05/15/16					
04/28/10	\$500,000.00		563,259.72	504,042.97	59,216.75
<u>Stock and Common Funds</u>					
Apple Inc					
02/05/10	234	Shs.	45,657.50	20,192.61	25,464.89
05/03/10	350	Shs.	90,264.53	30,202.62	60,061.91
Cisco Systems Inc					
02/05/10	11,230	Shs.	256,153.04	223,067.71	33,085.33
Colgate Palmolive Company					
12/27/10	1,600	Shs.	127,805.83	55,650.00	72,155.83
ConocoPhillips					
05/03/10	2,450	Shs.	142,353.37	99,612.15	42,741.22

Schedule A-2 (Cont'd)

	<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>			
<u>Dreyfus S&P Midcap Index</u>			
12/30/10 11,088.71 Shs.			
Received capital gain distribution - Increase recognized on receipt	\$4,239.21	\$.00	\$4,239.21
<u>Dreyfus Select Managers Small Cap Value Fund</u>			
12/31/10 4,080.522 Shs.			
Received capital gain distribution - Increase recognized on receipt	1,303.32	.00	1,303.32
12/31/10 4,080.522 Shs.			
Received capital gain distribution - Increase recognized on receipt	3,449.67	.00	3,449.67
<u>Dreyfus Opportunistic Small Cap Fund</u>			
12/15/10 2,875.767 Shs.			
Received capital gain distribution - Increase recognized on receipt	946.13	.00	946.13
12/15/10 2,875.767 Shs.			
Received capital gain distribution - Increase recognized on receipt	468.75	.00	468.75
<u>Exxon Mobil Corp</u>			
05/03/10 1,000 Shs.	68,958.83	42,378.24	26,580.59
<u>Ishares Msci Emerging Markets Index Fund</u>			
03/22/10 6,975 Shs.	292,739.11	259,361.19	33,377.92

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Ishares Msci Eafe Index Fd</u>					
03/22/10	10,650	Shs.	\$597,633.12	\$578,004.21	\$19,628.91
<u>Johnson & Johnson</u>					
12/27/10	1,300	Shs.	81,001.63	54,932.38	26,069.25
<u>Mastercard Inc</u>					
10/28/10	800	Shs.	195,001.02	129,951.17	65,049.85
<u>Midcap SPDR Trust Series 1</u>					
03/22/10	1,900	Shs.	274,628.21	211,768.17	62,860.04
<u>Teva Pharmaceuticals Inds Adr</u>					
08/30/10	5,350	Shs.	269,099.92	210,148.00	58,951.92
<u>Texas Instruments Inc</u>					
11/24/10	7,850	Shs.	250,121.10	182,189.86	67,931.24
<u>Union Pac Corp</u>					
12/27/10	475	Shs.	43,730.33	22,647.72	21,082.61
<u>Vanguard Small-Cap Vipers</u>					
03/22/10	2,340	Shs.	147,986.04	129,956.11	18,029.93
<u>Fiserv Inc</u>					
02/10/10	4,000	Shs.	181,610.09	75,564.44	106,045.65
<u>Goldman Sachs Group</u>					
02/05/10	1,050	Shs.	163,155.53	119,362.38	43,793.15

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Novartis AG Sponsored ADR</u>					
05/03/10	2,300	Shs.	\$117,111.95	\$113,662.41	\$3,449.54
<u>Oracle Corporation</u>					
02/05/10	13,000	Shs.	306,126.60	279,208.15	26,918.45
<u>Praxair Inc</u>					
05/03/10	1,800	Shs.	150,606.33	116,282.71	34,323.62
<u>T J X Companies</u>					
02/05/10	4,300	Shs.	167,467.39	121,287.09	46,180.30
<u>Tyco International LTD</u>					
05/03/10	4,800	Shs.	191,386.20	162,694.24	28,691.96
<u>Vale SA-Sp ADR</u>					
05/03/10	7,200	Shs.	213,820.54	86,829.12	126,991.42
<u>Williams Co Inc</u>					
03/16/10	13,970	Shs.	317,813.45	292,180.43	25,633.02
<u>Xto Energy Inc</u>					
02/05/10	5,000	Shs.	<u>231,897.05</u>	<u>177,195.50</u>	<u>54,701.55</u>
TOTAL SCHEDULE A-2			\$5,997,795.51 =====	\$4,792,999.08 =====	\$1,204,796.43 =====

