



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**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 2011, or tax year beginning

, 2011, and ending

Henry E. Niles Foundation
c/o FCSN 88 Field Point Road
Greenwich, CT 06830**A** Employer identification number
06-1252486**B** Telephone number (see the instructions)
203-661-1000**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**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)
\$ 26,346,402.
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 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

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 9,835,156.

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

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

b Accounting fees (attach sch)

c Other prof fees (attach sch) See St 3

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 4

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

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

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

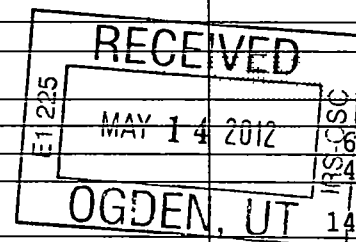
27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter 0)

c Adjusted net income (if negative, enter 0)

ADMINISTRATIVE AND OPERATING EXPENSES



Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,922,447.	1,662,178.	1,662,178.
	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 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)	988,615.	489,040.	631,071.
	b Investments — corporate stock (attach schedule)	15,459,247.	15,440,655.	18,262,382.
	c Investments — corporate bonds (attach schedule)	5,401,122.	5,565,093.	5,790,771.
	11 Investments — land, buildings, and equipment, basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	23,771,431.	23,156,966.	26,346,402.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	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.	
	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	23,771,431.	23,156,966.	
	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 instructions)	23,771,431.	23,156,966.	
	31 Total liabilities and net assets/fund balances (see instructions)	23,771,431.	23,156,966.	

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	23,771,431.
2 Enter amount from Part I, line 27a	2	-614,465.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	23,156,966.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	23,156,966.

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 5)		P	Various	Various
b Decreases per Schedule B-1 (Exhibit 6)		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,328,499.		4,182,807.	1,145,692.
b 4,506,657.		5,220,201.	-713,544.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,145,692.
b			-713,544.
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	432,148.
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 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))
2010	1,560,494.	26,047,232.	0.059910
2009	1,768,984.	23,549,710.	0.075117
2008	1,603,472.	28,641,057.	0.055985
2007	1,819,090.	31,602,693.	0.057561
2006	1,561,869.	30,116,597.	0.051861

2 Total of line 1, column (d)	2	0.300434
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	0.060087
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	27,374,239.
5 Multiply line 4 by line 3	5	1,644,836.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,819.
7 Add lines 5 and 6	7	1,655,655.
8 Enter qualifying distributions from Part XII, line 4	8	1,600,259.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	21,638.
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	21,638.
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	21,638.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	28,417.	
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	28,417.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,779.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 6,779. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	10	X

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>www.heniles.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06836-2508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		N/A
16	At any time during calendar year 2011, 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 <u>United Kingdom</u>	16	X	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 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 instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 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 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

BAA

Form 990-PF (2011)

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	VP/Sec/Direc 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Treas/Direct 10.00	48,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

BAA

Form 990-PF (2011)

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	25,591,380.
b Average of monthly cash balances	1b	2,199,726.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	27,791,106.
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	27,791,106.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	416,867.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,374,239.
6 Minimum investment return. Enter 5% of line 5	6	1,368,712.

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	1,368,712.
2a Tax on investment income for 2011 from Part VI, line 5	2a	21,638.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	21,638.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,347,074.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,347,074.
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	1,347,074.

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	1,600,259.
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	1,600,259.
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	1,600,259.

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

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,347,074.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	87,377.			
b From 2007	285,694.			
c From 2008	193,323.			
d From 2009	604,836.			
e From 2010	283,270.			
f Total of lines 3a through e	1,454,500.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 1,600,259.				
a Applied to 2010, 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 2011 distributable amount				1,347,074.
e Remaining amount distributed out of corpus	253,185.			
5 Excess distributions carryover applied to 2011 (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	1,707,685.			
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 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	87,377.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,620,308.			
10 Analysis of line 9.				
a Excess from 2007	285,694.			
b Excess from 2008	193,323.			
c Excess from 2009	604,836.			
d Excess from 2010	283,270.			
e Excess from 2011	253,185.			

N/A

- | | |
|----------------|--|
| Part XV | Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.) |
|----------------|--|

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached Schedule B-3 (Exhibit 8)				1,413,500.
Total				1,413,500.
<i>b Approved for future payment</i> See attached Installment Payment Schedule (Exhibit 9),				537,500.
Total				537,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	717,724.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	432,148.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	See Statement 7				3,585.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,153,457.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,153,457.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Client HNILES

Henry E. Niles Foundation

06-1252486

5/08/12

09.15AM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
B of A Cl action proceeds	\$ 246.	\$ 246.	
BNY Partners Fund III		-12,180.	
Chestnut Mansion (Estate)		2,532.	
Chestnut Mansion (Trust)		2,529.	
Cooper Co Cl action prcds	1,198.	1,198.	
Country Estates Assoc. LP	2,141.	5,685.	
IShares S&P GSCI		84,111.	
Stratford Inc Properties		1,043.	
Total	\$ 3,585.	\$ 85,164.	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Farrell Fritz, P.C.	\$ 11,404.	\$ 11,404.		
FCS&N - tax preparation	5,310.	5,310.		
Total	\$ 16,714.	\$ 16,714.		0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of New York - Affiliate Funds Adj	\$ -16,592.	\$ -16,592.		
Bank of New York - Investment Advisor	126,257.	126,257.		
FCS&N - administrative fee (\$10,405) *	10,000.			\$ 10,000.
Total	\$ 119,665.	\$ 109,665.		\$ 10,000.

Client HNILES

Henry E. Niles Foundation

06-1252486

5/08/12

09.15AM

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 3rd quarter estimated payment \$	7,370.			
2011 4th quarter estimated payment	6,934.			
Total \$	<u>14,304.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Earthlink and domain name renewal \$	239.			\$ 239.
FCSN - Disbursements tax computer fee				
	55.	\$ 55.		
Federal Express	239.			239.
Guide star	175.			
Hagendoorn & Emond Insurance, D&O Ins.				
	13,800.			13,800.
Secretary of State - annual report	50.			
Total \$	<u>14,558.</u>	<u>\$ 55.</u>		<u>\$ 14,278.</u>

Statement 6
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 7.

Client HNILES

Henry E. Niles Foundation

06-1252486

5/08/12

09 15AM

Statement 7
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
B of A Cl action proceeds			18	\$ 246.	
BNY Partners Fund III			14	1.	
Chestnut Mansion (Estate)			14	1.	
Chestnut Mansion (Trust)			14	-2.	
Cooper Co Cl action prcds			18	1,198.	
Country Estates Assoc. LP			14	2,141.	
IShares S&P GSCI			14	-1.	
Stratford Inc Properties			14	1.	
Total		\$ 0.		\$ 3,585.	\$ 0.

Client HNILES

Henry E. Niles Foundation

06-1252486

5/08/12

09.15AM

Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	356,148.
Interest per Schedule A-4 (Exhibit 2)		300,460.
Cambridge 87-2 Drilling		400.
Treasury Inflation Index receipts		17,537.
Other Income per Schedule A-5 (Exhibit 3)		43,179.
Total	\$	<u>717,724.</u>

Other Revenue
Net investment income

Interest income per Schedule K-1	 \$	277.
Net short term gain		2,888.
Net long term gain		83,126.
Deductions subject to 2% floor		-2,180.
Total	\$	<u>84,111.</u>

Other Revenue
Net investment income

Net rental real estate income per Schedule K-1	\$	5,615.
Interest		46.
Ordinary dividends		24.
Total	\$	<u>5,685.</u>

Other Revenue
Net investment income

Net rental real estate income per Schedule K-1	\$	1,021.
Interest income		22.
Total	\$	<u>1,043.</u>

Other Revenue
Net investment income

Net rental real estate income per Schedule K-1	\$	2,443.
Interest income		89.
Total	\$	<u>2,532.</u>

Other Revenue
Net investment income

Net rental real estate income per Schedule K-1	\$	2,440.
Interest income		89.
Total	\$	<u>2,529.</u>

2011

Federal Supporting Detail

Page 2

Client HNILES

Henry E. Niles Foundation

06-1252486

5/08/12

09 15AM

Balance Sheet - Investments
Beginning of year amount

Total \$ 988,615.
\$ 988,615.

Balance Sheet - Investments
End of year amount

Total \$ 489,040.
\$ 489,040.

Balance Sheet - Investments
Fair market value at end of year (Form 990-PF)

Total \$ 631,071.
\$ 631,071.

