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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 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

Laura J. Niles Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508

A Employer identification number

22-3188304

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)

► \$ 22,039,299.

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

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE

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

539,052.

539,052.

N/A

5a Gross rents

b Net rental income or (loss)

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

499,718.

b Gross sales price for all assets on line 6a 7,384,412.

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

499,718.

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)

-15,415.

12 Total. Add lines 1 through 11

1,038,770.

1,023,355.

13 Compensation of officers, directors, trustees, etc.

170,000.

25,500.

144,500.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 1

27,641.

27,641.

b Accounting fees (attach sch)

c Other prof fees (attach sch) See St 2

114,294.

103,853.

10,441.

17 Interest

18 Taxes (attach schedule)(see instr.) See Stm 3

12,719.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

1,509.

1,509.

22 Printing and publications

5,371.

5,371.

23 Other expenses (attach schedule)

See Statement 4

20,649.

45.

12,709.

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

352,183.

157,039.

174,530.

25 Contributions, gifts, grants paid Part XV

987,000.

987,000.

26 Total expenses and disbursements. Add lines 24 and 25

1,339,183.

157,039.

1,161,530.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-300,413.

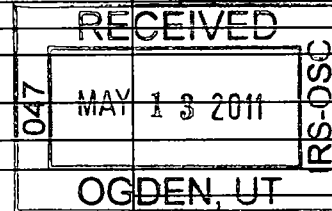
b Net investment income (if negative, enter -0-)

866,316.

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

SCANNED MAY 17 2011

ADMINISTRATIVE EXPENSES

614
13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,246,510.	1,271,205.	1,271,205.
	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 5		1,368,011.	1,382,673.	1,414,697.
	b	Investments — corporate stock (attach schedule) Statement 6		14,312,599.	12,919,952.	15,469,304.
	c	Investments — corporate bonds (attach schedule) Statement 7		2,626,543.	3,679,420.	3,884,093.
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		19,553,663.	19,253,250.	22,039,299.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds		19,553,663.	19,253,250.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		19,553,663.	19,253,250.	
31	Total liabilities and net assets/fund balances (see the instructions)		19,553,663.	19,253,250.		

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	19,553,663.
2	Enter amount from Part I, line 27a	2	-300,413.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	19,253,250.
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	19,253,250.

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 4,575,625.		3,736,118.	839,507.
b 2,808,787.		3,148,576.	-339,789.
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			839,507.
b			-339,789.
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	499,718.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,313,341.	18,635,911.	0.070474
2008	1,238,336.	22,368,664.	0.055360
2007	1,539,200.	25,344,550.	0.060731
2006	1,387,512.	24,199,691.	0.057336
2005	1,487,779.	23,930,699.	0.062170

2 Total of line 1, column (d)	2	0.306071
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	0.061214
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	20,518,379.
5 Multiply line 4 by line 3	5	1,256,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,663.
7 Add lines 5 and 6	7	1,264,675.
8 Enter qualifying distributions from Part XII, line 4	8	1,161,530.

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	17,326.
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	17,326.
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	17,326.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	16,627.	
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	16,627.	
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	699.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐	11		

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)? <i>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</i>		X
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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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.ljniles.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>06830</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	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	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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

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

7b

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 06830	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06830	Sec/Director 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 88 Field Point Road Greenwich, CT 06830	Treas/Direct 10.00	40,000.	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	19,656,119.
b Average of monthly cash balances	1b	1,174,723.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	20,830,842.
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	20,830,842.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	312,463.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,518,379.
6 Minimum investment return. Enter 5% of line 5	6	1,025,919.

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	1,025,919.
2a Tax on investment income for 2010 from Part VI, line 5	2a	17,326.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	17,326.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,008,593.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,008,593.
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	1,008,593.

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	1,161,530.
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	1,161,530.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,161,530.

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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Form 990-PF (2010)

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				1,008,593.
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	311,266.			
b From 2006	199,973.			
c From 2007	312,553.			
d From 2008	132,195.			
e From 2009	390,895.			
f Total of lines 3a through e	1,346,882.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,161,530.				
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				1,008,593.
e Remaining amount distributed out of corpus	152,937.			
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	1,499,819.			
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)	311,266.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,188,553.			
10 Analysis of line 9:				
a Excess from 2006	199,973.			
b Excess from 2007	312,553.			
c Excess from 2008	132,195.			
d Excess from 2009	390,895.			
e Excess from 2010	152,937.			

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
a Paid during the year See attached Schedule B-3 (Exhibit 10) ,				987,000.
Total			3a	987,000.
b Approved for future payment See attached - Installment Payment Schedule (Exhibit 11) ,				160,000.
Total			3b	160,000.

2010

Federal Supporting Detail

Page 1

Client NILES L

Laura J. Niles Foundation, Inc.

22-3188304

5/02/11

04 00PM

Other Income Producing Activities
Dividends/interest from securities.

TIPS income per Schedule A-1 (Exhibit 1)	\$	4,466.
Dividends per Schedule A-3 (Exhibit 2)		301,438.
Interest per Schedule A-4 (Exhibit 3)		232,985.
AOL Time Warner Litigation Settlement		163.
Total	\$	<u>539,052.</u>

Other Revenue
Net investment income
Ishares S&P GSCI

Interest per Schedule K-1	\$	248.
Short term capital gain per Schedule K-1		1.
Long term capital gain per Schedule K-1		33.
Deductions per Schedule K-1		-1,537.
Total	\$	<u>-1,255.</u>

Other Revenue
Net investment income
BNY Partners Fund III LLC

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

Client NILESL

Laura J. Niles Foundation, Inc.

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Statement 1
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	\$ 21,114.	\$ 21,114.		
FCS&N - FBAR, research, est payments	1,490.	1,490.		
FCS&N - tax preparation	5,037.	5,037.		
Total	\$ 27,641.	\$ 27,641.		\$ 0.

Statement 2
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 - Affiliated Fund Adj	\$ 2,091.	\$ 2,091.		
Bank of New York - Inv Advisory fee	101,762.	101,762.		
FCS&N - Administrative fee	10,441.			\$ 10,441.
Total	\$ 114,294.	\$ 103,853.		\$ 10,441.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2008 refund received	\$ -1,860.			
2010 1st quarter estimate	4,360.			
2010 2nd quarter estimate	3,726.			
2010 3rd quarter estimate	2,899.			
2010 4th quarter estimate	3,594.			
Total	\$ 12,719.	\$ 0.		\$ 0.

Statement 4
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.
FCS&N - tax computer fee	45.	\$ 45.		
Federal Express	252.			252.

Client NILESL

Laura J. Niles Foundation, Inc.

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Statement 4 (continued)
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Hagendoorn & Emond Insurance, D&O Ins.	\$ 11,900.			\$ 11,900.
Kroll Associates	7,820.			
Secretary of State - annual report	75.			
The Chronical of Philanthropy	144.			144.
Total	\$ 20,649.	\$ 45.		\$ 12,709.

Statement 5
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>
US and State obligations (Exhibit 4)	Cost	\$ 1,382,673.	\$ 1,414,697.
		\$ 1,382,673.	\$ 1,414,697.
Total		\$ 1,382,673.	\$ 1,414,697.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks (Exhibit 5)	Cost	\$ 12,919,952.	\$ 15,469,304.
Total		\$ 12,919,952.	\$ 15,469,304.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds (Exhibit 6)	Cost	\$ 3,679,420.	\$ 3,884,093.
Total		\$ 3,679,420.	\$ 3,884,093.

Client NILESL

Laura J. Niles Foundation, Inc.

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Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: Ashley C. Garan
Care Of: Fogarty Cohen Selby & Nemiroff LLC
Street Address: 88 Field Point Road
City, State, Zip Code: Greenwich, CT 06830
Telephone: 203-629-7314

Form and Content: An application together with any information which, in the determination of the applicant, will assist the directors in understanding the purposes and goals of the organization and in particular the program for which funding is being requested. An application can be requested by sending an email to: agaran@fcsn.com.

Submission Deadlines: None

Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 9.

Schedule A-1

ADDITIONAL INVENTORY RECEIVED

		<u>Inventory Value</u>
01/27/10	\$273.00 Treasury Inflation IX 2.0%	\$273.00
02/24/10	\$637.00- Treasury Inflation IX 2.0%	637.00-
03/29/10	\$1,235.50 Treasury Inflation IX 2.0%	1,235.50
04/28/10	\$133.00 Treasury Inflation IX 2.0%	133.00
05/26/10	\$1,522.50 Treasury Inflation IX 2.0%	1,522.50
06/28/10	\$693.00 Treasury Inflation IX 2.0%	693.00
07/28/10	\$311.50 Treasury Inflation IX 2.0%	311.50
08/27/10	\$353.50- Treasury Inflation IX 2.0%	353.50-
09/28/10	\$66.50 Treasury Inflation IX 2.0%	66.50
10/27/10	\$514.50 Treasury Inflation IX 2.0%	514.50

Schedule A-1 (Cont'd)

		<u>Inventory Value</u>
11/26/10	\$234.50 Treasury Inflation IX 2.0%	\$234.50
12/29/10	\$472.50 Treasury Inflation IX 2.0%	<u>472.50</u>
TOTAL SCHEDULE A-1		\$4,466.00 =====

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/16/10	Dividend Rec'd on	3,625	Shs.	\$1,450.00	
05/17/10	Dividend Rec'd on	3,625	Shs.	1,595.00	
08/16/10	Dividend Rec'd on	3,625	Shs.	1,595.00	
11/15/10	Dividend Rec'd on	3,625	Shs.	<u>1,595.00</u>	\$6,235.00

Accenture Ltd, Class A

05/14/10	Dividend Rec'd on	6,900	Shs.	\$2,587.50	
11/15/10	Dividend Rec'd on	6,900	Shs.	<u>3,105.00</u>	5,692.50