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>					
<u>US Treasury Bill 9/30/10</u>					
09/30/10	\$1,000,000.00		\$998,839.75	\$998,839.75	\$.00
<u>Stock and Common Funds</u>					
<u>Adobe Systems Inc</u>					
11/24/10	2,600	Shs.	108,552.86	75,247.14	33,305.72
<u>Frontier Communications Corp</u>					
08/24/10	0.2592	Shs.	2.59	2.00	.59
08/30/10	1,566	Shs.	15,676.44	11,746.05	3,930.39
<u>Textron Inc</u>					
12/16/10	4,500	Shs.	201,262.50	107,143.18	94,119.32
<u>Thermo Fisher Scientific Inc</u>					
03/04/10	2,450	Shs.	129,756.67	119,379.14	10,377.53
08/30/10	2,500	Shs.	132,404.76	108,248.16	24,156.60
<u>Verizon Communications</u>					
12/29/10	1,325	Shs.	48,159.69	46,957.73	1,201.96
<u>Comcast Corporation New Class A</u>					
05/03/10	10,000	Shs.	208,049.70	186,497.84	21,551.86
<u>CVS Caremark Corp</u>					
02/05/10	9,850	Shs.	357,612.40	327,676.77	29,935.63
<u>Exelon Corp</u>					
03/16/10	3,500	Shs.	230,258.98	156,714.01	73,544.97

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Gilead Sciences Inc</u>					
05/03/10	4,220	Shs.	\$203,572.38	\$170,446.71	\$33,125.67
<u>Ishares Russell 1000 Growth Index Fund</u>					
03/15/10	13,550	Shs.	706,812.43	691,041.21	15,771.22
<u>Monsanto Co</u>					
05/03/10	1,575	Shs.	125,332.19	98,985.35	26,346.84
<u>Omnicom Group Inc</u>					
03/16/10	4,450	Shs.	198,412.65	174,526.78	23,885.87
<u>Plum Creek Timber Co Inc</u>					
02/10/10	3,500	Shs.	134,857.10	126,350.14	8,506.96
<u>Qualcomm Inc</u>					
02/05/10	5,700	Shs.	238,458.21	222,987.43	15,470.78
<u>Staples Inc</u>					
02/05/10	8,400	Shs.	<u>215,260.53</u>	<u>199,746.09</u>	<u>15,514.44</u>
TOTAL SCHEDULE B-1			\$4,253,281.83 =====	\$3,822,535.48 =====	\$430,746.35 =====

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

Conflict Of Interest Policy

of

The Henry E. Niles Foundation, Inc.

Preamble. The Directors, Officers and staff members of The Henry E. Niles Foundation, Inc. (the "Foundation") owe a duty of loyalty to the Foundation, which requires that in their positions, they act in the best interest of the Foundation and not in their personal interests. Directors, Officers and staff members may not use their positions or information they have about the Foundation or the Foundation's property or information obtained through their positions in a manner that allows them to secure an improper economic benefit, either directly or indirectly, for themselves or their relatives. In sum, it is the policy of the Foundation that no transaction between it and its Directors, Officers or staff members be tainted with an actual or perceived conflict of interest. Therefore, the Foundation adopts the following statement of policy, which is intended to supplement but not replace applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

A. Disclosure. (1) Prior to election or reelection to the Board or as an Officer all Directors and Officers shall disclose in writing, to the best of their knowledge, any Financial Interest (as defined below) which they may have in any corporation or other organization or with respect to any person that provides to or receives from the Foundation goods or professional or other services or benefits for a fee or other compensation. A copy of each disclosure statement shall be available to any Director of the Foundation on request.

(2) If at any time during his or her term of service, an interest is created or is found to exist that constitutes a Financial Interest with respect to any Director or Officer, or if a Director or Officer becomes aware that any matter in which he or she has a Financial Interest is before the Board for decision or approval, he or she shall promptly disclose the material facts of that Financial Interest in writing to the Board.

All matters disclosed pursuant to these provisions shall be subject to a Financial Interest review and a vote of the Board, as described in Paragraph G, below.

B. Review of Financial Interests. To ensure that the Foundation is in compliance with this conflict of interest policy, if a Financial Interest is at any time found to exist, and if the Financial Interest was not specifically recognized and considered in accordance with the requirements of this policy at the time the transaction or matter was approved, then the matter will be reviewed in accordance with Paragraph G hereinafter.