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/15/11	Dividend Rec'd on	4,300	Shs.		\$1,892.00
----------	-------------------	-------	------	--	------------

Accenture PLC

05/13/11	Dividend Rec'd on	7,000	Shs.	\$3,150.00	
11/15/11	Dividend Rec'd on	7,000	Shs.	<u>4,725.00</u>	7,875.00

Aflac Inc

03/01/11	Dividend Rec'd on	3,200	Shs.		960.00
----------	-------------------	-------	------	--	--------

Air Prods & Chems Inc

02/14/11	Dividend Rec'd on	1,500	Shs.	\$735.00	
05/09/11	Dividend Rec'd on	1,500	Shs.	870.00	
08/08/11	Dividend Rec'd on	1,500	Shs.	870.00	
11/14/11	Dividend Rec'd on	1,500	Shs.	<u>870.00</u>	3,345.00

Allergan Inc

03/11/11	Dividend Rec'd on	3,290	Shs.	\$164.50	
06/10/11	Dividend Rec'd on	3,290	Shs.	164.50	
09/08/11	Dividend Rec'd on	3,290	Shs.	164.50	
12/01/11	Dividend Rec'd on	3,290	Shs.	<u>164.50</u>	658.00

Allstate Corp.

04/01/11	Dividend Rec'd on	4,000	Shs.	\$840.00	
07/01/11	Dividend Rec'd on	4,000	Shs.	840.00	
10/03/11	Dividend Rec'd on	4,000	Shs.	<u>840.00</u>	2,520.00

American Express Company

02/10/11	Dividend Rec'd on	6,000	Shs.	\$1,080.00	
05/10/11	Dividend Rec'd on	6,000	Shs.	1,080.00	
08/10/11	Dividend Rec'd on	6,000	Shs.	<u>1,080.00</u>	3,240.00

AT&T Inc

02/01/11	Dividend Rec'd on	9,300	Shs.	\$3,999.00	
05/02/11	Dividend Rec'd on	9,300	Shs.	3,999.00	
08/01/11	Dividend Rec'd on	9,300	Shs.	3,999.00	
11/01/11	Dividend Rec'd on	9,300	Shs.	<u>3,999.00</u>	15,996.00

Schedule A-3 (Cont'd)

Avon Products Inc

03/01/11	Dividend Rec'd on	7,800	Shs.	\$1,794.00	
06/01/11	Dividend Rec'd on	7,800	Shs.	<u>1,794.00</u>	\$3,588.00

Baxter International

01/05/11	Dividend Rec'd on	4,200	Shs.	\$1,302.00	
04/01/11	Dividend Rec'd on	4,200	Shs.	1,302.00	
07/01/11	Dividend Rec'd on	4,200	Shs.	1,302.00	
10/03/11	Dividend Rec'd on	4,200	Shs.	<u>1,302.00</u>	5,208.00

BNY Mellon Mid Cap Stock Fund
Class M Shares

01/18/11	Dividend Rec'd on	52,931.596	Shs.	\$407.58	
02/14/11	Dividend Rec'd on	52,931.596	Shs.	417.78	
03/14/11	Dividend Rec'd on	52,931.596	Shs.	395.15	
04/11/11	Dividend Rec'd on	52,931.596	Shs.	433.05	
05/16/11	Dividend Rec'd on	52,931.596	Shs.	433.86	
06/13/11	Dividend Rec'd on	52,931.596	Shs.	449.58	
07/18/11	Dividend Rec'd on	52,931.596	Shs.	414.37	
08/15/11	Dividend Rec'd on	52,931.596	Shs.	446.55	
09/12/11	Dividend Rec'd on	52,931.596	Shs.	372.72	
10/17/11	Dividend Rec'd on	52,931.596	Shs.	351.94	
11/14/11	Dividend Rec'd on	52,931.596	Shs.	365.79	
12/09/11	Dividend Rec'd on	52,931.596	Shs.	2,366.04	
12/12/11	Dividend Rec'd on	52,931.596	Shs.	<u>364.55</u>	7,218.96

Cardinal Health Inc

01/18/11	Dividend Rec'd on	5,330	Shs.	\$1,039.35	
04/15/11	Dividend Rec'd on	5,330	Shs.	1,039.35	
07/15/11	Dividend Rec'd on	5,330	Shs.	1,145.95	
10/17/11	Dividend Rec'd on	5,330	Shs.	<u>1,145.95</u>	4,370.60

Carnival Corp

09/16/11	Dividend Rec'd on	3,000	Shs.	\$750.00	
12/16/11	Dividend Rec'd on	3,000	Shs.	<u>750.00</u>	1,500.00

Caterpillar Inc

02/22/11	Dividend Rec'd on	3,325	Shs.	\$1,463.00	
05/20/11	Dividend Rec'd on	3,325	Shs.	1,463.00	
08/22/11	Dividend Rec'd on	3,325	Shs.	1,529.50	
11/21/11	Dividend Rec'd on	3,325	Shs.	<u>1,529.50</u>	5,985.00

Schedule A-3 (Cont'd)

Chevron Corporation

03/10/11	Dividend Rec'd on	4,350	Shs.	\$3,132.00	
06/10/11	Dividend Rec'd on	4,350	Shs.	3,393.00	
09/12/11	Dividend Rec'd on	4,350	Shs.	3,393.00	
12/12/11	Dividend Rec'd on	4,350	Shs.	<u>3,523.50</u>	\$13,441.50

Citigroup Inc

06/17/11	Dividend Rec'd on	3,200	Shs.	\$32.00	
08/26/11	Dividend Rec'd on	3,200	Shs.	32.00	
11/23/11	Dividend Rec'd on	3,200	Shs.	<u>32.00</u>	96.00

Coca-Cola Company

07/01/11	Dividend Rec'd on	2,500	Shs.	\$1,175.00	
10/03/11	Dividend Rec'd on	2,500	Shs.	1,175.00	
12/15/11	Dividend Rec'd on	2,500	Shs.	<u>1,175.00</u>	3,525.00

Colgate Palmolive Company

02/15/11	Dividend Rec'd on	3,000	Shs.	\$1,590.00	
05/16/11	Dividend Rec'd on	3,000	Shs.	<u>1,740.00</u>	3,330.00

ConocoPhillips

03/01/11	Dividend Rec'd on	2,450	Shs.	\$1,617.00	
06/01/11	Dividend Rec'd on	2,450	Shs.	1,617.00	
09/01/11	Dividend Rec'd on	2,450	Shs.	1,617.00	
12/01/11	Dividend Rec'd on	2,450	Shs.	<u>1,617.00</u>	6,468.00

Dover Corp.

12/15/11	Dividend Rec'd on	2,500	Shs.		787.50
----------	-------------------	-------	------	--	--------

Duke Energy Corp

03/16/11	Dividend Rec'd on	10,825	Shs.	\$2,652.13	
06/16/11	Dividend Rec'd on	10,825	Shs.	2,652.13	
09/16/11	Dividend Rec'd on	10,825	Shs.	2,706.25	
12/16/11	Dividend Rec'd on	10,825	Shs.	<u>2,706.25</u>	10,716.76

DuPont (E I) De Nemours & Company

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

Schedule A-3 (Cont'd)

Eaton Corp

02/25/11	Dividend Rec'd on	2,400	Shs.	\$1,632.00	
05/27/11	Dividend Rec'd on	4,800	Shs.	1,632.00	
08/26/11	Dividend Rec'd on	4,800	Shs.	1,632.00	
11/25/11	Dividend Rec'd on	4,800	Shs.	<u>1,632.00</u>	\$6,528.00

Emerson Electric Co

03/10/11	Dividend Rec'd on	6,125	Shs.	\$2,113.13	
06/10/11	Dividend Rec'd on	5,500	Shs.	1,897.50	
09/09/11	Dividend Rec'd on	5,500	Shs.	<u>1,897.50</u>	5,908.13

Exxon Mobil Corp

03/10/11	Dividend Rec'd on	6,125	Shs.	\$2,695.00	
06/10/11	Dividend Rec'd on	6,125	Shs.	2,878.75	
09/09/11	Dividend Rec'd on	6,125	Shs.	2,878.75	
12/09/11	Dividend Rec'd on	6,125	Shs.	<u>2,878.75</u>	11,331.25

Freeport-McMoran Copper & Gold Inc

02/01/11	Dividend Rec'd on	3,000	Shs.	\$1,500.00	
05/02/11	Dividend Rec'd on	6,000	Shs.	1,500.00	
06/01/11	Dividend Rec'd on	6,000	Shs.	3,000.00	
08/01/11	Dividend Rec'd on	6,000	Shs.	1,500.00	
11/01/11	Dividend Rec'd on	6,000	Shs.	<u>1,500.00</u>	9,000.00