Aflac Inc

03/01/10	Dividend Rec'd on	2,575	Shs.	\$721.00	
06/01/10	Dividend Rec'd on	2,575	Shs.	721.00	
09/01/10	Dividend Rec'd on	2,575	Shs.	721.00	
12/01/10	Dividend Rec'd on	2,575	Shs.	<u>772.50</u>	2,935.50

Air Prods & Chems Inc

11/08/10	Dividend Rec'd on	1,200	Shs.		588.00
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Allergan Inc

03/12/10	Dividend Rec'd on	2,600	Shs.	\$130.00	
06/08/10	Dividend Rec'd on	2,600	Shs.	130.00	
09/07/10	Dividend Rec'd on	2,600	Shs.	130.00	
12/01/10	Dividend Rec'd on	2,600	Shs.	<u>130.00</u>	520.00

American Express Company

02/10/10	Dividend Rec'd on	4,350	Shs.	\$783.00	
05/10/10	Dividend Rec'd on	4,350	Shs.	783.00	
08/10/10	Dividend Rec'd on	4,350	Shs.	783.00	
11/10/10	Dividend Rec'd on	4,350	Shs.	<u>783.00</u>	3,132.00

AT&T Inc

02/01/10	Dividend Rec'd on	7,775	Shs.	\$3,265.50	
05/03/10	Dividend Rec'd on	7,775	Shs.	3,265.50	
08/02/10	Dividend Rec'd on	7,775	Shs.	3,265.50	
11/01/10	Dividend Rec'd on	7,775	Shs.	<u>3,265.50</u>	13,062.00

Schedule A-3 (Cont'd)

Avon Products Inc.

03/01/10	Dividend Rec'd on	6,250	Shs.	\$1,375.00	
06/01/10	Dividend Rec'd on	6,250	Shs.	1,375.00	
09/01/10	Dividend Rec'd on	6,250	Shs.	1,375.00	
12/01/10	Dividend Rec'd on	6,250	Shs.	<u>1,375.00</u>	\$5,500.00

Baxter International

10/01/10	Dividend Rec'd on	3,400	Shs.		986.00
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BNY Mellon Mid Cap Stock Fund

01/19/10	Dividend Rec'd on	42,752.443	Shs.	\$256.87	
02/22/10	Dividend Rec'd on	42,752.443	Shs.	263.23	
02/22/10	Dividend Rec'd on	42,752.443	Shs.		
	Reversal Affil Mutual Fund Cap				
	By Mellon			263.23-	
03/22/10	Dividend Rec'd on	42,752.443	Shs.	232.66	
04/12/10	Dividend Rec'd on	42,752.443	Shs.	280.74	
05/17/10	Dividend Rec'd on	42,752.443	Shs.	287.09	
06/14/10	Dividend Rec'd on	42,752.443	Shs.	275.41	
07/12/10	Dividend Rec'd on	42,752.443	Shs.	256.27	
08/16/10	Dividend Rec'd on	42,752.443	Shs.	259.97	
09/13/10	Dividend Rec'd on	42,752.443	Shs.	263.73	
10/12/10	Dividend Rec'd on	42,752.443	Shs.	267.14	
11/15/10	Dividend Rec'd on	42,752.443	Shs.	292.63	
12/10/10	Dividend Rec'd on	42,752.443	Shs.	128.26	
12/13/10	Dividend Rec'd on	42,752.443	Shs.	<u>298.08</u>	3,098.85

Cardinal Health Inc.

04/15/10	Dividend Rec'd on	4,220	Shs.	\$738.50	
07/15/10	Dividend Rec'd on	4,220	Shs.	822.90	
10/15/10	Dividend Rec'd on	4,220	Shs.	<u>822.90</u>	2,384.30

Caterpillar, Inc.

02/22/10	Dividend Rec'd on	2,650	Shs.	\$1,113.00	
05/20/10	Dividend Rec'd on	2,650	Shs.	1,113.00	
08/20/10	Dividend Rec'd on	2,650	Shs.	1,166.00	
11/22/10	Dividend Rec'd on	2,650	Shs.	<u>1,166.00</u>	4,558.00

Chevron Texaco Corporation

03/10/10	Dividend Rec'd on	3,440	Shs.	\$2,339.20	
06/10/10	Dividend Rec'd on	3,440	Shs.	2,476.80	
09/10/10	Dividend Rec'd on	3,440	Shs.	2,476.80	

Schedule A-3 (Cont'd)

Chevron Texaco Corporation
(Cont'd)

12/10/10	Dividend Rec'd on	3,440	Shs.	<u>\$2,476.80</u>	\$9,769.60
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Colgate Palmolive Company

02/16/10	Dividend Rec'd on	2,800	Shs.	\$1,232.00	
05/14/10	Dividend Rec'd on	2,800	Shs.	1,484.00	
08/13/10	Dividend Rec'd on	2,800	Shs.	1,484.00	
11/15/10	Dividend Rec'd on	2,800	Shs.	<u>1,484.00</u>	5,684.00

Comcast Corporation New Class A

01/27/10	Dividend Rec'd on	8,000	Shs.	\$756.00	
04/28/10	Dividend Rec'd on	8,000	Shs.	<u>756.00</u>	1,512.00

ConocoPhillips

03/01/10	Dividend Rec'd on	4,075	Shs.	\$2,037.50	
06/01/10	Dividend Rec'd on	2,050	Shs.	1,127.50	
09/01/10	Dividend Rec'd on	2,050	Shs.	1,127.50	
12/01/10	Dividend Rec'd on	2,050	Shs.	<u>1,127.50</u>	5,420.00

CVS Caremark Corp

02/02/10	Dividend Rec'd on	8,225	Shs.		719.69
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Dreyfus Diversified Intl-I

04/12/10	Dividend Rec'd on	23,906.409	Shs.	\$17.06	
05/17/10	Dividend Rec'd on	23,906.409	Shs.	33.60	
06/14/10	Dividend Rec'd on	23,906.409	Shs.	30.98	
07/12/10	Dividend Rec'd on	23,906.409	Shs.	20.56	
08/16/10	Dividend Rec'd on	23,906.409	Shs.	32.52	
09/13/10	Dividend Rec'd on	23,906.409	Shs.	44.89	
10/12/10	Dividend Rec'd on	23,906.409	Shs.	43.66	
11/15/10	Dividend Rec'd on	23,906.409	Shs.	48.29	
12/13/10	Dividend Rec'd on	23,906.409	Shs.	45.73	
12/31/10	Dividend Rec'd on	23,906.409	Shs.	<u>3,863.28</u>	4,180.57

Dreyfus Emerging Markets

04/12/10	Dividend Rec'd on	19,425.676	Shs.	\$65.78	
05/17/10	Dividend Rec'd on	19,425.676	Shs.	145.62	
06/14/10	Dividend Rec'd on	19,425.676	Shs.	137.68	
07/12/10	Dividend Rec'd on	19,425.676	Shs.	132.68	
08/16/10	Dividend Rec'd on	19,425.676	Shs.	141.90	

Schedule A-3 (Cont'd)

Dreyfus Emerging Markets
(Cont'd)

09/13/10	Dividend Rec'd on	19,425.676 Shs.	\$146.89	
10/12/10	Dividend Rec'd on	19,425.676 Shs.	147.15	
11/15/10	Dividend Rec'd on	19,425.676 Shs.	161.81	
12/13/10	Dividend Rec'd on	19,425.676 Shs.	156.35	
12/20/10	Dividend Rec'd on	19,425.676 Shs.	1,511.32	
12/31/10	Dividend Rec'd on	19,425.676 Shs.	<u>174.83</u>	\$2,922.01

Dreyfus Midcap Index

04/12/10	Dividend Rec'd on	9,072.58 Shs.	\$21.84	
05/17/10	Dividend Rec'd on	9,072.58 Shs.	48.72	
06/14/10	Dividend Rec'd on	9,072.58 Shs.	47.67	
07/12/10	Dividend Rec'd on	9,072.58 Shs.	44.56	
08/16/10	Dividend Rec'd on	9,072.58 Shs.	45.37	
09/13/10	Dividend Rec'd on	9,072.58 Shs.	45.83	
10/12/10	Dividend Rec'd on	9,072.58 Shs.	46.28	
11/15/10	Dividend Rec'd on	9,072.58 Shs.	50.32	
12/13/10	Dividend Rec'd on	9,072.58 Shs.	50.75	
12/30/10	Dividend Rec'd on	9,072.58 Shs.	<u>2,021.37</u>	2,422.71

Dreyfus Pre Strat Intr ST-I

04/12/10	Dividend Rec'd on	18,754.988 Shs.	\$53.74	
05/17/10	Dividend Rec'd on	18,754.988 Shs.	117.25	
06/14/10	Dividend Rec'd on	18,754.988 Shs.	111.27	
07/12/10	Dividend Rec'd on	18,754.988 Shs.	106.79	
08/16/10	Dividend Rec'd on	18,754.988 Shs.	113.46	
09/13/10	Dividend Rec'd on	18,754.988 Shs.	115.65	
10/12/10	Dividend Rec'd on	18,754.988 Shs.	116.49	
11/15/10	Dividend Rec'd on	18,754.988 Shs.	126.48	
12/13/10	Dividend Rec'd on	18,754.988 Shs.	123.31	
12/31/10	Dividend Rec'd on	18,754.988 Shs.	<u>2,023.66</u>	3,008.10

Dreyfus Select Managers

03/23/10	Dividend Rec'd on	3,264.418 Shs.	\$11.10	
04/12/10	Dividend Rec'd on	3,264.418 Shs.	20.55	
05/17/10	Dividend Rec'd on	3,264.418 Shs.	38.56	
06/14/10	Dividend Rec'd on	3,264.418 Shs.	45.15	
07/12/10	Dividend Rec'd on	3,264.418 Shs.	42.05	
08/16/10	Dividend Rec'd on	3,264.418 Shs.	42.60	
09/13/10	Dividend Rec'd on	3,264.418 Shs.	42.38	
10/12/10	Dividend Rec'd on	3,264.418 Shs.	42.48	
11/15/10	Dividend Rec'd on	3,264.418 Shs.	46.91	
12/13/10	Dividend Rec'd on	3,264.418 Shs.	<u>47.48</u>	379.26