C. Definition of "Financial Interest". A "Financial Interest" exists when a Director or Officer or any member of his or her family ("Interested Person") will or might obtain, directly or indirectly, an economic benefit (in the form of compensation, benefits, gifts or favors) as a result of or in connection with any contract or transaction between the Foundation and the Interested Person, or between the Foundation and any corporation, partnership, or other organization ("Entity") with which the Interested Person is associated. A person is associated with an Entity if he or she has

an ownership relationship or a contractual relationship with the Entity. A Financial Interest is not intended to include positions on legislative matters of general impact.

D. Voting. No Director shall vote on any matter in which he or she has a Financial Interest.

E. Non-Participation. A Director or Officer who has a Financial Interest in a matter, after having had the opportunity to make a statement and answer questions about the matter, shall be excused from the board meeting for the duration of the discussion and vote, if any, regarding that matter.

F. Attempts to Influence. Directors and Officers shall not attempt to influence other Directors or Officers regarding matters in which they have a Financial Interest without first disclosing that Interest.

G. Financial Interest Review. If any instance in which a significant contract or transaction with an Interested Person or Entity with which such person is associated is or has been brought to the attention of the Board for action, the President shall appoint a committee of two or more disinterested Directors to review the contract or transaction which gives rise to the potential conflict and to report to the Board their determination as to whether a Financial Interest exists and, if so, whether the proposed contract or transaction is fair, reasonable and in the best interests of the Foundation.

The Board shall then decide the matter. In reaching its decision, the Board shall determine whether a Financial Interest exists and, if so, whether the proposed contract or transaction is fair, reasonable and in the best interests of the Foundation. All action regarding Financial Interest transactions shall be recorded in the minutes of the Board.

H. Staff. The Executive Director of the Foundation is directed to apply to the staff rules and procedures consistent with the rules and procedures outlined above for Directors and Officers. For purposes of this policy, the term Officer shall include the Executive Director of any Foundation.