General Electric Company

01/25/11	Dividend Rec'd on	14,500	Shs.	\$2,030.00	
04/25/11	Dividend Rec'd on	12,500	Shs.	1,750.00	
07/25/11	Dividend Rec'd on	12,500	Shs.	1,875.00	
10/25/11	Dividend Rec'd on	12,500	Shs.	<u>1,875.00</u>	7,530.00

Hewlett Packard Co

04/06/11	Dividend Rec'd on	6,300	Shs.		504.00
----------	-------------------	-------	------	--	--------

Home Depot Inc

03/24/11	Dividend Rec'd on	7,350	Shs.	\$1,837.50	
06/30/11	Dividend Rec'd on	7,350	Shs.	1,837.50	
09/15/11	Dividend Rec'd on	7,350	Shs.	1,837.50	
12/15/11	Dividend Rec'd on	5,000	Shs.	<u>1,450.00</u>	6,962.50

Schedule A-3 (Cont'd)

Honeywell Int Inc

03/10/11	Dividend Rec'd on	3,700	Shs.	\$1,230.25	
06/10/11	Dividend Rec'd on	3,700	Shs.	1,230.25	
09/09/11	Dividend Rec'd on	3,700	Shs.	1,230.25	
12/09/11	Dividend Rec'd on	3,700	Shs.	<u>1,378.25</u>	\$5,069.00

Intel Corp

03/01/11	Dividend Rec'd on	17,675	Shs.	\$3,202.71	
06/01/11	Dividend Rec'd on	15,000	Shs.	2,718.00	
09/01/11	Dividend Rec'd on	15,000	Shs.	3,150.00	
12/01/11	Dividend Rec'd on	12,000	Shs.	<u>2,520.00</u>	11,590.71

International Business Machines Corporation

03/10/11	Dividend Rec'd on	2,500	Shs.	\$1,625.00	
06/10/11	Dividend Rec'd on	2,500	Shs.	1,875.00	
09/12/11	Dividend Rec'd on	2,500	Shs.	1,875.00	
12/12/11	Dividend Rec'd on	2,500	Shs.	<u>1,875.00</u>	7,250.00

International Game Technology

01/07/11	Dividend Rec'd on	9,870	Shs.	\$592.20	
04/08/11	Dividend Rec'd on	9,870	Shs.	592.20	
07/08/11	Dividend Rec'd on	9,870	Shs.	<u>592.20</u>	1,776.60

Invesco Limited

03/09/11	Dividend Rec'd on	11,040	Shs.	\$1,214.40	
06/08/11	Dividend Rec'd on	11,040	Shs.	1,352.40	
09/08/11	Dividend Rec'd on	11,040	Shs.	1,352.40	
12/07/11	Dividend Rec'd on	11,040	Shs.	<u>1,352.40</u>	5,271.60

Ishares Msci Eafe Index Fd

06/28/11	Dividend Rec'd on	10,650	Shs.	\$12,151.58	
12/29/11	Dividend Rec'd on	10,650	Shs.	<u>6,062.28</u>	18,213.86

Ishares Msci Emerging Markets Index Fund

01/05/11	Dividend Rec'd on	6,975	Shs.	\$175.23	
06/28/11	Dividend Rec'd on	4,875	Shs.	2,246.97	
12/29/11	Dividend Rec'd on	4,875	Shs.	<u>1,691.44</u>	4,113.64

Schedule A-3 (Cont'd)

Johnson & Johnson

03/15/11	Dividend	Rec'd on	3,000	Shs.	\$1,620.00	
06/14/11	Dividend	Rec'd on	3,000	Shs.	1,710.00	
09/13/11	Dividend	Rec'd on	3,000	Shs.	1,710.00	
12/13/11	Dividend	Rec'd on	3,000	Shs.	<u>1,710.00</u>	\$6,750.00

Johnson Ctls Inc

01/04/11	Dividend	Rec'd on	5,700	Shs.	\$912.00	
04/04/11	Dividend	Rec'd on	5,700	Shs.	912.00	
07/05/11	Dividend	Rec'd on	5,700	Shs.	912.00	
10/04/11	Dividend	Rec'd on	5,700	Shs.	<u>912.00</u>	3,648.00

Kimberly Clark Corp

10/04/11	Dividend	Rec'd on	2,000	Shs.		1,400.00
----------	----------	----------	-------	------	--	----------

Kraft Foods Inc Cl A

01/14/11	Dividend	Rec'd on	5,825	Shs.	\$1,689.25	
04/14/11	Dividend	Rec'd on	5,825	Shs.	1,689.25	
07/14/11	Dividend	Rec'd on	5,825	Shs.	1,689.25	
10/14/11	Dividend	Rec'd on	5,825	Shs.	<u>1,689.25</u>	6,757.00

Medtronic Inc

01/28/11	Dividend	Rec'd on	3,200	Shs.	\$720.00	
04/29/11	Dividend	Rec'd on	3,200	Shs.	<u>720.00</u>	1,440.00

Merck & Co

01/07/11	Dividend	Rec'd on	9,690	Shs.	\$3,682.20	
04/07/11	Dividend	Rec'd on	9,690	Shs.	<u>3,682.20</u>	7,364.40

Microsoft Corporation

03/10/11	Dividend	Rec'd on	7,700	Shs.		1,232.00
----------	----------	----------	-------	------	--	----------

Midcap SPDR Trust Series 1

Standard & Poor's Midcap 400

01/31/11	Dividend	Rec'd on	1,900	Shs.	\$865.62	
04/29/11	Dividend	Rec'd on	1,900	Shs.	842.78	
07/29/11	Dividend	Rec'd on	1,900	Shs.	890.28	
10/31/11	Dividend	Rec'd on	1,900	Shs.	<u>516.72</u>	3,115.40

Schedule A-3 (Cont'd)

JP Morgan Chase & Co

01/31/11	Dividend	Rec'd on	9,600	Shs.	\$480.00	
05/02/11	Dividend	Rec'd on	9,600	Shs.	2,400.00	
08/01/11	Dividend	Rec'd on	9,600	Shs.	2,400.00	
10/31/11	Dividend	Rec'd on	9,600	Shs.	<u>2,400.00</u>	\$7,680.00

Occidental Petroleum Corp

01/18/11	Dividend	Rec'd on	2,300	Shs.	\$874.00	
04/15/11	Dividend	Rec'd on	2,300	Shs.	1,058.00	
07/15/11	Dividend	Rec'd on	2,300	Shs.	<u>1,058.00</u>	2,990.00

Pepsico Inc

01/03/11	Dividend	Rec'd on	5,500	Shs.	\$2,640.00	
03/31/11	Dividend	Rec'd on	5,500	Shs.	2,640.00	
06/30/11	Dividend	Rec'd on	5,500	Shs.	2,832.50	
09/30/11	Dividend	Rec'd on	5,500	Shs.	<u>2,832.50</u>	10,945.00

Pfizer Inc

03/01/11	Dividend	Rec'd on	7,800	Shs.	\$1,560.00	
06/07/11	Dividend	Rec'd on	7,800	Shs.	1,560.00	
09/06/11	Dividend	Rec'd on	7,800	Shs.	1,560.00	
12/06/11	Dividend	Rec'd on	7,800	Shs.	<u>1,560.00</u>	6,240.00

Philip Morris International

01/10/11	Dividend	Rec'd on	4,550	Shs.	\$2,912.00	
04/11/11	Dividend	Rec'd on	4,550	Shs.	2,912.00	
07/11/11	Dividend	Rec'd on	4,550	Shs.	2,912.00	
10/11/11	Dividend	Rec'd on	4,550	Shs.	<u>3,503.50</u>	12,239.50

The Procter & Gamble Company

02/15/11	Dividend	Rec'd on	4,650	Shs.	\$2,240.37	
05/16/11	Dividend	Rec'd on	4,650	Shs.	2,441.25	
08/15/11	Dividend	Rec'd on	4,650	Shs.	2,441.25	
11/15/11	Dividend	Rec'd on	4,650	Shs.	<u>2,441.25</u>	9,564.12

Schlumberger Limited

01/07/11	Dividend	Rec'd on	3,100	Shs.	\$651.00	
04/01/11	Dividend	Rec'd on	3,100	Shs.	775.00	
07/01/11	Dividend	Rec'd on	3,100	Shs.	775.00	
10/03/11	Dividend	Rec'd on	3,100	Shs.	<u>775.00</u>	2,976.00

Schedule A-3 (Cont'd)