Schedule A-3 (Cont'd)

Dreyfus Sm Co Val Opportunistic

04/12/10	Dividend Rec'd on	2,300.614	Shs.	\$17.09	
05/17/10	Dividend Rec'd on	2,300.614	Shs.	45.89	
06/14/10	Dividend Rec'd on	2,300.614	Shs.	37.68	
07/12/10	Dividend Rec'd on	2,300.614	Shs.	34.28	
08/16/10	Dividend Rec'd on	2,300.614	Shs.	34.37	
09/13/10	Dividend Rec'd on	2,300.614	Shs.	34.53	
10/12/10	Dividend Rec'd on	2,300.614	Shs.	34.64	
11/15/10	Dividend Rec'd on	2,300.614	Shs.	38.73	
12/13/10	Dividend Rec'd on	2,300.614	Shs.	39.38	
12/15/10	Dividend Rec'd on	2,300.614	Shs.	<u>6.90</u>	\$323.49

Duke Energy Hldg Corp

03/16/10	Dividend Rec'd on	8,875	Shs.	\$2,130.00	
06/16/10	Dividend Rec'd on	8,875	Shs.	2,130.00	
09/16/10	Dividend Rec'd on	8,875	Shs.	2,174.38	
12/16/10	Dividend Rec'd on	8,875	Shs.	<u>2,174.38</u>	8,608.76

Eaton Corp

02/26/10	Dividend Rec'd on	2,000	Shs.	\$1,000.00	
05/28/10	Dividend Rec'd on	2,000	Shs.	1,000.00	
08/27/10	Dividend Rec'd on	2,000	Shs.	1,160.00	
11/26/10	Dividend Rec'd on	2,000	Shs.	<u>1,160.00</u>	4,320.00

E. I. DuPont De Nemours

03/12/10	Dividend Rec'd on	3,600	Shs.	\$1,476.00	
06/11/10	Dividend Rec'd on	3,600	Shs.	1,476.00	
09/10/10	Dividend Rec'd on	3,600	Shs.	1,476.00	
12/14/10	Dividend Rec'd on	3,600	Shs.	<u>1,476.00</u>	5,904.00

Emerson Electric Company

03/10/10	Dividend Rec'd on	5,125	Shs.	\$1,716.88	
06/10/10	Dividend Rec'd on	5,125	Shs.	1,716.88	
09/10/10	Dividend Rec'd on	5,125	Shs.	1,716.88	
12/10/10	Dividend Rec'd on	5,125	Shs.	<u>1,768.13</u>	6,918.77

Exelon Corp

03/10/10	Dividend Rec'd on	3,275	Shs.		1,719.38
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Exxon Mobil Corporation

03/10/10	Dividend Rec'd on	5,700	Shs.	\$2,394.00	
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Schedule A-3 (Cont'd)

Exxon Mobil Corporation
(Cont'd)

06/10/10	Dividend Rec'd on	4,850	Shs.	\$2,134.00	
09/10/10	Dividend Rec'd on	4,850	Shs.	2,134.00	
12/10/10	Dividend Rec'd on	4,850	Shs.	<u>2,134.00</u>	\$8,796.00

Freeport-McMoran Copper & Gold Inc., Class B

02/01/10	Dividend Rec'd on	2,087	Shs.	\$313.05	
05/03/10	Dividend Rec'd on	2,087	Shs.	313.05	
08/02/10	Dividend Rec'd on	2,087	Shs.	626.10	
11/01/10	Dividend Rec'd on	2,087	Shs.	626.10	
12/30/10	Dividend Rec'd on	2,087	Shs.	<u>2,087.00</u>	3,965.30

General Electric

01/25/10	Dividend Rec'd on	12,300	Shs.	\$1,230.00	
04/26/10	Dividend Rec'd on	12,300	Shs.	1,230.00	
07/26/10	Dividend Rec'd on	12,300	Shs.	1,230.00	
10/25/10	Dividend Rec'd on	12,300	Shs.	<u>1,476.00</u>	5,166.00

Hewlett Packard Company

01/06/10	Dividend Rec'd on	5,100	Shs.	\$408.00	
04/07/10	Dividend Rec'd on	5,100	Shs.	408.00	
07/07/10	Dividend Rec'd on	5,100	Shs.	408.00	
10/06/10	Dividend Rec'd on	5,100	Shs.	408.00	
12/30/10	Dividend Rec'd on	5,100	Shs.	<u>408.00</u>	2,040.00

Home Depot, Inc.

03/25/10	Dividend Rec'd on	6,100	Shs.	\$1,441.13	
06/17/10	Dividend Rec'd on	6,100	Shs.	1,441.13	
09/16/10	Dividend Rec'd on	6,100	Shs.	1,441.13	
12/16/10	Dividend Rec'd on	6,100	Shs.	<u>1,441.13</u>	5,764.52

Honeywell International, Inc.

03/10/10	Dividend Rec'd on	3,675	Shs.	\$1,111.69	
06/10/10	Dividend Rec'd on	3,675	Shs.	1,111.69	
09/10/10	Dividend Rec'd on	3,675	Shs.	1,111.69	
12/10/10	Dividend Rec'd on	3,675	Shs.	<u>1,111.69</u>	4,446.76

Intel Corporation

03/01/10	Dividend Rec'd on	14,875	Shs.	\$2,342.81	
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Schedule A-3 (Cont'd)

Intel Corporation
(Cont'd)

06/01/10	Dividend Rec'd on	14,875	Shs.	\$2,342.81	
09/01/10	Dividend Rec'd on	14,875	Shs.	2,342.81	
12/01/10	Dividend Rec'd on	14,875	Shs.	<u>2,342.81</u>	\$9,371.24

International Business Machines

03/10/10	Dividend Rec'd on	2,100	Shs.	\$1,155.00	
06/10/10	Dividend Rec'd on	2,100	Shs.	1,365.00	
09/10/10	Dividend Rec'd on	2,100	Shs.	1,365.00	
12/10/10	Dividend Rec'd on	2,100	Shs.	<u>1,365.00</u>	5,250.00

International Game Technology

04/09/10	Dividend Rec'd on	7,810	Shs.	\$468.60	
07/09/10	Dividend Rec'd on	7,810	Shs.	468.60	
10/08/10	Dividend Rec'd on	7,810	Shs.	<u>468.60</u>	1,405.80

Invesco LTD

03/10/10	Dividend Rec'd on	8,740	Shs.	\$895.85	
06/09/10	Dividend Rec'd on	8,740	Shs.	961.40	
09/09/10	Dividend Rec'd on	8,740	Shs.	961.40	
12/08/10	Dividend Rec'd on	8,740	Shs.	<u>961.40</u>	3,780.05

Ishares Trust MSCI EAFE Index Fund

06/29/10	Dividend Rec'd on	8,400	Shs.	\$7,212.50	
12/30/10	Dividend Rec'd on	8,400	Shs.	<u>4,520.83</u>	11,733.33

Ishares Msci Emerging Mkts Index FD

06/30/10	Dividend Rec'd on	5,475	Shs.	\$1,432.28	
12/30/10	Dividend Rec'd on	5,475	Shs.	<u>1,967.80</u>	3,400.08

Johnson & Johnson

03/09/10	Dividend Rec'd on	3,400	Shs.	\$1,666.00	
06/15/10	Dividend Rec'd on	3,400	Shs.	1,836.00	
09/14/10	Dividend Rec'd on	3,400	Shs.	1,836.00	
12/14/10	Dividend Rec'd on	3,400	Shs.	<u>1,836.00</u>	7,174.00

Schedule A-3 (Cont'd)

Johnson Controls

01/04/10	Dividend	Rec'd on	4,775	Shs.	\$620.75	
04/02/10	Dividend	Rec'd on	4,775	Shs.	620.75	
07/02/10	Dividend	Rec'd on	4,775	Shs.	620.75	
10/04/10	Dividend	Rec'd on	4,775	Shs.	<u>620.75</u>	\$2,483.00

JPMorgan Chase & Co

02/01/10	Dividend	Rec'd on	7,575	Shs.	\$378.75	
04/30/10	Dividend	Rec'd on	7,575	Shs.	378.75	
08/02/10	Dividend	Rec'd on	7,575	Shs.	378.75	
11/01/10	Dividend	Rec'd on	7,575	Shs.	<u>378.75</u>	1,515.00

Kraft Foods Inc CL A

01/13/10	Dividend	Rec'd on	4,725	Shs.	\$1,370.25	
04/14/10	Dividend	Rec'd on	4,725	Shs.	1,370.25	
07/14/10	Dividend	Rec'd on	4,725	Shs.	1,370.25	
10/14/10	Dividend	Rec'd on	4,725	Shs.	<u>1,370.25</u>	5,481.00

Mastercard-Inc-Class A

02/10/10	Dividend	Rec'd on	650	Shs.	\$97.50	
05/10/10	Dividend	Rec'd on	650	Shs.	97.50	
08/10/10	Dividend	Rec'd on	650	Shs.	97.50	
11/10/10	Dividend	Rec'd on	650	Shs.	<u>97.50</u>	390.00

McDonald's Corporation

03/15/10	Dividend	Rec'd on	2,725	Shs.	\$1,498.75	
06/15/10	Dividend	Rec'd on	2,725	Shs.	1,498.75	
09/16/10	Dividend	Rec'd on	2,725	Shs.	1,498.75	
12/15/10	Dividend	Rec'd on	2,725	Shs.	<u>1,662.25</u>	6,158.50

Medtronic, Inc.