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830		
10/12/10 Cash		
youth services	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801		
03/30/10 Cash		
Growing Possibility - Roses of Autism	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Adoption and Foster Care Mentoring 727 Atlantic Avenue, 3rd Floor Boston, MA 02111		
12/16/10 Cash		
Mentoring for youth in foster care	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Adoption and Foster Care Mentoring 727 Atlantic Avenue, 3rd Floor Boston, MA 02111	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Wildlands 321 East Main, Suite 418 Bozeman, MT 59771		
11/29/10 Cash		
safe passages	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
American Wildlands 321 East Main, Suite 418 Bozeman, MT 59771	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Americares 88 Hamilton Avenue Stamford, CT 06902		
02/09/10 Cash		
Haiti Relief	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Americares 88 Hamilton Avenue Stamford, CT 06902	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Ashoka 1700 North Moore Street, Suite 2000 Arlington, VA 22209		
08/04/10 Cash		
Fellowship Building & Cultivating Innovations in Water & Sanitation in Africa	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
Ashoka 1700 North Moore Street, Suite 2000 Arlington, VA 22209	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Billings Forge Community Works 140 Russ Street, Suite S101 Hartford, CT 06106		
11/29/10 Cash		
job training at the kitchen	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Billings Forge Community Works 140 Russ Street, Suite S101 Hartford, CT 06106	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Boston Rescue Mission 39 Kingston Street Boston, MA 02111		
11/29/10 Cash		
new directions program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Boston Rescue Mission 39 Kingston Street Boston, MA 02111	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
 Bowery Mission 132 Madison Avenue New York, NY 10016		
05/14/10 Cash		
General Designated	<u>\$5,000.00</u>	<u>\$5,000.00</u>
08/04/10 Cash		
Women's Center Operating Expenses	<u>60,000.00</u>	<u>60,000.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Bowery Mission 132 Madison Avenue New York, NY 10016 (Cont'd)		
12/16/10 Cash General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10016	<u>\$70,000.00</u> =====	<u>\$70,000.00</u> =====
 Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605		
12/16/10 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> =====
 Cathedral Kitchen 642 Market Street Camden, NJ 08102		
05/05/10 Cash Culinary Arts Training	<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>
Catholic Charities Archdiocese Hartford 839-841 Asylum Avenue Hartford, CT 06105		
09/27/10 Cash		
Homelinks	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Catholic Charities Archdiocese Hartford 839-841 Asylum Avenue Hartford, CT 06105	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Careers Through Culinary Arts Program 250 West 57th Street #2015 New York, NY 10107		
05/05/10 Cash		
Job Training and Placement	<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> =====
Children's Hope International 11780 Borman Drive St. Louis, MO 63146		
10/12/10 Cash		
Bright Hope School Garden	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Children's Hope International 11780 Borman Drive St. Louis, MO 63146	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Church of Saint Luke in the Fields 487 Hudson Street New York, NY 10014		
07/02/10 Cash		
Go-St. Luke's	<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> =====
Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016		
07/02/10 Cash		
High School Project	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114		
05/05/10 Cash		
Health Care Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Community Word Project 42 Broadway, 18th Floor New York, NY 10004		
12/16/10 Cash		
Multidiciplinary Classroom Arts Residencies	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Word Project 42 Broadway, 18th Floor New York, NY 10004	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604		
02/09/10 Cash		
Haiti Relief	\$25,000.00	\$25,000.00
07/02/10 Cash		
Water & Environmental Health Program, Tanzania	<u>10,000.00</u>	<u>10,000.00</u>
Total Distributions		
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604	<u>\$35,000.00</u> =====	<u>\$35,000.00</u> =====
 Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830		
09/27/10 Cash		
Construction & Discretionary	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016		
12/16/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
CURE International 701 Bosler Avenue Lemoyne, PA 17033		
03/04/10 Cash		
Medical/Surgical Care for Disabled Children in Zambia	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
CURE International 701 Bosler Avenue Lemoyne, PA 17033	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
East Meets West Foundation PO Box 29292 Oakland, CA 94604		
01/15/10 Cash		
Breath of Life (1 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
02/09/10 Cash		
Haiti Relief	<u>25,000.00</u>	<u>25,000.00</u>
Total Distributions		
East Meets West Foundation PO Box 29292 Oakland, CA 94604	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168		
11/29/10 Cash		
NY 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		
12/16/10 Cash		
Water & Sanitation in Rural Nicaragua (3 of 3)	<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		
03/08/10 Cash		
Child Survival Program (2 of 5)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
08/04/10 Cash		
Assistance for LA Coast in the Wake of Deepwater Horizon Oil Spill	<u>10,000.00</u>	<u>10,000.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Episcopal Relief & Development 815 Second Avenue New York, NY 10017 <u>(Cont'd)</u>		
12/16/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Episcopal Relief & Development 815 Second Avenue New York, NY 10017	\$65,000.00 =====	\$65,000.00 =====
 Esperanza Academy 198 Garden Street Lawrence, MA 01840 <u>01/15/10 Cash</u>	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions		
Esperanza Academy 198 Garden Street Lawrence, MA 01840	\$5,000.00 =====	\$5,000.00 =====
 Experience Corps 2120 L Street NW, Suite 600 Washington, DC 20037 <u>07/02/10 Cash</u>	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