Sempra Energy

04/15/11	Dividend Rec'd on	2,000	Shs.	\$960.00	
07/15/11	Dividend Rec'd on	2,000	Shs.	960.00	
10/17/11	Dividend Rec'd on	2,000	Shs.	<u>960.00</u>	\$2,880.00

Shire PLC

10/06/11	Dividend Rec'd on	1,250	Shs.		93.00
----------	-------------------	-------	------	--	-------

State Street Corp

01/18/11	Dividend Rec'd on	4,380	Shs.	\$43.80	
04/15/11	Dividend Rec'd on	4,380	Shs.	788.40	
07/18/11	Dividend Rec'd on	4,380	Shs.	788.40	
10/17/11	Dividend Rec'd on	4,380	Shs.	<u>788.40</u>	2,409.00

Taiwan Semiconductor Mfg Co

07/25/11	Dividend Rec'd on	12,000	Shs.	\$6,219.28	
07/25/11	Dividend Rec'd on	12,000	Shs.		
	Foreign Tax Withheld			<u>1,243.86-</u>	4,975.42

Target Corp

03/10/11	Dividend Rec'd on	2,500	Shs.	\$625.00	
06/10/11	Dividend Rec'd on	2,500	Shs.	<u>625.00</u>	1,250.00

Textron Inc

01/03/11	Dividend Rec'd on	4,500	Shs.		90.00
----------	-------------------	-------	------	--	-------

Union Pac Corp

01/03/11	Dividend Rec'd on	3,975	Shs.	\$1,510.50	
04/01/11	Dividend Rec'd on	3,500	Shs.	1,330.00	
07/01/11	Dividend Rec'd on	3,500	Shs.	1,662.50	
10/03/11	Dividend Rec'd on	3,500	Shs.	<u>1,662.50</u>	6,165.50

United Techonolgies Corp

03/10/11	Dividend Rec'd on	3,850	Shs.	\$1,636.25	
06/10/11	Dividend Rec'd on	3,000	Shs.	1,440.00	
09/12/11	Dividend Rec'd on	3,000	Shs.	1,440.00	
12/12/11	Dividend Rec'd on	2,500	Shs.	<u>1,200.00</u>	5,716.25

Schedule A-3 (Cont'd)

US Bancorp

01/18/11	Dividend Rec'd on	3,500	Shs.	\$175.00	
04/15/11	Dividend Rec'd on	3,500	Shs.	437.50	
07/15/11	Dividend Rec'd on	3,500	Shs.	437.50	
10/17/11	Dividend Rec'd on	3,500	Shs.	<u>437.50</u>	\$1,487.50

Valero Energy Corp New

03/16/11	Dividend Rec'd on	7,540	Shs.	\$377.00	
06/15/11	Dividend Rec'd on	7,540	Shs.	377.00	
09/14/11	Dividend Rec'd on	7,540	Shs.	377.00	
12/14/11	Dividend Rec'd on	7,540	Shs.	<u>1,131.00</u>	2,262.00

Vanguard Small-Cap Vipers

03/29/11	Dividend Rec'd on	2,340	Shs.	\$14.04	
12/30/11	Dividend Rec'd on	2,340	Shs.	<u>2,199.60</u>	2,213.64

Verizon Communications

02/01/11	Dividend Rec'd on	5,200	Shs.	\$2,535.00	
05/02/11	Dividend Rec'd on	5,200	Shs.	2,535.00	
08/01/11	Dividend Rec'd on	5,200	Shs.	2,535.00	
11/01/11	Dividend Rec'd on	5,200	Shs.	<u>2,600.00</u>	10,205.00

V F Corp

03/21/11	Dividend Rec'd on	1,300	Shs.		819.00
----------	-------------------	-------	------	--	--------

Wal Mart Stores Inc

01/03/11	Dividend Rec'd on	7,600	Shs.	\$2,299.00	
04/04/11	Dividend Rec'd on	7,600	Shs.	2,774.00	
06/06/11	Dividend Rec'd on	7,600	Shs.	2,774.00	
09/06/11	Dividend Rec'd on	5,000	Shs.	<u>1,825.00</u>	9,672.00

Walgreen Co.

09/12/11	Dividend Rec'd on	3,500	Shs.	\$787.50	
12/12/11	Dividend Rec'd on	3,500	Shs.	<u>787.50</u>	1,575.00

Walt Disney Co

01/18/11	Dividend Rec'd on	8,230	Shs.		3,292.00
----------	-------------------	-------	------	--	----------

Schedule A-3 (Cont'd)

Wells Fargo & Company

03/01/11	Dividend Rec'd on	8,500	Shs.	\$425.00	
03/31/11	Dividend Rec'd on	8,500	Shs.	595.00	
06/01/11	Dividend Rec'd on	8,500	Shs.	1,020.00	
09/01/11	Dividend Rec'd on	8,500	Shs.	1,020.00	
12/01/11	Dividend Rec'd on	8,500	Shs.	<u>1,020.00</u>	\$4,080.00

Yum! Brands Inc.

05/06/11	Dividend Rec'd on	2,500	Shs.	\$625.00	
08/05/11	Dividend Rec'd on	2,500	Shs.	625.00	
11/04/11	Dividend Rec'd on	2,500	Shs.	<u>712.50</u>	<u>1,962.50</u>

TOTAL SCHEDULE A-3

\$356,147.84

=====

Schedule A-4

INTEREST RECEIVED

Abbott Laboratories

5.875% Due 05/15/16

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

Allstate Corporation

7.5% Due 06/15/13

06/15/11	Interest	Rec'd on	\$100,000.00	\$3,750.00	
12/15/11	Interest	Rec'd on	\$100,000.00	<u>3,750.00</u>	7,500.00

Anheuser Busch

5% Due 03/01/19

03/01/11	Interest	Rec'd on	\$250,000.00	\$6,250.00	
06/13/11	Interest	Rec'd on	\$125,000.00	1,770.83	
07/18/11	Interest	Rec'd on	\$125,000.00	<u>2,378.47</u>	10,399.30

Astrazeneca PLC

54% Due 06/01/14

06/01/11	Interest	Rec'd on	\$150,000.00	\$4,050.00	
12/01/11	Interest	Rec'd on	\$150,000.00	<u>4,050.00</u>	
				<u>\$8,100.00</u>	
05/17/11	Less: Interest Paid on Purchase			<u>3,735.00-</u>	4,365.00

Bank of America Corp

7.75% Due 08/15/15

02/15/11	Interest	Rec'd on	\$50,000.00	\$1,937.50	
08/15/11	Interest	Rec'd on	\$50,000.00	<u>1,937.50</u>	3,875.00

Barclays Bank PLC

5% Due 09/22/16

03/22/11	Interest	Rec'd on	\$200,000.00	\$5,000.00	
09/22/11	Interest	Rec'd on	\$200,000.00	<u>5,000.00</u>	10,000.00

Blackrock Inc

6.25% Due 09/15/17

03/15/11	Interest	Rec'd on	\$200,000.00	\$6,250.00	
09/15/11	Interest	Rec'd on	\$200,000.00	<u>6,250.00</u>	12,500.00

Schedule A-4 (Cont'd)

Boeing Capital Corp.

3.25% Due 10/27/14

12/15/11	Less: Interest Paid on Purchase		\$650.00-
----------	---------------------------------	--	-----------

Cisco Systems Inc

4.45% Due 01/15/20

01/18/11	Interest Rec'd on	\$200,000.00	\$4,450.00	
07/15/11	Interest Rec'd on	\$200,000.00	<u>4,450.00</u>	8,900.00

Coca Cola Company

5.75% Due 03/15/11

03/15/11	Interest Rec'd on	\$500,000.00		14,375.00
----------	-------------------	--------------	--	-----------

Comcast Corporation

5.3% Due 01/15/14

01/18/11	Interest Rec'd on	\$250,000.00	\$6,625.00	
07/15/11	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Credit Suisse Fb USA

5.125% Due 08/15/15

08/15/11	Interest Rec'd on	\$250,000.00	\$6,406.25	
03/23/11	Less: Interest Paid on Purchase		<u>1,352.43-</u>	5,053.82

Deutsche Bank

34.5% Due 03/30/15

09/30/11	Interest Rec'd on	\$150,000.00	\$2,587.50	
05/17/11	Less: Interest Paid on Purchase		<u>675.63-</u>	1,911.87

Dominion Resources Inc

5% Due 03/15/13

03/15/11	Interest Rec'd on	\$250,000.00	\$6,250.00	
09/15/11	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Federated Government Obligation

Fund (Fund #395)

01/03/11	Interest Rec'd	\$20.00	
02/01/11	Interest Rec'd	16.67	
03/01/11	Interest Rec'd	17.15	
04/01/11	Interest Rec'd	23.45	
05/02/11	Interest Rec'd	20.37	