01/27/10	Dividend	Rec'd on	2,725	Shs.	\$558.63	
04/30/10	Dividend	Rec'd on	2,725	Shs.	558.63	
07/30/10	Dividend	Rec'd on	2,725	Shs.	613.13	
10/29/10	Dividend	Rec'd on	2,725	Shs.	<u>613.13</u>	2,343.52

Merck & Co Inc

01/08/10	Dividend	Rec'd on	7,569	Shs.	\$2,876.22	
04/07/10	Dividend	Rec'd on	7,569	Shs.	2,876.22	
07/08/10	Dividend	Rec'd on	7,569	Shs.	2,876.22	
10/07/10	Dividend	Rec'd on	7,569	Shs.	<u>2,876.22</u>	11,504.88

Schedule A-3 (Cont'd)

Microsoft Corporation

03/11/10	Dividend Rec'd on	6,450	Shs.	\$838.50	
06/10/10	Dividend Rec'd on	6,450	Shs.	838.50	
09/09/10	Dividend Rec'd on	6,450	Shs.	838.50	
12/09/10	Dividend Rec'd on	6,450	Shs.	<u>1,032.00</u>	\$3,547.50

Spdr S&P Midcap 400 Eft Trust

01/29/10	Dividend Rec'd on	3,100	Shs.	\$1,513.27	
05/04/10	Dividend Rec'd on	1,550	Shs.	613.99	
07/30/10	Dividend Rec'd on	1,550	Shs.	571.19	
10/29/10	Dividend Rec'd on	1,550	Shs.	<u>439.04</u>	3,137.49

Monsanto Co

01/29/10	Dividend Rec'd on	1,275	Shs.	\$337.88	
04/30/10	Dividend Rec'd on	1,275	Shs.	<u>337.88</u>	675.76

Novartis AG Sponsored ADR

04/13/10	Dividend Rec'd on	1,925	Shs.	\$3,750.59	
04/13/10	Dividend Rec'd on	1,925	Shs.		
	foreign tax withheld			562.59-	
04/14/10	Dividend Rec'd on	1,925	Shs.		
	adr fee			<u>6.74-</u>	3,181.26

Omnicom Group, Inc.

01/04/10	Dividend Rec'd on	3,550	Shs.	\$532.50	
04/02/10	Dividend Rec'd on	3,550	Shs.	<u>710.00</u>	1,242.50

Oracle Corporation

02/09/10	Dividend Rec'd on	10,175	Shs.		508.75
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Occidental Petroleum Corp

01/15/10	Dividend Rec'd on	1,875	Shs.	\$618.75	
04/15/10	Dividend Rec'd on	1,875	Shs.	618.75	
07/15/10	Dividend Rec'd on	1,875	Shs.	712.50	
10/15/10	Dividend Rec'd on	1,875	Shs.	<u>712.50</u>	2,662.50

Pepsico, Inc.

01/04/10	Dividend Rec'd on	4,800	Shs.	\$2,160.00	
03/31/10	Dividend Rec'd on	4,800	Shs.	2,160.00	
06/30/10	Dividend Rec'd on	4,800	Shs.	2,304.00	

Schedule A-3 (Cont'd)

Pepsico, Inc.
(Cont'd)

09/30/10	Dividend Rec'd on	4,800	Shs.	<u>\$2,304.00</u>	\$8,928.00
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Pfizer, Inc.

03/02/10	Dividend Rec'd on	6,100	Shs.	\$1,098.00	
06/01/10	Dividend Rec'd on	6,100	Shs.	1,098.00	
09/01/10	Dividend Rec'd on	6,100	Shs.	1,098.00	
12/01/10	Dividend Rec'd on	6,100	Shs.	<u>1,098.00</u>	4,392.00

Praxair Inc.

03/15/10	Dividend Rec'd on	1,500	Shs.		675.00
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Procter & Gamble Company

02/16/10	Dividend Rec'd on	4,350	Shs.	\$1,914.00	
05/17/10	Dividend Rec'd on	4,350	Shs.	2,095.83	
08/16/10	Dividend Rec'd on	4,350	Shs.	2,095.83	
11/15/10	Dividend Rec'd on	4,350	Shs.	<u>2,095.83</u>	8,201.49

Philip Morris Intl Inc

01/11/10	Dividend Rec'd on	3,350	Shs.	\$1,943.00	
04/09/10	Dividend Rec'd on	3,350	Shs.	1,943.00	
07/09/10	Dividend Rec'd on	3,350	Shs.	1,943.00	
10/08/10	Dividend Rec'd on	3,350	Shs.	<u>2,144.00</u>	7,973.00

Questar Corp

12/13/10	Dividend Rec'd on	4,000	Shs.		560.00
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Schlumberger Limited

01/08/10	Dividend Rec'd on	2,400	Shs.	\$504.00	
04/02/10	Dividend Rec'd on	2,400	Shs.	504.00	
07/02/10	Dividend Rec'd on	2,400	Shs.	504.00	
10/01/10	Dividend Rec'd on	2,400	Shs.	<u>504.00</u>	2,016.00

Staples Inc

01/14/10	Dividend Rec'd on	7,200	Shs.		594.00
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State St Corp

04/16/10	Dividend Rec'd on	3,470	Shs.	\$34.70	
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Schedule A-3 (Cont'd)

State St Corp
(Cont'd)

07/16/10	Dividend Rec'd on	3,470	Shs.	\$34.70	
10/15/10	Dividend Rec'd on	3,470	Shs.	<u>34.70</u>	\$104.10

Teva Pharmaceutical Inds APR

03/17/10	Dividend Rec'd on	4,600	Shs.	\$847.81	
03/17/10	Dividend Rec'd on	4,600	Shs.		
	foreign tax withheld			93.26-	
06/04/10	Dividend Rec'd on	4,600	Shs.	824.73	
06/04/10	Dividend Rec'd on	4,600	Shs.		
	foreign tax withheld			74.23-	
08/25/10	Dividend Rec'd on	4,600	Shs.	75.97-	
08/26/10	Dividend Rec'd on	4,600	Shs.	<u>844.15</u>	2,273.23

Texas Instruments Inc

05/17/10	Dividend Rec'd on	6,220	Shs.	\$746.40	
08/16/10	Dividend Rec'd on	6,220	Shs.	746.40	
11/22/10	Dividend Rec'd on	6,220	Shs.	<u>808.60</u>	2,301.40

Textron Inc

01/04/10	Dividend Rec'd on	3,700	Shs.	\$74.00	
04/01/10	Dividend Rec'd on	3,700	Shs.	74.00	
07/01/10	Dividend Rec'd on	3,700	Shs.	74.00	
10/01/10	Dividend Rec'd on	3,700	Shs.	<u>74.00</u>	296.00

Tyco International, Ltd.

02/24/10	Dividend Rec'd on	2,575	Shs.		576.54
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Union Pac Corp

01/04/10	Dividend Rec'd on	2,325	Shs.	\$627.75	
04/01/10	Dividend Rec'd on	2,325	Shs.	627.75	
07/01/10	Dividend Rec'd on	2,325	Shs.	767.25	
10/01/10	Dividend Rec'd on	2,325	Shs.	<u>767.25</u>	2,790.00

United Technologies Corporation

03/10/10	Dividend Rec'd on	3,350	Shs.	\$1,423.75	
06/10/10	Dividend Rec'd on	3,350	Shs.	1,423.75	
09/10/10	Dividend Rec'd on	3,350	Shs.	1,423.75	
12/10/10	Dividend Rec'd on	3,350	Shs.	<u>1,423.75</u>	5,695.00

Schedule A-3 (Cont'd)

US Bancorp

10/15/10	Dividend Rec'd on	2,800	Shs.		\$140.00
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Verizon Communications

02/01/10	Dividend Rec'd on	5,225	Shs.	\$2,481.88	
05/03/10	Dividend Rec'd on	5,225	Shs.	2,481.88	
08/02/10	Dividend Rec'd on	5,225	Shs.	2,481.88	
11/01/10	Dividend Rec'd on	5,225	Shs.	<u>2,547.19</u>	9,992.83

Vale SA-Sp ADR

05/07/10	Dividend Rec'd on	6,000	Shs.	\$1,456.26	
05/07/10	Dividend Rec'd on	6,000	Shs.		
	foreign tax withheld			218.44-	
05/12/10	Dividend Rec'd on	6,000	Shs.		
	ADR fee			<u>90.00-</u>	1,147.82

Valero Energy Corp

03/17/10	Dividend Rec'd on	5,960	Shs.	\$298.00	
06/16/10	Dividend Rec'd on	5,960	Shs.	298.00	
09/15/10	Dividend Rec'd on	5,960	Shs.	298.00	
12/15/10	Dividend Rec'd on	5,960	Shs.	<u>298.00</u>	1,192.00

Vanguard Small-cap Etf

03/29/10	Dividend Rec'd on	1,850	Shs.	\$16.65	
12/31/10	Dividend Rec'd on	1,850	Shs.	<u>1,548.45</u>	1,565.10

V F Corp

12/20/10	Dividend Rec'd on	1,000	Shs.		630.00
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Wal Mart Stores, Inc.

01/04/10	Dividend Rec'd on	5,925	Shs.	\$1,614.56	
04/05/10	Dividend Rec'd on	5,925	Shs.	1,792.31	
06/01/10	Dividend Rec'd on	5,925	Shs.	1,792.31	
09/07/10	Dividend Rec'd on	5,925	Shs.	<u>1,792.31</u>	6,991.49

Wells Fargo & Co.

03/01/10	Dividend Rec'd on	4,650	Shs.	\$232.50	
06/01/10	Dividend Rec'd on	4,650	Shs.	232.50	
09/01/10	Dividend Rec'd on	4,650	Shs.	232.50	
12/01/10	Dividend Rec'd on	6,750	Shs.	<u>337.50</u>	1,035.00

Schedule A-3 (Cont'd)

Williams Co.

03/29/10	Dividend Rec'd on	11,060	Shs.	\$1,216.60
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Xto Energy Inc.