National Implementation Plan		
Total Distributions		
Experience Corps 2120 L Street NW, Suite 600 Washington, DC 20037	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432		
12/16/10 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		
03/08/10 Cash		
Rite Program (3 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> =====
Family to Family 6 Circle Drive Hastings-on-Hudson, NY 10706		
01/15/10 Cash		
Victory Garden Project	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Family to Family 6 Circle Drive Hastings-on-Hudson, NY 10706	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Grace Christian School 602 High Ridge Road Stamford, CT 06905		
12/16/10 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> =====
 Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
12/16/10 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	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Habitat For Humanity: Hartford Area PO Box 1933 Hartford, CT 06144		
12/16/10 Cash		
Asylum Hill Preservation South Marshall/Laurel Street	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Habitat For Humanity: Hartford Area PO Box 1933 Hartford, CT 06144	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Heart of the Valley Animal Shelter PO Box 11390 Bozeman, MT 59719		
12/16/10 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	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010		
11/29/10 Cash		
childsight vietnam	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Hudson Guild 441 West 26th Street New York, NY 10001		
08/04/10 Cash		
Health Education for Older Adults	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Hudson Guild 441 West 26th Street New York, NY 10001	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845		
<u>07/02/10 Cash</u>		
General	<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> =====
 Interplast 857 Maude Avenue Mountain View, CA 94043		
<u>11/29/10 Cash</u>		
medical and educational prgms	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Interplast 857 Maude Avenue Mountain View, CA 94043	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Intersect Fund 103 Bayard Street, Suite 202 New Brunswick, NJ 08901		
<u>11/29/10 Cash</u>		
entrepreneur university	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Isles 10 Wood Street Trenton, NJ 08618		
09/27/10 Cash		
Microbusiness and microlending	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Isles 10 Wood Street Trenton, NJ 08618	\$2,500.00	\$2,500.00
	=====	=====
Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101		
09/27/10 Cash		
project 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	\$50,000.00	\$50,000.00
	=====	=====
Kids in Crisis 1 Salem Street Cos Cob, CT 06807		
11/29/10 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	\$5,000.00	\$5,000.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Lambi Fund of Haiti PO Box 18955 Washington, DC 20036 <u>07/02/10 Cash</u> Latrine Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Lambi Fund of Haiti PO Box 18955 Washington, DC 20036	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Marc: Community Resources 124 Washington Street Middletown, CT 06457 <u>05/05/10 Cash</u> Saturday for Kids	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Marc: Community Resources 124 Washington Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114 <u>03/04/10 Cash</u> Jump Start To Jobs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Montgomery County Assoc for the Blind 212 N Main Street North Wales, PA 19454		
08/04/10 Cash		
Vision Rehabilitation Therapy	<u>\$4,000.00</u>	<u>\$4,000.00</u>
Total Distributions		
Montgomery County Assoc for the Blind 212 N Main Street North Wales, PA 19454	<u>\$4,000.00</u> =====	<u>\$4,000.00</u> =====
Music Outreach/Learning Through Music 677 West End Avenue, Suite 1B New York, NY 10025		
03/04/10 Cash		
Music and Literacy Workshops	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Music Outreach/Learning Through Music 677 West End Avenue, Suite 1B New York, NY 10025	<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		
11/29/10 Cash		
fairchester youth entrepreneur program	<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>
National Multiple Sclerosis Society 659 Tower Avenue, 1st Floor Hartford, CT 06112		
07/02/10 Cash		
MS Vacation Week	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
National Multiple Sclerosis Society 659 Tower Avenue, 1st Floor Hartford, CT 06112	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Nature Healing Nature 514 Byrne Street Houston, TX 77009		
07/02/10 Cash		
Community Driven Solutions to Eliminating Water Related Illness	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Nature Healing Nature 514 Byrne Street Houston, TX 77009	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830		
12/16/10 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
New York City Rescue Mission 90 Lafayette Street New York, NY 10013		
10/12/10 Cash		
Operations	<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> =====
 Norman Bird Sanctuary 583 Third Beach Road Middletown, RI 02842		
03/04/10 Cash		
Ocean State Environmental Outreach	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Norman Bird Sanctuary 583 Third Beach Road Middletown, RI 02842	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 ORBIS 520 8th Avenue, 11th Floor New York, NY 10018		
11/29/10 Cash		
Eye Care in Bangladesh 2 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036		
<u>05/14/10 Cash</u>		
Arts Education	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Olmstead Center for Sight 1170 Main Street Buffalo, NY 14209		
<u>09/27/10 Cash</u>		
	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Olmstead Center for Sight 1170 Main Street Buffalo, NY 14209	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Philabundance 36616 South Galloway St Philadelphia, PA 19148		
<u>07/02/10 Cash</u>		
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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624		
<u>05/05/10</u> Cash		
Intervention Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Rainbow Network 3834 South Avenue Springfield, MO 65807		
<u>09/27/10</u> Cash		