Schedule A-4 (Cont'd)

Federated Government Obligation
Fund (Fund #395)

(Cont'd)

06/01/11	Interest Rec'd		\$19.14	
07/01/11	Interest Rec'd		19.61	
08/01/11	Interest Rec'd		18.45	
09/01/11	Interest Rec'd		20.07	
10/03/11	Interest Rec'd		15.64	
11/01/11	Interest Rec'd		17.45	
12/01/11	Interest Rec'd		<u>19.08</u>	\$227.08

General Electric Company

5% Due 02/01/13

02/01/11	Interest Rec'd on	\$500,000.00	\$12,500.00	
08/01/11	Interest Rec'd on	\$500,000.00	<u>12,500.00</u>	25,000.00

Goldman Sachs Group Inc

5.5% Due 11/15/14

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

Goldman Sachs Group Inc

5.15% Due 01/15/14

01/18/11	Interest Rec'd on	\$250,000.00	\$6,437.50	
07/15/11	Interest Rec'd on	\$250,000.00	<u>6,437.50</u>	12,875.00

Lion Connecticut Holding (Aetna)

7.25% Due 08/15/23

02/15/11	Interest Rec'd on	\$34,000.00	\$1,232.50	
07/18/11	Interest Rec'd on	\$34,000.00	<u>1,047.63</u>	2,280.13

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

07/22/11	Interest Rec'd on	\$250,000.00	\$6,093.75	
03/23/11	Less: Interest Paid on Purchase		<u>2,098.96-</u>	3,994.79

Merrill Lynch & Company

5.3% Due 09/30/15

03/30/11	Interest Rec'd on	\$250,000.00	\$6,625.00	
09/30/11	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Schedule A-4 (Cont'd)

Morgan Stanley

5.3% Due 03/01/13

12/14/11	Less: Interest Paid on Purchase		\$2,274.58-
----------	---------------------------------	--	-------------

Northern States Power Minn

7.125% Due 07/01/25

01/03/11	Interest Rec'd on	\$300,000.00	\$10,687.50	
02/11/11	Interest Rec'd on	\$300,000.00	<u>2,375.00</u>	13,062.50

Novartis Secs Invet LTD

5.125% Due 02/10/19

02/10/11	Interest Rec'd on	\$200,000.00	\$5,125.00	
06/13/11	Interest Rec'd on	\$100,000.00	1,751.04	
07/18/11	Interest Rec'd on	\$100,000.00	<u>2,249.31</u>	9,125.35

Oracle Corp

5.75% Due 04/15/18

04/15/11	Interest Rec'd on	\$200,000.00	\$5,750.00	
10/17/11	Interest Rec'd on	\$200,000.00	<u>5,750.00</u>	11,500.00

Philip Morris Intl

4.5% Due 03/26/20

03/28/11	Interest Rec'd on	\$250,000.00	\$5,625.00	
09/26/11	Interest Rec'd on	\$250,000.00	<u>5,625.00</u>	11,250.00

Royal BK of Scotland

3.95% Due 09/21/15

03/21/11	Interest Rec'd on	\$150,000.00	\$2,962.50	
09/20/11	Interest Rec'd on	\$150,000.00	<u>2,962.50</u>	
			\$5,925.00	
02/22/11	Less: Interest Paid on Purchase		<u>2,501.67-</u>	3,423.33

SBC Communications

5.1% Due 09/15/14

03/15/11	Interest Rec'd on	\$250,000.00	\$6,375.00	
09/15/11	Interest Rec'd on	\$250,000.00	<u>6,375.00</u>	12,750.00

Shell International Fin

3.25% Due 09/22/15

03/22/11	Interest Rec'd on	\$200,000.00	\$3,250.00	
----------	-------------------	--------------	------------	--

Schedule A-4 (Cont'd)

Shell International Fin

3.25% Due 09/22/15

(Cont'd)

09/22/11	Interest Rec'd on	\$200,000.00	<u>\$3,250.00</u>	\$6,500.00
----------	-------------------	--------------	-------------------	------------

Treasury Inflation IX

2% Due 01/15/26

01/19/11	Interest Rec'd on	\$495,854.50	\$4,959.67	
07/18/11	Interest Rec'd on	\$509,809.00	<u>5,110.02</u>	10,069.69

US Treasury Note

4.5% Due 02/28/11

02/28/11	Interest Rec'd on	\$500,000.00		11,250.00
----------	-------------------	--------------	--	-----------

Verizon Communications

5.55% Due 02/15/16

02/15/11	Interest Rec'd on	\$250,000.00	\$6,937.50	
08/15/11	Interest Rec'd on	\$250,000.00	<u>6,937.50</u>	13,875.00

Wachovia Corporation

5.25% Due 08/01/14

08/01/11	Interest Rec'd on	\$150,000.00	\$3,937.50	
02/22/11	Less: Interest Paid on Purchase		<u>459.38-</u>	3,478.12

Wyeth

5.5% Due 02/01/14

02/01/11	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/01/11	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	<u>13,750.00</u>

TOTAL SCHEDULE A-4

\$300,460.16
=====

Schedule A-5

OTHER INCOME RECEIVED

Dreyfus Diversified International Fund

01/18/11	Income Rec'd on	30,518.82	Units	\$64.75	
02/14/11	Income Rec'd on	30,518.82	Units	61.06	
03/14/11	Income Rec'd on	30,518.82	Units	37.84	
04/11/11	Income Rec'd on	30,518.82	Units	79.20	
05/16/11	Income Rec'd on	30,518.82	Units	79.23	
06/13/11	Income Rec'd on	30,518.82	Units	81.52	
07/18/11	Income Rec'd on	30,518.82	Units	75.37	
08/15/11	Income Rec'd on	30,518.82	Units	79.19	
09/12/11	Income Rec'd on	40,979.071	Units	73.34	
10/17/11	Income Rec'd on	40,979.071	Units	87.27	
11/14/11	Income Rec'd on	40,979.071	Units	91.13	
12/12/11	Income Rec'd on	40,979.071	Units	<u>87.02</u>	\$896.92

Dreyfus Emerging Markets Fund-I

01/18/11	Income Rec'd on	25,337.837	Units	\$212.98	
02/14/11	Income Rec'd on	25,337.837	Units	217.62	
03/14/11	Income Rec'd on	32,953.983	Units	229.58	
04/11/11	Income Rec'd on	32,953.983	Units	275.67	
05/16/11	Income Rec'd on	43,983.395	Units	335.11	
06/13/11	Income Rec'd on	55,135.812	Units	433.70	
07/18/11	Income Rec'd on	85,857.778	Units	588.30	
08/15/11	Income Rec'd on	85,857.778	Units	718.68	
09/12/11	Income Rec'd on	103,218.889	Units	640.85	
10/17/11	Income Rec'd on	103,218.889	Units	691.51	
11/14/11	Income Rec'd on	103,218.889	Units	695.96	
12/12/11	Income Rec'd on	103,218.889	Units	<u>683.71</u>	5,723.67

Dreyfus High Yield-I

11/01/11	Income Rec'd on	51,635.112	Units	\$1,770.03	
11/14/11	Income Rec'd on	51,635.112	Units	126.85	
12/01/11	Income Rec'd on	51,635.112	Units	2,026.38	
12/12/11	Income Rec'd on	51,635.112	Units	<u>148.34</u>	4,071.60

Dreyfus Opportunistic Small Cap Fund

01/18/11	Income Rec'd on	2,875.767	Units	\$54.67	
02/14/11	Income Rec'd on	2,875.767	Units	55.63	
03/14/11	Income Rec'd on	2,875.767	Units	52.08	
04/11/11	Income Rec'd on	2,875.767	Units	57.27	
05/16/11	Income Rec'd on	2,875.767	Units	57.20	

Schedule A-5 (Cont'd)

Dreyfus Opportunistic Small Cap
Fund

(Cont'd)

06/13/11	Income Rec'd on	2,875.767 Units	\$57.97	
07/18/11	Income Rec'd on	2,875.767 Units	52.91	
08/15/11	Income Rec'd on	2,875.767 Units	56.63	
09/12/11	Income Rec'd on	2,875.767 Units	44.73	
10/17/11	Income Rec'd on	2,875.767 Units	40.93	
11/14/11	Income Rec'd on	2,875.767 Units	44.80	
12/12/11	Income Rec'd on	2,875.767 Units	<u>44.63</u>	\$619.45