01/15/10	Dividend Rec'd on	4,175	Shs.	<u>521.88</u>
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TOTAL SCHEDULE A-3

\$301,437.71
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Schedule A-4

INTEREST RECEIVED

Abbot Labs

5.875% Due 05/15/16

05/17/10	Interest Rec'd on	\$375,000.00	\$11,015.63	
11/15/10	Interest Rec'd on	\$375,000.00	<u>11,015.63</u>	\$22,031.26

American Express Cr 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 Companies, Inc.

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

AT&T Inc

5.8% Due 02/15/19

08/16/10	Interest Rec'd on	\$200,000.00	\$5,800.00	
04/06/10	Less: Interest Paid on Purchase		<u>1,643.34-</u>	4,156.66

Blackrock Inc

6.25% Due 09/15/17

09/15/10	Interest Rec'd on	\$200,000.00	\$6,250.00	
04/08/10	Less: Interest Paid on Purchase		<u>798.61-</u>	5,451.39

Cisco Systems Inc

5.5% Due 02/22/16

02/22/10	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/23/10	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	13,750.00

Coca Cola Company

5.75% Due 03/15/11

03/15/10	Interest Rec'd on	\$250,000.00	\$7,187.50	
09/15/10	Interest Rec'd on	\$250,000.00	<u>7,187.50</u>	14,375.00

Federal National Mortgage
Association

6.25% Due 02/01/11

02/01/10	Interest Rec'd on	\$500,000.00	\$15,625.00	
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Schedule A-4 (Cont'd)

Federal National Mortgage
Association

6.25% Due 02/01/11

(Cont'd)

08/02/10	Interest Rec'd on	\$500,000.00	<u>\$15,625.00</u>	\$31,250.00
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Federated Government Obligation
Fund (No. 395)

01/04/10	Interest Rec'd		\$34.28	
02/01/10	Interest Rec'd		9.86	
03/01/10	Interest Rec'd		7.38	
04/01/10	Interest Rec'd		11.82	
05/04/10	Interest Rec'd		3.50	
06/01/10	Interest Rec'd		8.78	
07/01/10	Interest Rec'd		8.70	
08/02/10	Interest Rec'd		6.82	
09/01/10	Interest Rec'd		9.35	
10/01/10	Interest Rec'd		7.30	
11/01/10	Interest Rec'd		10.89	
12/01/10	Interest Rec'd		<u>10.14</u>	128.82

General Electric Company

5% Due 02/01/13

02/01/10	Interest Rec'd on	\$250,000.00	\$6,250.00	
08/02/10	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Goldman Sachs Group, Inc.

5.7% Due 09/01/12

03/01/10	Interest Rec'd on	\$250,000.00	\$7,125.00	
09/01/10	Interest Rec'd on	\$250,000.00	<u>7,125.00</u>	14,250.00

HSBC Finance Corp

5% Due 06/30/15

06/30/10	Interest Rec'd on	\$200,000.00	\$5,000.00	
12/30/10	Interest Rec'd on	\$200,000.00	<u>5,000.00</u>	
			\$10,000.00	
04/09/10	Less: Interest Paid on Purchase		<u>2,750.00-</u>	7,250.00

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

Schedule A-4 (Cont'd)

Novartis Secs

5.125% Due 02/10/19

08/10/10	Interest Rec'd on	\$200,000.00	\$5,125.00	
04/06/10	Less: Interest Paid on Purchase		<u>1,594.45-</u>	\$3,530.55

Oracle Corp

5.75% Due 04/15/18

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>	
			\$11,500.00	
04/06/10	Less: Interest Paid on Purchase		<u>5,462.50-</u>	6,037.50

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

2008 Excise tax refund

05/17/10	Interest Rec'd			53.75
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Shell International

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

Treasury Inflation IX 2.0%

01/20/10	Interest Rec'd on	\$381,199.00	\$3,813.32	
07/06/10	Interest Rec'd on	\$384,419.00	<u>3,845.77</u>	7,659.09

United States Treasury Bill

9/30/10

09/30/10	Interest Rec'd on	\$500,000.00		580.12
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U.S. Treasury Note

4.5% Due 02/28/11

08/31/10	Interest Rec'd on	\$250,000.00	\$5,625.00	
04/29/10	Less: Interest Paid on Purchase		<u>1,834.24-</u>	3,790.76

Schedule A-4 (Cont'd)

U.S. Treasury Notes

5.125% Due 05/15/16

04/28/10	Interest Rec'd on	\$250,000.00		\$5,804.56
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U.S. Treasury Notes Series B 2011

5% Due 02/15/11

02/16/10	Interest Rec'd on	\$250,000.00	\$6,250.00	
08/16/10	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Verizon Communications, Inc.

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>	<u>11,875.00</u>

TOTAL SCHEDULE A-4

\$232,984.88
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Laura J Niles Foundation, Inc

E I N 22-3188304

Attachment to 2010 990PF

Part II Balance Sheet

		<u>Book Value</u>	<u>Fair Market Value</u>
Line 10a	U S and state government Obligations		
	\$500,000 Federal National Mortgage Association, 6 25%, due 02/01/11	\$ 508,635 00	\$ 502,120 00
	\$250,000 U S Treasury Notes 4 5%, due 02/28/11	\$ 258,555 52	\$ 251,670 00
	\$250,000 U S Treasury Notes Series B 2011 5%, due 02/15/11	\$ 248,757 50	\$ 251,407.50
	385,665 Treasury Inflation Index dtd 1/31/2006 2%, due 01/15/2026	\$ 366,725 28	\$ 409,499 10
		\$ 1,382,673 30	\$ 1,414,696 60

Laura J Niles Foundation, Inc
E I N 22-3188304
Attachment to 2009 990PF

Part II Balance Sheet - Continued

Line 10b	Corporate Stock			<u>Book Value</u>	<u>Fair Market Value</u>
	3,625	shs	Abbott Laboratones	\$ 145,547 50	\$ 173,673 75
	6,900	shs	Accenture Limited Class A	\$ 157,824 34	\$ 334,581 00
	2,575	shs	Aflac Inc	\$ 135,588 69	\$ 145,307 25
	1,200	shs	Air Products & Chemicals, Inc	\$ 87,898 44	\$ 109,140 00
	2,600	shs	Allergan Inc	\$ 150,798 96	\$ 178,542 00
	4,350	shs	American Express Company	\$ 150,674 88	\$ 186,702 00
	2100	shs	Amgen, Inc	\$ 107,853 06	\$ 115,290 00
	1,478	shs	Apple Computer Inc	\$ 129,891 98	\$ 476,743 68
	7,775	shs	AT&T Inc	\$ 285,496 99	\$ 228,429 50
	6,250	shs	Avon Products Inc	\$ 160,447 49	\$ 181,625 00
	3,400	shs	Baxter International	\$ 150,212 00	\$ 172,108 00
	42,752 443	shs	BNY Mellon Mid Cap Stock Fund	\$ 525,000 00	\$ 523,717 43
	4,220	shs	Cardinal Health Inc	\$ 144,902 14	\$ 161,668 20
	2,650	shs	Catepillar Inc	\$ 88,876 76	\$ 248,199 00
	600	shs	Cayman III LLC	\$ 600,000 00	\$ 507,672 00
	3,440	shs	Chevron Corporation	\$ 234,357 54	\$ 313,900 00
	3,700	shs	Cisco Sys, Inc	\$ 74,730 78	\$ 74,851 00
	25,000	shs	Citigroup Inc	\$ 106,750 00	\$ 118,250 00
	2,000	shs	Colgate Palmolive Company	\$ 106,222 39	\$ 160,740 00
	2,050	shs	ConocoPhillips	\$ 85,413 02	\$ 139,605 00
	8,875	shs	Duke Energy Hldg Corp	\$ 165,296 88	\$ 158,063 75
	23,906 409	shs	Dreyfus Diversified Intl - I	\$ 235,000 00	\$ 248,865 72
	19,425 676	shs	Dreyfus Emerging Markets	\$ 230,000 00	\$ 263,217 91
	9,072 580	shs	Dreyfus Midcap Index	\$ 225,000 00	\$ 252,943 53
	18,754 988	shs	Drefus Pre Strat Intr ST-I	\$ 235,000 00	\$ 256,943 34
	3,264 418	shs	Dreyfus Slect Managers	\$ 60,000 00	\$ 65,353 65
	2,300 614	shs	Dreyfus Sm Co Val Opportunistic	\$ 60,000.00	\$ 69,386 52
	2,000	shs	Eaton Corp	\$ 147,809 79	\$ 203,020 00
	3,600	shs	E I DuPont DeNemours	\$ 159,792 50	\$ 179,568 00
	4,500	shs	Emerson Electrc Company	\$ 196,366 20	\$ 257,265 00
	4,850	shs	Exxon Mobil Corporation	\$ 233,508 70	\$ 354,632 00
	2,087	shs	Freeport-McMoran Copper & Gold, Inc Class B	\$ 46,005 23	\$ 250,627 83
	12,300	shs	General Electrc	\$ 503,231 89	\$ 224,967 00