Nicaragua Education Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Rainbow Network 3834 South Avenue Springfield, MO 65807	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Red Feather Development Group P.O. Box 907 Bozeman, MT 59771		
<u>01/15/10</u> Cash		
Expense reimbursement	<u>\$1,728.30</u>	<u>\$1,728.30</u>
10/12/10 Cash		
Northern Cheyenne Community Partnership	<u>50,000.00</u>	<u>50,000.00</u>
Total Distributions		
Red Feather Development Group P.O. Box 907 Bozeman, MT 59771	<u>\$51,728.30</u> =====	<u>\$51,728.30</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Row New York 10-27 46th Avenue, Suite 101 <u>Long Island City, NY 11101</u> 03/04/10 Cash Literacy Skills Building	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Salisbury School 251 Canaan Road <u>Salisbury, CT 06068</u> 12/16/10 Cash Endowment Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Salisbury School 251 Canaan Road Salisbury, CT 06068	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Salvation Army Hurricane Relief Fund P.O. Box 630243 <u>Baltimore, MD 21263</u> 12/16/10 Cash General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions Salvation Army Hurricane Relief Fund P.O. Box 630243 Baltimore, MD 21263	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029		
09/27/10 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		
09/27/10 Cash		
Recovery Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
12/16/10 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>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Sightsavers International PO Box 293 Washington, DC 20004		
05/05/10 Cash		
Trachoma Rapid Assesment in Pakistan	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Sightsavers International PO Box 293 Washington, DC 20004	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Spirit of America 12021 Wilshire Boulevard, Suite 558 Los Angeles, CA 94117		
01/15/10 Cash		
General Purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Spirit of America 12021 Wilshire Boulevard, Suite 558 Los Angeles, CA 94117	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005		
09/27/10 Cash	<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. Vincent Depaul Place 617 Main Street Middletown, CT 06457		
01/15/10 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>
Stepping Stones Museum For Children Mathews Park, 303 West Avenue Norwalk, CT 06850		
12/16/10 Cash		
Jefferson School Partnership	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Stepping Stones Museum For Children Mathews Park, 303 West Avenue Norwalk, CT 06850	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210		
12/16/10 Cash		
Connections 2010	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Toys for Tots Bozeman PO Box 11612 Bozeman, MT 59719		
12/16/10 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>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Michigan Law School PO Box 966 Ann Arbor, MI 48106		
<u>12/16/10 Cash</u>		
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>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
 University of Pennsylvania PO Box 41790 Philadelphia, PA 19162		
<u>12/16/10 Cash</u>		
Penn Fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
 Villa Maria School 161 Sky Meadow Drive Stamford, CT 06903		
<u>03/04/10 Cash</u>		
Brian Fitzgerald General Assistance Fund	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Villa Maria School 161 Sky Meadow Drive Stamford, CT 06903	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890		
12/16/10 Cash		
Outreach Initiatives at McKinley School	<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		
12/16/10 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> =====
Walltown Children's Theatre 1225 Berkeley Street Durham, NC 27705-3530		
08/04/10 Cash		
Serve Our Troops	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Walltown Children's Theatre 1225 Berkeley Street Durham, NC 27705-3530	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016		
08/04/10 Cash		
West Africa Water Initiative	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Water for People 6666 West Quincy Avenue Denver, CO 80235		
01/15/10 Cash		
San Pedro Jocopilas Water & Sanitation Program (2 of 2)	<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		
12/16/10 Cash		
Global Wheelchair Distribution	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Wheelchair Foundation 3820 Blackhawk Road Danville, CA 94506	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Workshop in Business Opportunities 55 Exchange Place New York, NY 10005		
08/04/10 Cash		
Access to Entrepreneurial Education for Adults (1 of 2)	<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> =====
World Vision Inc PO Box 9716 Federal Way, WA 98063-9716		
02/09/10 Cash		
Haiti Relief	<u>\$25,000.00</u>	<u>\$25,000.00</u>
11/29/10 Cash		
safe water and sanitation in ethiopia	<u>100,000.00</u>	<u>100,000.00</u>
Total Distributions		
World Vision Inc PO Box 9716 Federal Way, WA 98063-9716	<u>\$125,000.00</u> =====	<u>\$125,000.00</u> =====
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921		
09/27/10 Cash		
Program Expansion	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$1,389,088.30</u> =====	<u>\$1,389,088.30</u> =====

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
*	Satellite Mobile Health Information System	\$50,000	\$150,000	(1 of 3)
*	Satellite Mobile Health Information System	\$50,000	\$150,000	(2 of 3)
Feb-11	Water For People Water, Sanitation, Hygiene, Education & Essential Capacity Building Trainings	\$40,000	\$80,000	(1 of 2)
Feb-11	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(3 of 5)
Jun-11	International Medical Equipment Collaborative To be allocated at the discretion of the IMEC Board	\$100,000	\$200,000	(2 of 2)
Jul-11	Water Aid America West Africa Water Initiative	\$25,000	\$50,000	(2 of 2)
Aug-11	Workshop in Business Opportunities Access to Entrepreneurial Education for Adults	\$15,000	\$30,000	(2 of 2)
TOTAL SCHEDULED GRANTS 2011		\$330,000		
*	Satellite Mobile Health Information System	\$50,000	\$150,000	(3 of 3)
Jan-12	Water For People Water, Sanitation, Hygiene, Education & Essential Capacity Building Trainings	\$40,000	\$80,000	(2 of 2)
Feb-12	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(4 of 5)
TOTAL SCHEDULED GRANTS 2012		\$140,000		
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>\$520,000</u>		

* waiting for notification of full program funding