Dreyfus S&P Midcap Index

01/18/11	Income Rec'd on	11,088.71 Units	\$67.64	
02/14/11	Income Rec'd on	11,088.71 Units	67.93	
03/14/11	Income Rec'd on	11,088.71 Units	64.16	
04/11/11	Income Rec'd on	11,088.71 Units	70.89	
05/16/11	Income Rec'd on	11,088.71 Units	70.98	
06/13/11	Income Rec'd on	11,088.71 Units	73.36	
07/18/11	Income Rec'd on	11,088.71 Units	68.00	
08/15/11	Income Rec'd on	11,088.71 Units	72.75	
09/12/11	Income Rec'd on	11,088.71 Units	62.27	
10/17/11	Income Rec'd on	11,088.71 Units	59.56	
11/14/11	Income Rec'd on	11,088.71 Units	62.52	
12/12/11	Income Rec'd on	11,088.71 Units	62.26	
12/29/11	Income Rec'd on	11,088.71 Units	<u>2,195.56</u>	2,997.88

Dreyfus Select Managers Small Cap
Value Fund

01/18/11	Income Rec'd on	4,080.522 Units	\$65.34	
02/14/11	Income Rec'd on	4,080.522 Units	63.08	
03/14/11	Income Rec'd on	4,080.522 Units	59.22	
04/11/11	Income Rec'd on	4,080.522 Units	65.41	
05/16/11	Income Rec'd on	4,080.522 Units	65.45	
06/13/11	Income Rec'd on	4,080.522 Units	66.70	
07/18/11	Income Rec'd on	4,080.522 Units	61.47	
08/15/11	Income Rec'd on	4,080.522 Units	65.86	
09/12/11	Income Rec'd on	4,080.522 Units	55.29	
10/17/11	Income Rec'd on	4,080.522 Units	52.11	
11/14/11	Income Rec'd on	4,080.522 Units	55.78	
12/12/11	Income Rec'd on	4,080.522 Units	55.88	
12/30/11	Income Rec'd on	4,080.522 Units	<u>167.30</u>	898.89

Schedule A-5 (Cont'd)

Dreyfus Strategic International
Stock Fund

01/18/11	Income Rec'd on	23,942.539 Units	\$165.93	
02/14/11	Income Rec'd on	23,942.539 Units	167.15	
03/14/11	Income Rec'd on	23,942.539 Units	154.56	
04/11/11	Income Rec'd on	23,942.539 Units	168.66	
05/16/11	Income Rec'd on	23,942.539 Units	168.00	
06/13/11	Income Rec'd on	23,942.539 Units	175.21	
07/18/11	Income Rec'd on	23,942.539 Units	165.90	
08/15/11	Income Rec'd on	23,942.539 Units	175.36	
09/12/11	Income Rec'd on	23,942.539 Units	159.39	
10/17/11	Income Rec'd on	23,942.539 Units	147.10	
11/14/11	Income Rec'd on	23,942.539 Units	153.89	
12/12/11	Income Rec'd on	23,942.539 Units	147.93	
12/30/11	Income Rec'd on	40,417.004 Units	<u>6,381.84</u>	\$8,330.92

Highbridge Dynamic Comm Strat
Fund-E

12/23/11	Income Rec'd on	11,676.788 Units		9,612.68
----------	-----------------	------------------	--	----------

TCW Emerging Markets Income
Fund-I

08/01/11	Income Rec'd on	33,783.785 Units	\$1,773.66	
09/01/11	Income Rec'd on	33,783.785 Units	1,604.72	
10/04/11	Income Rec'd on	33,783.785 Units	1,351.35	
11/02/11	Income Rec'd on	33,783.785 Units	1,351.36	
12/01/11	Income Rec'd on	33,783.785 Units	1,351.36	
12/30/11	Income Rec'd on	51,899.727 Units	<u>2,594.99</u>	<u>10,027.44</u>

TOTAL SCHEDULE A-5

\$43,179.45
=====

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2011

Line 10 a	U S and State Government Obligations	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
\$ 513,391 50	Treasury Inflation Index, 2% due 1/15/2026	\$ 489,040 44	\$ 631,071 10

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2011

Line 10 b	Corporate Stock	BOOK VALUE	FAIR MARKET VALUE
7,000 shs	Accenture Ltd, Class A	\$ 160,114 96	\$ 372,610 00
2,000 shs	Agilent Technologies Inc,	\$ 96,964.00	\$ 69,860 00
1,500 shs	Air Products & Chemicals Inc	\$ 109,873 05	\$ 127,785 00
3,290 shs	Allergan Inc	\$ 190,818 68	\$ 288,664 60
625 shs	Amazon com Inc	\$ 122,841 37	\$ 108,187 50
1,650 shs	Apple Computer Inc	\$ 142,383 78	\$ 668,250 00
4,300 shs	AT&T Inc	\$ 161,161 63	\$ 130,032 00
4,000 shs	B B & T Corporation	\$ 96,208 80	\$ 100,680 00
4,200 shs	Baxter International	\$ 185,556 00	\$ 207,816 00
700 shs	BNY Cayman III, LLC	\$ 700,000 00	\$ 669,571 00
147,058.823 shs	BNY Mellon Emerging Mkts-M	\$ 1,300,000 00	\$ 1,301,470 58
57,803 468 shs	BNY Mellon International -M	\$ 500,000 00	\$ 509,826 59
52,931 596 shs	BNYMellon Mid Cap Stock Fund	\$ 650,000 00	\$ 571,131 92
4,300 000 shs	Cameron International Corp	\$ 197,710 13	\$ 211,517 00
5,330 000 shs	Cardinal Health Inc	\$ 183,016 21	\$ 216,451 30
3,000 000 shs	Carnival Corp	\$ 107,016 00	\$ 97,920 00
3,325 000 shs	Catepillar Inc	\$ 111,515 18	\$ 301,245 00
4,350 shs	Chevron Corporation	\$ 296,894 21	\$ 462,840 00
3,200 shs	Citigroup Inc	\$ 136,640 00	\$ 84,192 00
2,500 000 shs	Coca-Cola Company	\$ 163,732.75	\$ 174,925 00
2,450 shs	ConocoPhillips	\$ 99,612 15	\$ 178,531 50
2,500 shs	Dover Corp	\$ 139,141 00	\$ 145,125 00
75,906 96 shs	Dreyfus High Yield - I	\$ 450,000 00	\$ 472,141 28
13,927 577 shs	Dreyfus/Newton Intern Eqty-I	\$ 200,000 00	\$ 202,506 97
2,875 767 shs	Dreyfus Opportunistic Small Cap Fund	\$ 75,000 00	\$ 65,337 43
11,088 71 shs	Dreyfus S&P Midcap Index	\$ 275,000 00	\$ 287,419 36
4,080 522 shs	Dreyfus Select Managers Small Cap Value Fund	\$ 75,000 00	\$ 70,878 67
40,417 004 shs	Dreyfus Strategic International Stock Fund	\$ 500,000 00	\$ 492,279 11
10,825 shs	Duke Energy Hldg Corp	\$ 201,615 63	\$ 238,150 00
4,200 shs	Du Pont, E I	\$ 186,901 88	\$ 192,276 00
2,400 shs	Eaton Corporation	\$ 181,073 61	\$ 208,944 00
5,300 shs	E M C Corp	\$ 145,389 60	\$ 114,162 00
6,125 shs	Exxon Mobil Corporation	\$ 259,566 74	\$ 519,155 00
6,000 shs	Freeport McMoran	\$ 78,929 14	\$ 220,740 00
12,500 shs	General Electric	\$ 299,502 28	\$ 223,875 00
11,676 788 shs	Highbridge Dynamic Comm Strat Fund-E	\$ 250,000 00	\$ 200,023 38
5,000 shs	Home Depot	\$ 155,645 75	\$ 210,200 00
3,700 shs	Honeywell International, Inc	\$ 126,350 42	\$ 201,095 00
12,000 shs	Intel	\$ 262,021 92	\$ 291,000 00
2,500 shs	International Business Machines	\$ 228,721 39	\$ 459,700 00
11,040 shs	Invesco Limited	\$ 222,788 30	\$ 221,793.60
8,500 shs	Ishares S&P Gsci Commodity-Indexed Trust	\$ 218,110 00	\$ 280,330 00
3,000 shs	Johnson & Johnson	\$ 126,767 02	\$ 196,740 00
5,700 shs	Johnson Controls, Inc	\$ 169,374.42	\$ 178,182 00
2,000 shs	Kimberly Clark Corp	\$ 130,056 80	\$ 147,120 00
5,825 shs	Kraft Foods Inc CI A	\$ 131,607 14	\$ 217,622 00
2,200 shs	Metlife Inc	\$ 65,171 70	\$ 68,596 00
1,900 shs	Midcap SPDR Tr Unit Series 1	\$ 211,768 16	\$ 303,031 00
2,000 shs	Newfield Expl Co	\$ 129,637.60	\$ 75,460 00
5,500 shs	Pepsico, Inc	\$ 274,654 29	\$ 364,925 00
4,550 shs	Philip Morris International	\$ 220,812 87	\$ 357,084 00
2,000 shs	PNC Financial Servicers Group	\$ 110,285 00	\$ 115,340 00
4,650 shs	Procter & Gamble Co	\$ 185,002 89	\$ 310,201 50
2,000 shs	Rovi Corp	\$ 116,967 00	\$ 49,160 00
9,370 315 shs	Rydex Managed Futures Strategy Fd-Y	\$ 250,000 00	\$ 225,543 48
750 shs	Salesforce Com Inc	\$ 79,974 45	\$ 76,095 00