335	shs	Google Inc	\$	186,379 93	\$	198,979 95
5,100	shs	Hewlett Packard Co	\$	178,438 80	\$	214,710 00
6,100	shs	Home Depot, Inc	\$	184,118 97	\$	213,866 00
3,675	shs	Honeywell International, Inc	\$	125,346 79	\$	195,363 00
14,875	shs	Intel Corporation	\$	258,614 34	\$	312,821 25
2,100	shs	International Business Machines, Inc	\$	192,125 96	\$	308,196 00
7,810	shs	International Game Technology	\$	149,225 67	\$	138,158 90
8,740	shs	Invesco LTD	\$	176,374 08	\$	210,284 40
8,400	shs	Ishares TR MSCI EAFE Index Fund	\$	452,430 51	\$	489,048 00
5,475	shs	Ishares MSCI Emerging Mkts Index	\$	203,584 59	\$	260,839 95
6,800	shs	Ishares S&P Gsci Commodity Index Fund	\$	174,488 00	\$	231,880.00
2,000	shs	Johnson & Johnson	\$	72,376 11	\$	123,700 00
4,775	shs	Johnson Controls	\$	142,457 33	\$	182,405 00
7,575	shs	JPMorgan Chase & Co	\$	339,011 55	\$	321,331 50
67	shs	Karting International, Inc	\$	-	\$	-
4,725	shs	Kraft Foods Inc Cl A	\$	106,754 29	\$	148,884 75
2,725	shs	McDonalds Corp	\$	155,752 52	\$	209,171 00
2,725	shs	Medtronic Inc	\$	129,102 04	\$	101,070 25
6,450	shs	Microsoft Corporation	\$	166,290 48	\$	180,019 50
1,550	shs	Midcap SPDR Tr Unit Series 1	\$	169,141 50	\$	255,254 00
7,569	shs	Merck & Co Inc	\$	274,386 07	\$	272,786 76
1,875	shs	Occidental Petroleum Corp	\$	105,561 60	\$	183,937 50
4,800	shs	Pepsico, Inc	\$	240,138 00	\$	313,584 00
6,100	shs	Pfizer, Inc	\$	234,998 33	\$	106,811 00
3,350	shs	Philip Morns International Inc	\$	163,790 63	\$	196,075 50
4,350	shs	Procter & Gamble Company	\$	185,507 07	\$	279,835 50
4,000	shs	Questar Corp	\$	68,200 00	\$	69,640 00
2,400	shs.	Schlumberger Limited	\$	156,417 12	\$	200,400 00
3,470	shs	State Street Corp	\$	154,770 33	\$	160,799 80
150	shs	Sunstates Corporation	\$	-	\$	0 02
2,800	shs	Southwestern Energy Co.	\$	107,224 32	\$	104,804 00
9,000	shs	Taiwan Semiconductor Mfg Co	\$	96,660 00	\$	112,860.00
2,325	shs	Union Pac Corp	\$	110,854 60	\$	215,434 50
3,350	shs	United Techonologies Corporation	\$	150,963 18	\$	263,712 00
2,800	shs	US Bancorp	\$	59,079 44	\$	75,516 00
5,960	shs	Valero Energy Corp	\$	113,895 60	\$	137,795 20

1,850	shs	Vanguard Small Cap Etf	\$	102,743 08	\$	134,365 50
4,200	shs	Venzon Communications	\$	152,361 23	\$	150,276 00
1,000	shs,	V F Corp	\$	82,317 60	\$	86,180 00
5,925	shs	Wal Mart Stores Inc	\$	312,027 46	\$	319,535 25
6,510	shs	Walt Disney Co	\$	193,837 20	\$	244,190 10
6,750	shs	Wells Fargo Co	\$	166,707 23	\$	209,182 50
			\$	12,919,951 70	\$	15,469,303 64

Laura J Niles Foundation, Inc
 E I N 22-3188304
 Attachment to 2009 990PF

Part II Balance Sheet - Continued

Line 10c	Corporate Bonds		
		<u>Book Value</u>	<u>Fair Market Value</u>
	\$375,000 Abbot Laboratones	\$ 383,593 75	\$ 432,900 00
	\$250,000 Anheuser Busch Companies, Inc	\$ 238,270 00	\$ 264,735 00
	\$200,000 AT&T Inc , 5 8%, due 02/15/19	\$ 213,700 00	\$ 225,116 00
	\$200,000 Blackrock Inc , 6 25%, due 09/15/17	\$ 220,048 00	\$ 225,138 00
	\$250,000 Cisco Systems Inc , 5 5%, due 2/22/16	\$ 250,622 50	\$ 285,277 50
	\$250,000 Coca Cola Company, 5 75%, due 03/15/11	\$ 264,330 00	\$ 252,612 50
	\$250,000 General Electnc Company, 5%, due 02/01/13	\$ 245,152 50	\$ 267,242 50
	\$250,000 Goldman Sachs Group, Inc , 5 7%, due 09/01/12	\$ 252,582 50	\$ 266,840 00
	\$200,000 HSBC Finance Corp , 5%, due 06/30/15	\$ 207,366 00	\$ 212,440 00
	\$250,000 Merrill Lynch & Company, 5 3%, due 09/30/15	\$ 246,662 50	\$ 257,932 50
	\$200,000 Novartis Secs, 5 125%, due 02/10/19	\$ 212,218 00	\$ 221,206 00
	\$200,000 Oracle Corp , 5 75%, due 04/15/18	\$ 220,374 00	\$ 228,790 00
	\$250,000 Philip Morris Intl , 4 5%, due 03/26/20	\$ 272,725 00	\$ 258,182 50
	\$200,000 Shell International,	\$ 201,074 00	\$ 205,450 00
	\$250,000 Verizon Communications, Inc , 5 55% due 2/15/16	\$ 250,701 75	\$ 280,230 00
		\$3,679,420.50	\$3,884,092 50

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>TJX Companies Inc.</u>					
02/05/10	3,575	Shs.	\$139,231.60	\$100,837.52	\$38,394.08
<u>Tyco International, Ltd.</u>					
05/03/10	2,575	Shs.	102,670.72	92,929.03	9,741.69
<u>Vale SA-Sp ADR</u>					
05/03/10	6,000	Shs.	178,183.78	72,357.60	105,826.18
<u>Vanguard Small-cap Etf</u>					
03/22/10	1,850	Shs.	116,997.50	102,743.08	14,254.42
<u>Williams Co.</u>					
03/16/10	11,060	Shs.	251,611.80	230,537.99	21,073.81
<u>Xto Energy Inc.</u>					
02/05/10	4,175	Shs.	<u>193,634.03</u>	<u>147,958.24</u>	<u>45,675.79</u>
TOTAL SCHEDULE A-2			\$4,575,624.99 =====	\$3,736,117.60 =====	\$839,507.39 =====

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>					
United States Treasury Bill					
9/30/10					
09/30/10	\$500,000.00		\$499,419.88	\$499,419.88	\$.00
<u>Stock and Common Funds</u>					
Adobe Sys Inc					
11/24/10	2,000	Shs.	83,502.20	57,882.42	25,619.78
Comcast Corporation New Class A					
05/03/10	8,000	Shs.	166,076.78	149,198.27	16,878.51
CVS Caremark Corp					
02/05/10	8,225	Shs.	295,727.72	273,618.41	22,109.31
Exelon Corp					
03/16/10	3,275	Shs.	208,339.75	146,639.53	61,700.22
Frontier Communications					
08/24/10	0.2076	Shs.	2.07	1.60	.47
08/30/10	1,254	Shs.	12,528.84	9,405.85	3,122.99
Gilead Sciences, Inc.					
05/03/10	3,340	Shs.	161,121.26	134,903.32	26,217.94
Ishares Russell 1000 Growth Index Fund					
03/15/10	10,675	Shs.	549,272.86	544,418.08	4,854.78

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Monsanto Co</u>					
05/03/10	1,275	Shs.	\$101,459.39	\$80,130.98	\$21,328.41
<u>Omnicom Group, Inc.</u>					
03/16/10	3,550	Shs.	158,288.59	139,229.23	19,059.36
<u>Plum Creek Timber Co</u>					
02/10/10	2,850	Shs.	109,812.21	102,885.12	6,927.09
<u>Qualcomm Inc</u>					
02/05/10	4,750	Shs.	198,642.86	185,822.86	12,820.00
<u>Staples Inc</u>					
02/05/10	7,200	Shs.	184,356.48	171,210.94	13,145.54
<u>Textron Inc</u>					
12/16/10	3,700	Shs.	165,482.50	88,095.50	77,387.00
<u>Thermo Fisher Scientific Inc.</u>					
03/04/10	2,025	Shs.	106,703.43	98,670.51	8,032.92
08/30/10	2,100	Shs.	110,655.40	90,928.46	19,726.94
<u>Verizon Communications</u>					
12/29/10	1,025	Shs.	<u>37,183.40</u>	<u>36,325.79</u>	<u>857.61</u>
TOTAL SCHEDULE B-1			\$3,148,575.62 =====	\$2,808,786.75 =====	\$339,788.87 =====

THE LAURA J. NILES FOUNDATION

Mission and Guidelines

The mission of the Laura J. Niles Foundation is to encourage and support efforts to improve the lives of both people and animals. The Foundation seeks to benefit animals, primarily dogs, through research, training, and adoption, especially where people and animals benefit simultaneously. Additionally, the Foundation strives to nurture and assist individuals in leading responsible and productive lives by enabling them to help themselves.

PRIMARY PROGRAM INTERESTS

The Board is currently highlighting the following areas:

- Animals - The Foundation is seeking ways to benefit animals, particularly dogs, and is especially interested in efforts that help animals and people simultaneously. The Foundation is targeting areas that include specific medical research, animal adoption, search & rescue, assistance dogs, and similar fields of interest.
- Education - Included in this interest area are primary, secondary and higher education, and also special education.
- Economic Self-Sufficiency - This program area includes but is not limited to: the encouragement and support of entrepreneurialism, mentoring, and job training initiatives.
- Disadvantaged Individuals - Interests include assisting the underprivileged and individuals with disabilities.

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

GUIDING PRINCIPALS AND CONSIDERATIONS

- The goal of the Foundation's Board is to pursue a deliberate and proactive course of "strategic philanthropy".
- 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 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 managements & governance practices; and commitment to results and overall assessment of program impact.

Approved on May 4, 2004.

Conflict Of Interest Policy

of

The Laura J. Niles Foundation, Inc.

Preamble. The Directors, Officers and staff members of The Laura J. 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, 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. Other Charitable Organizations. The Foundation does not prohibit its Directors, or their family members, from acting as directors, trustees or officers of other charitable organizations. However, upon the adoption of this policy by the Board, of Directors, a Director shall disclose to the Board, in writing, the identity of any other charitable organization of which said Director, or any member of his or her family, is a director, trustee or officer. If a Director, or a member of his or her family, becomes a director, trustee or officer of such other charitable organization subsequent to the adoption of this policy, that director shall, immediately, notify the Foundation, in writing, of such fact. If such other charitable organization is under consideration for a grant by the Foundation, such Director shall have the opportunity to make a statement and answer questions about the matter, but shall then be excused from the Board meeting for the duration of the discussion and vote, if any, regarding that matter.

I. Staff. Rules and procedures consistent with the rules and procedures outlined above for Directors and Officers shall also apply to any staff.

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Friends of Oxford 198 Madison Avenue, 13th Floor New York, NY 10016		
12/16/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
American Friends of Oxford 198 Madison Avenue, 13th Floor New York, NY 10016	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
American Wildlands PO Box 6669 Bozeman, MT 59771		
12/16/10 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
American Wildlands PO Box 6669 Bozeman, MT 59771	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Animal Medical Center Elmer & Mamdouha Bobst Hospital 510 East 62nd Street New York, NY 10021		
03/04/10 Cash		
Community Funds	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Animal Medical Center Elmer & Mamdouha Bobst Hospital 510 East 62nd Street New York, NY 10021	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Art Education for the Blind 589 Broadway, 4th Floor New York, NY		
12/08/10 Cash		
Professional Development (2 of 2)	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Art Education for the Blind 589 Broadway, 4th Floor New York, NY	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Assistance Dogs of the West PO Box 31027 Santa Fe, NM 87594		
11/29/10 Cash		
Student Trainer Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Assistance Dogs of the West PO Box 31027 Santa Fe, NM 87594	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741		
03/04/10 Cash		
Search and Service Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
BGCN Lifecamp, Inc. PO Box 351 Gladstone, NJ 07934		
10/12/10 Cash		
Operating Expenses	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
BGCN Lifecamp, Inc. PO Box 351 Gladstone, NJ 07934	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
 Bide-A-Wee 410 East 38th Street New York, Ny 10014		
11/29/10 Cash		
Veterinary Medical Assistance Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Bide-A-Wee 410 East 38th Street New York, Ny 10014	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Black Ministerial Alliance of Boston 7 Palmer Street, 3rd Floor Roxbury, MA 02119-2427		
09/27/10 Cash		
Victory Generation Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Black Ministerial Alliance of Boston 7 Palmer Street, 3rd Floor Roxbury, MA 02119-2427	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Campaign for Delbarton Delbarton School Mendham Road Morristown, NJ 07960 <u>12/16/10 Cash</u> Endowmwnt Fund	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Campaign for Delbarton Delbarton School Mendham Road Morristown, NJ 07960	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Cardinal Shehan Center 1494 Main Street Bridgeport, CT 06604 <u>03/04/10 Cash</u> Tutoring Program	<u>\$4,000.00</u>	<u>\$4,000.00</u>
Total Distributions Cardinal Shehan Center 1494 Main Street Bridgeport, CT 06604	<u>\$4,000.00</u> =====	<u>\$4,000.00</u> =====
Career Wardrobe 1211 Chestnut Street, Suite 205 Philadelphia, PA 19107 <u>10/12/10 Cash</u> Gateway to Success Educational Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Career Wardrobe 1211 Chestnut Street, Suite 205 Philadelphia, PA 19107	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Catholic Charities 1011 First Avenue, 11th Floor New York, NY 10022		
01/22/10 Cash		
Haiti Relief	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Catholic Charities 1011 First Avenue, 11th Floor New York, NY 10022	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Children's Specialized Hospital 150 New Providence Road Mountainside, NJ 07092		
09/27/10 Cash		
Outpatient Center @ Toms River	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Children's Specialized Hospital 150 New Providence Road Mountainside, NJ 07092	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Children's Village Echo Hills Dobbs Ferry, NY 10522		
11/29/10 Cash		
Canine Program (1 of 2)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Children's Village Echo Hills Dobbs Ferry, NY 10522	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Community Access 2 Washington Street, 9th Floor New York, NY 10004		
03/04/10 Cash		
Pet Access Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Access 2 Washington Street, 9th Floor New York, NY 10004	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Community Foodbank of New Jersey 31 Evans Terminal Hillside, NJ 07205		
12/20/10 Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Foodbank of New Jersey 31 Evans Terminal Hillside, NJ 07205	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Craig School 15 Tower Hill Road Mountain Lakes, NJ 07046		
12/16/10 Cash		
General Operations	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Craig School 15 Tower Hill Road Mountain Lakes, NJ 07046	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569		
09/27/10 Cash		
Veterinary Care	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Dierdre O'Brien Child Advocacy Center 8 Court Street Morristown, NJ 07958		
03/30/10 Cash		
SHINE	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Dierdre O'Brien Child Advocacy Center 8 Court Street Morristown, NJ 07958	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 East Coast Assistance Dogs, Inc. PO Box 831 Torrington, CT 06790		
09/27/10 Cash		
Teen Volunteer Program	<u>\$35,000.00</u>	<u>\$35,000.00</u>
Total Distributions		
East Coast Assistance Dogs, Inc. PO Box 831 Torrington, CT 06790	<u>\$35,000.00</u> =====	<u>\$35,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Ebony Horsewomen 337 Vine Street Hartford, CT 06112 <u>05/05/10 Cash</u> Equine Assisted Growth, Learning & Therapy Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Ebony Horsewomen 337 Vine Street Hartford, CT 06112	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Eva's Village 393 Main Street Patterson, NJ 07501 <u>08/04/10 Cash</u> Support Services for Homeless and Addicted Women & Children	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Eva's Village 393 Main Street Patterson, NJ 07501	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Family Reentry 9 Mott Avenue Suite 104 Norwalk, CT 06850 <u>09/27/10 Cash</u> Champions Mentoring Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Family Reentry 9 Mott Avenue Suite 104 Norwalk, CT 06850	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Fauna & Flora International 1720 N Street NW Washington, DC 20036		
<u>03/04/10</u> Cash		
Protecting Great Apes Across Africa	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Fauna & Flora International 1720 N Street NW Washington, DC 20036	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
 Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805		
<u>12/20/10</u> Cash		
Food Pantry Programs	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906		
<u>12/20/10</u> Cash		
General Purposes	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Freedom Guide Dogs for the Blind 1210 Hardscrabble Road Cassville, NY 13318		
03/31/10 Cash		
Guide Dogs for Handicapped Blind People	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Freedom Guide Dogs for the Blind 1210 Hardscrabble Road Cassville, NY 13318	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Friends of Green Chimneys 400 Doansburg Road Box 719 Brewster, NY 10509		
09/27/10 Cash		
Assistance Dog Training and Farm Programs	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Friends of Green Chimneys 400 Doansburg Road Box 719 Brewster, NY 10509	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 Friendship Works f/k/a Match-up Interfaith Volunteers 105 Chauncey Street Boston, MA 02111		
05/05/10 Cash		
Pet Pals	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Friendship Works f/k/a Match-up Interfaith Volunteers 105 Chauncey Street 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>
Giving Alternative Learners Uplifting Opportunities 95 Franklin Street #4 New York, NY 10013		
09/27/10 Cash		
Scholarship Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Giving Alternative Learners Uplifting Opportunities 95 Franklin Street #4 New York, NY 10013	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Greenwich Leadership Forum 31 Jones Park Drive Riverside, CT 06878		
12/16/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Greenwich Leadership Forum 31 Jones Park Drive Riverside, CT 06878	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Grizzly & Wolf Discovery Center 201 South Canyon Street West Yellowstone, MT 59758		
09/27/10 Cash		
Eagle Aviary	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Grizzly & Wolf Discovery Center 201 South Canyon Street West Yellowstone, MT 59758	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Home For Life PO Box 847 Stillwater, MN 55082 09/27/10 Cash Pet Peace Corps	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Home For Life PO Box 847 Stillwater, MN 55082	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Hopital Albert Schweitzer 6740 Reynolds Street, 2nd Floor Pittsburgh, PA 15206 01/22/10 Cash Haiti Relief	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Hopital Albert Schweitzer 6740 Reynolds Street, 2nd Floor Pittsburgh, PA 15206	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Horace Mann School 4440 Tibbett Avenue Riverdale, NY 10471 05/05/10 Cash Summer on the Hill	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions Horace Mann School 4440 Tibbett Avenue Riverdale, NY 10471	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Intermountain Therapy Animals PO Box 17201 Salt Lake City, UT 84117		
05/05/10 Cash		
Martha Speaks	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Intermountain Therapy Animals PO Box 17201 Salt Lake City, UT 84117	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Johns Hopkins University Center for Talented Youth McAuley Hall 5801 Smith Ave, Suite 400 Baltimore, MD 21209-3652		
03/04/10 Cash		
Summer Scholarships	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Johns Hopkins University Center for Talented Youth McAuley Hall 5801 Smith Ave, Suite 400 Baltimore, MD 21209-3652	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Keystone Conservation P.O. Box 6733 Bozeman, MT 59771		
12/20/10 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Keystone Conservation P.O. Box 6733 Bozeman, MT 59771	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
KSDS 124 West 7th Street Washington, KS 66968		
07/02/10 Cash		
Social Dog Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
KSDS 124 West 7th Street Washington, KS 66968	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Lake Drive Foundation P O Box 155 Mountain Lakes, NJ 07046		
07/02/10 Cash		
Sound Start Early Intervantion	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Lake Drive Foundation P O Box 155 Mountain Lakes, NJ 07046	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Learning Through an Expanded Arts 441 West End Avenue Suite 2G New York, NY 10024		
10/12/10 Cash		
Active Learning Leads to Literacy (ALLL) Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Learning Through an Expanded Arts 441 West End Avenue Suite 2G New York, NY 10024	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Light Center Foundation 17421 Marengo Road Union, IL 60180		
10/12/10 Cash		
Rescued Animals Rescuing Kids	\$2,500.00	\$2,500.00
Total Distributions		
Light Center Foundation 17421 Marengo Road Union, IL 60180	\$2,500.00 =====	\$2,500.00 =====
 Lollypop Farm Humane Society of Rochester County 99 Victor Road Fairport, NY 11450		
05/05/10 Cash		
Pet Assisted Therapy Program	\$2,500.00	\$2,500.00
Total Distributions		
Lollypop Farm Humane Society of Rochester County 99 Victor Road Fairport, NY 11450	\$2,500.00 =====	\$2,500.00 =====
 Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201		
07/02/10 Cash		
2 MDDS, Operational & Program Costs	\$75,000.00	\$75,000.00
12/16/10 Cash		
Muhamma Abdul Kareem at Slovenia Hospital	10,000.00	10,000.00