3,100 shs	Schlumberger Limited	\$	202,038 78	\$	211,761 00
2,000 shs	Sempra Energy	\$	105,256 00	\$	110,000 00
1,250 shs	Shire PLC	\$	111,456 37	\$	129,875 00
4,380 shs	State Street Corp	\$	195,358 51	\$	176,557 80
51,899 727 shs	TSW Emerging Markets Income Fund-I	\$	450,000 00	\$	427,653 75
2,000 shs	Teradata Corporation	\$	100,294 80	\$	97,020 00
1,750 shs	Union Pac Corp	\$	83,438 95	\$	185,395 00
2,500 shs	United Technologies Corporation	\$	43,476 57	\$	182,725 00
3,500 shs	US Bancorp	\$	73,849 30	\$	94,675 00
7,540 shs	Valero Energy Corp New	\$	144,089 40	\$	158,717 00
2,340 shs	Vanguard Small-Cap Vipers	\$	129,956 11	\$	163,027 80
5,200 shs	Verizon Communications	\$	189,004 05	\$	208,624 00
4,000 shs	Wal Mart Stores, Inc	\$	211,087 74	\$	239,040 00
3,500 shs	Walgreen Co	\$	122,883 60	\$	115,710 00
8,230 shs	Walt Disney Co	\$	245,050 72	\$	308,625 00
1,800 shs	Watson Pharmaceuticals Inc	\$	109,407 06	\$	108,612 00
8,500 shs	Wells Fargo & Co	\$	234,203 08	\$	234,260 00
2,500 shs	Yum! Brands Inc	\$	123,942 50	\$	147,525 00
2,000 shs	Zimmer Holdings Inc	\$	120,965 80	\$	106,840 00
1 shs	Worldcom, Inc	\$	-		
			\$15,440,655 24		\$18,262,382 12

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2011

Line 10 c	Corporate Bonds	BOOK VALUE	FAIR MARKET VALUE
\$125,000	Abbott Labs, 5 875%, due 5/15/2016	\$ 126,126 25	\$ 146,638 75
\$100,000	Allstate Corp, 7 5%, due 06/15/2013	\$ 108,578 10	\$ 107,789 00
\$150,000	Astrazeneca PLC 5 4% due 06/01/2014	\$ 167,955 00	\$ 165,999 00
\$50,000	Bank of America Copr, 7 75%, due 08/15/2015	\$ 55,019 55	\$ 50,637 50
\$200,000	Barclays Bank PLC 5%, due 09/22/2016	\$ 205,922 00	\$ 207,132 00
\$200,000	Blackrock Inc 6 25%, due 09/15/2017	\$ 220,048 00	\$ 232,682 00
\$150,000	Boeing Capital Corp 3 25% due 10/27/2014	\$ 160,150 50	\$ 159,720 00
\$200,000	Cisco Systems Inc 4 45% due 01/15/2020	\$ 199,392 00	\$ 227,388 00
\$250,000	Comcast Corporation, 5 3%, due 01/15/2014	\$ 244,895 00	\$ 269,387 50
\$250,000	Credit Suisse Fb USA 5 125% due 08/15/2015	\$ 274,412 50	\$ 263,340 00
\$150,000	Deutsche Bank 3 45% due 03/30/2015	\$ 156,184 50	\$ 152,421 00
\$250,000	Dominion Resources Inc , 5%, due 03/15/2013	\$ 250,202 50	\$ 262,172 50
\$500,000	General Electric Company, 5%, due 02/01/2013	\$ 490,305 00	\$ 521,050 00
\$250,000	Goldman Sachs Group, Inc , 5 5%, due 11/15/2014	\$ 258,540 00	\$ 257,567 50
\$250,000	Goldman Sachs Group, Inc , 5 15%, due 01/15/2014	\$ 244,445 00	\$ 254,757 50
\$250,000	Lloyds Tsb Bank PLC 4 875% due 01/21/2016	\$ 257,865 00	\$ 243,645 00
\$250,000	Merrill Lynch, 5 3%, due 09/30/2015	\$ 246,662 50	\$ 240,252 50
\$150,000	Morgan Stanley 5 3% due 09/30/2013	\$ 150,223 50	\$ 151,836 00
\$200,000	Oracle Corp , 5 75%, due 04/15/2018	\$ 220,374 00	\$ 242,696 00
\$250,000	Philip Morris Intl , 4 5%, due 03/26/2020	\$ 272,725 00	\$ 284,120 00
\$150,000	Royal BK of Scotland 3 95% due 9/21/2015	\$ 148,159 50	\$ 140,655 00
\$250,000	SBC Communications	\$ 243,215 00	\$ 275,360 00
\$200,000	Shell International Fin, 3 25%, due 09/22/2015	\$ 201,074 00	\$ 215,176 00
\$250,000	Verizon Communications, 5 55%, due 2/15/16	\$ 250,701 75	\$ 286,067 50
\$150,000	Wachovia Corporation 5 25% due 08/01/2014	\$ 160,909 50	\$ 158,215 50
\$250,000	Wyeth, 5 5%, due 2/1/14	\$ 251,007 50	\$ 274,065 00
		<u>\$5,565,093 15</u>	<u>\$5,790,770 75</u>

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2011

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

Schedule A-2

INCREASE ON SALE OR REDEMPTION OF ASSETS

		<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Bonds, Notes, etc.</u>				
Anheuser Busch				
<u>5% Due 03/01/19</u>				
06/13/11	\$125,000.00	\$137,046.25	\$119,135.00	\$17,911.25
07/18/11	\$125,000.00	136,010.00	119,135.00	16,875.00
Lion Connecticut Holding (Aetna)				
<u>7.25% Due 08/15/23</u>				
07/18/11	\$34,000.00	39,570.90	34,597.04	4,973.86
Northern States Power Minn				
<u>7.125% Due 07/01/25</u>				
02/11/11	\$300,000.00	355,080.00	298,144.00	56,936.00
Novartis Secs Invet LTD				
<u>5.125% Due 02/10/19</u>				
06/13/11	\$100,000.00	112,056.00	106,109.00	5,947.00
07/18/11	\$100,000.00	112,914.00	106,109.00	6,805.00
<u>Stock and Common Funds</u>				
Abbott Laboratories				
01/19/11	4,300 Shs.	203,909.43	169,586.00	34,323.43
Accenture PLC				
04/14/11	1,000 Shs.	55,859.03	22,873.57	32,985.46
Aflac Inc				
05/02/11	3,200 Shs.	172,547.08	168,498.56	4,048.52
American Express Company				
08/18/11	6,000 Shs.	272,338.37	121,119.67	151,218.70

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Amgen Inc</u>					
06/23/11	2,600	Shs.	\$152,258.79	\$133,532.36	\$18,726.43
<u>Apple Inc</u>					
10/14/11	216	Shs.	86,045.75	18,639.33	67,406.42
BNY Mellon Mid Cap Stock Fund					
<u>Class M Shares</u>					
12/09/11	52,931.596	Shs.			
Received LT capital gain distribution - Increase recognized on receipt			17,478.01	.00	17,478.01
<u>Cisco Systems Inc</u>					
02/08/11	4,670	Shs.	101,523.85	92,762.79	8,761.06
<u>Colgate Palmolive Company</u>					
06/15/11	3,000	Shs.	253,690.12	104,343.75	149,346.37
Dreyfus Opportunistic Small Cap Fund					
12/09/11	2,875.767	Units			
Received LT capital gain distribution - Increase recognized on receipt			5,260.35	.00	5,260.35
12/09/11	2,875.767	Units			
Received ST capital gain distribution - Increase recognized on receipt			3,422.16	.00	3,422.16
<u>Dreyfus S&P Midcap Index</u>					
03/30/11	11,088.71	Units			
Received capital gain distribution - Increase recognized on receipt			77.62	.00	77.62