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201		
(Cont'd)		
12/16/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201	<u>\$90,000.00</u> =====	<u>\$90,000.00</u> =====
Marylawn of the Oranges Academy 445 Scotland Road South Orange, NJ 07079		
05/05/10 Cash		
Scholars Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Marylawn of the Oranges Academy 445 Scotland Road South Orange, NJ 07079	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Middlebury College Middlebury, VT 05750		
12/16/10 Cash		
Endowment Fund	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Middlebury College Middlebury, VT 05750	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Morris Animal Foundation 10200 East Girard Avenue B430 Denver, CO 80231		
08/04/10 Cash		
Improving the Health of Working Guide Dogs (3 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Morris Animal Foundation 10200 East Girard Avenue B430 Denver, CO 80231	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
National Aquarium in Baltimore 501 E. Pratt Street Baltimore, MD 21202		
05/05/10 Cash		
Marine Animal Rescue Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
National Aquarium in Baltimore 501 E. Pratt Street Baltimore, MD 21202	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
National Braille Press 88 Saint Stephens Street Boston, MA 02115		
12/16/10 Cash		
Braille is Literacy	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
National Braille Press 88 Saint Stephens Street Boston, MA 02115	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
National Disaster Seach Dog Foundation 205 North Signal Street Suite R Ojai, CA 93023		
07/02/10 Cash		
National Training Center	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
National Disaster Seach Dog Foundation 205 North Signal Street Suite R Ojai, CA 93023	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====
 Nativity Preparatory School 1515 Linden Street Wilmington, DE 19805		
07/02/10 Cash		
2010 Summer Programs	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Nativity Preparatory School 1515 Linden Street Wilmington, DE 19805	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 Neighbor to Neighbor 248 E Putnam Avenue Greenwich, CT 06830		
12/20/10 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Neighbor to Neighbor 248 E 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 Covenant House of Hospitality 90 Fairfield Avenue Stamford. CT 06904		
12/20/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New Covenant House of Hospitality 90 Fairfield Avenue Stamford. CT 06904	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 New Life of New York City, Inc. 87 Columbia Street #13G New York, NY 10002		
12/16/10 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New Life of New York City, Inc. 87 Columbia Street #13G New York, NY 10002	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 New York Botanical Gardens 200th Street & Kazimiroff Road Bronx, NY		
10/12/10 Cash		
Professional Development Program (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
New York Botanical Gardens 200th Street & Kazimiroff Road Bronx, NY	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Newark Museum 49 Washington Street Newark, NJ		
10/12/10 Cash		
Museum Explorers & Mini Zoo (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Newark Museum 49 Washington Street Newark, NJ	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Opening Word Program 1434 Straight Path Wyandanch, NY 11798		
09/27/10 Cash		
Expanding Equipment for Expanding Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Opening Word Program 1434 Straight Path Wyandanch, NY 11798	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Operation Fuel, Inc. 1 Regency Drive Suite 311 Bloomfield, CT 06002		
03/04/10 Cash		
Core Mission Service	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Operation Fuel, Inc. 1 Regency Drive Suite 311 Bloomfield, CT 06002	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Outreach For World Hope 3099 Timber Lane Verona, WI 53593		
03/04/10 Cash		
Nutritional Enhancement Triad	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Outreach For World Hope 3099 Timber Lane Verona, WI 53593	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Paws and Prayers 1407 A Main Street Cuyahoga Falls, OH 44221		
09/27/10 Cash		
Seniors for Seniors	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Paws and Prayers 1407 A Main Street Cuyahoga Falls, OH 44221	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Paws for People PO Box 9955 Newark, DE 19714		
09/27/10 Cash		
Pet Assisted Therapy	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Paws for People PO Box 9955 Newark, DE 19714	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Pets for the Elderly Foundation 3681 South Green Road #302 Beachwood, OH 44122		
10/12/10 Cash		
Pets for the Elderly Fndn	\$5,000.00	\$5,000.00
Total Distributions		
Pets for the Elderly Foundation 3681 South Green Road #302 Beachwood, OH 44122	\$5,000.00 =====	\$5,000.00 =====
 Pivot Ministries 485 Jane Street Bridgeport, CT 06608		
12/20/10 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
Pivot Ministries 485 Jane Street Bridgeport, CT 06608	\$5,000.00 =====	\$5,000.00 =====
 Puppies Behind Bars 10 East 40th Street 19th Floor New York, NY 10016		
10/12/10 Cash		
Team Training, Development, Manual & Salaries (2 of 2)	\$30,000.00	\$30,000.00
Total Distributions		
Puppies Behind Bars 10 East 40th Street 19th Floor New York, NY 10016	\$30,000.00 =====	\$30,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Robert Wood Johnson University Hospital 865 Stone Street Rahway, NJ 07065		
03/04/10 Cash		
Pet Therapy Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Robert Wood Johnson University Hospital 865 Stone Street Rahway, NJ 07065	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 SAVE 900 Herrontown Road Princeton, NJ 08540		
09/27/10 Cash		
Partners in Empathy Training	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
SAVE 900 Herrontown Road Princeton, NJ 08540	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Sea Research Foundation 55 Coogan Blvd Mystic, CT 06355		
07/02/10 Cash		
Stranding Operations/Seal Rescue Clinic Renovations	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Sea Research Foundation 55 Coogan Blvd Mystic, CT 06355	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
SPCA of Westchester 590 North State Road Briarcliff Manor, NY 10510		
09/27/10 Cash		
Golden Outreach Pet Therapy	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
SPCA of Westchester 590 North State Road Briarcliff Manor, NY 10510	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
SPCA of Erie County 203 Ensminger Road Tonawanda, NY 14150		
08/04/10 Cash		
Teaching Love & Compassion	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
SPCA of Erie County 203 Ensminger Road Tonawanda, NY 14150	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====
Special Equestrians 2800 Street Road PO Box 1001 Warrington, PA		
07/02/10 Cash		
Operating Support	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Special Equestrians 2800 Street Road PO Box 1001 Warrington, PA	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Benedict's Preparatory School 520 Dr Martin Luther King Boulevard Newark, NJ 07102-1314		
12/16/10 Cash		
Bernard M Shanley Scholarship	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
St. Benedict's Preparatory School 520 Dr Martin Luther King Boulevard Newark, NJ 07102-1314	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
St. John's Church PO Box 200147 Newark, NJ 07102-0303		
12/20/10 Cash		
To Feed the Homeless	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. John's Church PO Box 200147 Newark, NJ 07102-0303	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
St. John's University 8000 Utopia Parkway Queens, NY 11439		
12/16/10 Cash		
Improving Literacy for Economically Disadvantaged Children and Youth	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
St. John's University 8000 Utopia Parkway Queens, NY 11439	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Louis Science Center 5050 Oakland Avenue St. Louis, MO 63110		
10/12/10 Cash		
Youth Exploring Science	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Louis Science Center 5050 Oakland Avenue St. Louis, MO 63110	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
St. Mary's Foundation for Children 29-01 216 Street Bayside, NY 11360		
05/05/10 Cash		
Animal Assisted Therapy	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Mary's Foundation for Children 29-01 216 Street Bayside, NY 11360	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Starfish Food Pantry PO Box 2822 Plainfield, NJ 07062		
12/20/10 Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Starfish Food Pantry PO Box 2822 Plainfield, NJ 07062	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Summit Speech School 705 Central Avenue New Providence, NJ 07974		
12/16/10 Cash		
Parent/Infant Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Summit Speech School 705 Central Avenue New Providence, NJ 07974	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Trail Blazers Camps, Inc. 250 W. 57th Street #2202 New York, NY 10019		
11/29/10 Cash		
Eummer Experiential Education Adventure Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Trail Blazers Camps, Inc. 250 W. 57th Street #2202 New York, NY 10019	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
University of Richmond 28 Westhampton Way Richmond, VA 23173 Norwalk, CT 06850		
12/20/10 Cash		
General Purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
University of Richmond 28 Westhampton Way Richmond, VA 23173 Norwalk, CT 06850	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460		
07/02/10 Cash		
Online Teacher Academy	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Winston School 100 East Lane Short Hills, NJ 07078		
09/27/10 Cash		
Technology Advancement	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Winston School 100 East Lane Short Hills, NJ 07078	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715		
12/20/10 Cash		
Difficult to fund Priority Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
YMCA of Norwalk 370 West Avenue Norwalk, CT 06850 <u>12/16/10 Cash</u> C Project	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions YMCA of Norwalk 370 West Avenue Norwalk, CT 06850	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Young Life PO Box 462 Old Greenwich, CT 06867 <u>12/16/10 Cash</u> General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Young Life PO Box 462 Old Greenwich, CT 06867	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$987,000.00</u> =====	<u>\$987,000.00</u> =====

LAURA J. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Jun-11	Search Dog Foundation National Training Center for Disaster Search Teams	\$30,000	\$90,000	(2 of 3)
Jun-11	Wildlife Conservation Society Online Teacher Academy	\$50,000	\$100,000	(2 of 2)
Nov-11	Children's Village Canine Program	\$50,000	\$100,000	(2 of 2)
TOTAL SCHEDULED GRANTS 2011		\$130,000		
Jun-12	Search Dog Foundation National Training Center for Disaster Search Teams	\$30,000	\$90,000	(3 of 3)
TOTAL SCHEDULED GRANTS 2012		\$30,000		
TOTAL SCHEDULED GRANTS		\$160,000		