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Dreyfus S&P Midcap Index</u>					
(Cont'd)					
12/29/11	11,088.71	Units			
Received LT capital gain					
distribution - Increase					
recognized on receipt			\$12,318.45	\$.00	\$12,318.45
12/29/11	11,088.71	Units			
Received ST capital gain					
distribution - Increase					
recognized on receipt			208.47	.00	208.47
 <u>Dreyfus Select Managers Small Cap Value Fund</u>					
12/30/11	4,080.522	Units			
Received LT capital gain					
distribution - Increase					
recognized on receipt			4,784.00	.00	4,784.00
12/30/11	4,080.522	Units			
Received ST capital gain					
distribution - Increase					
recognized on receipt			1,827.26	.00	1,827.26
 <u>Emerson Electric Co</u>					
02/14/11	625	Shs.	38,201.14	27,516.30	10,684.84
10/24/11	5,500	Shs.	261,111.33	242,143.41	18,967.92
 <u>Google Inc</u>					
11/09/11	420	Shs.	249,381.09	233,670.36	15,710.73
 <u>Hewlett Packard Co</u>					
05/16/11	6,300	Shs.	259,065.51	220,424.40	38,641.11

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
Highbridge Dynamic Comm Strat Fund-E					
12/16/11	11,676.788 Units				
Received LT capital gain distribution - Increase recognized on receipt			\$721.98	\$.00	\$721.98
12/23/11	11,676.788 Units				
Received ST capital gain distribution - Increase recognized on receipt			482.95	.00	482.95
Home Depot Inc					
10/14/11	2,350	Shs.	81,308.44	73,153.50	8,154.94
Honeywell Int Inc					
02/14/11	675	Shs.	38,616.00	23,050.42	15,565.58
Intel Corp					
10/26/11	3,000	Shs.	71,974.31	65,505.48	6,468.83
Ishares Msci Emerging Markets Index Fund					
06/15/11	2,100	Shs.	97,601.71	78,087.24	19,514.47
12/27/11	4,875	Shs.	183,195.57	181,273.95	1,921.62
McDonald's Corporation					
02/08/11	3,275	Shs.	242,207.47	187,506.66	54,700.81
Merck & Co					
05/23/11	9,690	Shs.	360,068.64	350,456.16	9,612.48
Occidental Petroleum Corp					
06/24/11	2,300	Shs.	235,998.47	129,488.90	106,509.57

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Questar Corp</u>					
02/08/11	5,000	Shs.	\$88,244.80	\$85,297.00	\$2,947.80
<u>Southwestern Energy Co</u>					
10/24/11	3,600	Shs.	143,596.20	137,859.84	5,736.36
<u>Taiwan Semiconductor Mfg Co</u>					
07/25/11	12,000	Shs.	149,158.32	128,880.00	20,278.32
<u>Union Pac Corp</u>					
10/14/11	1,750	Shs.	161,696.36	83,438.95	78,257.41
<u>United Techonolgies Corp</u>					
04/14/11	850	Shs.	72,198.37	14,782.03	57,416.34
10/14/11	500	Shs.	36,759.34	8,695.31	28,064.03
<u>V F Corp</u>					
04/01/11	1,300	Shs.	125,410.80	107,012.88	18,397.92
<u>Wal Mart Stores Inc</u>					
06/15/11	2,600	Shs.	138,355.56	137,207.04	1,148.52
10/26/11	1,000	Shs.	<u>56,918.91</u>	<u>52,771.94</u>	<u>4,146.97</u>
TOTAL SCHEDULE A-2			\$5,328,499.16 =====	\$4,182,806.84 =====	\$1,145,692.32 =====

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>					
Coca Cola Company					
5.75% Due 03/15/11					
03/15/11	\$500,000.00		\$528,660.00	\$500,000.00	\$28,660.00
US Treasury Note					
4.5% Due 02/28/11					
02/28/11	\$500,000.00		517,111.05	500,000.00	17,111.05
<u>Stock and Common Funds</u>					
Allstate Corp.					
12/21/11	4,000	Shs.	124,946.80	105,620.37	19,326.43
AT&T Inc					
12/21/11	5,000	Shs.	187,397.24	143,464.74	43,932.50
Avon Products Inc					
08/15/11	7,800	Shs.	200,238.47	160,832.90	39,405.57
Dreyfus Diversified International Fund					
12/22/11	40,979.071	Units	400,000.00	358,566.87	41,433.13
Dreyfus Emerging Markets Fund-I					
12/22/11	103,218.889	Units	1,300,000.00	1,065,218.94	234,781.06
General Electric Company					
02/14/11	2,000	Shs.	47,920.37	42,483.18	5,437.19

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Intel Corp</u>					
04/14/11	2,675	Shs.	\$58,409.05	\$53,665.35	\$4,743.70
<u>International Game Technology</u>					
08/15/11	9,870	Shs.	188,586.09	145,595.48	42,990.61
<u>Ishares Msci Eafe Index Fd</u>					
12/27/11	10,650	Shs.	578,004.20	517,742.99	60,261.21
<u>Medtronic Inc</u>					
04/14/11	3,200	Shs.	155,799.61	128,847.12	26,952.49
<u>Microsoft Corporation</u>					
05/16/11	7,700	Shs.	201,351.89	196,561.05	4,790.84
<u>JP Morgan Chase & Co</u>					
12/22/11	9,600	Shs.	360,525.20	299,802.24	60,722.96
<u>Pfizer Inc</u>					
12/22/11	7,800	Shs.	236,084.21	166,214.80	69,869.41
<u>Target Corp</u>					
06/06/11	2,500	Shs.	<u>135,167.25</u>	<u>122,041.16</u>	<u>13,126.09</u>
TOTAL SCHEDULE B-1			\$5,220,201.43 =====	\$4,506,657.19 =====	\$713,544.24 =====

THE HENRY E. NILES FOUNDATION

Mission and Guidelines

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

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

Primary Program Interests

The Board is currently highlighting the following areas:

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

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

Guiding Principles & Considerations

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

Approved May 6, 2004

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830		
10/27/11 Cash		
Abilis Youth Services	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801		
05/19/11 Cash		
Growing Possibilities, Roses for Autism	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Americares 88 Hamilton Avenue Stamford, CT 06902		
09/16/11 Cash		
Emergency Response Capability Platform (1 of 3)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Americares 88 Hamilton Avenue Stamford, CT 06902	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424		
08/09/11 Cash		
Kenya Project (1 of 3)	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Beacon House P.O.Box 29629 Washington, DC 20017		
10/27/11 Cash		
Focus on Excellence	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Beacon House P.O.Box 29629 Washington, DC 20017	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Behind the Book 171 W. 23rd Street 4C New York, NY 10011		
03/15/11 Cash		
Elementary School Initiative	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Behind the Book 171 W. 23rd Street 4C New York, NY 10011	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Bethany Relief & Rehabilitation Intl P.O. Box 1297 Abingdon, VA 24212-1297		
09/16/11 Cash Helping Children with Disabilities Through Pediatric Neurosurgery	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Bethany Relief & Rehabilitation Intl P.O. Box 1297 Abingdon, VA 24212-1297	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Bowery Mission 132 Madison Avenue New York, NY 10016		
05/13/11 Cash Connecticut Benefit	\$5,000.00	\$5,000.00
12/16/11 Cash General Purposes	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10016	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Boys & Girls Clubs of Northeastern Pennsylvania 609 Ash Street Scranton, PA 18510		
03/31/11 Cash		
After School Shuttle Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Boys & Girls Clubs of Northeastern Pennsylvania 609 Ash Street Scranton, PA 18510	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Bridges to Community 95 Croton Avenue Ossining, NY 10562		
07/06/11 Cash		
The Siuna Reginal Hospital Water & Sanitation Rehab Project	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Bridges to Community 95 Croton Avenue Ossining, NY 10562	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Careers Through Culinary Arts Program 250 West 57th Street #2015 New York, NY 10107		
05/19/11 Cash		
Job Traning & Placement Services	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Careers Through Culinary Arts Program 250 West 57th Street #2015 New York, NY 10107	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Cathedral Kitchen 642 Market Street Camden, NJ 08102		
05/06/11 Cash		
Culinary Arts Training Program	\$10,000.00	\$10,000.00
Total Distributions		
Cathedral Kitchen 642 Market Street Camden, NJ 08102	\$10,000.00 =====	\$10,000.00 =====
Church of Saint Luke in the Fields 487 Hudson Street New York, NY 10014		
12/09/11 Cash		
Go St. Luke's	\$5,000.00	\$5,000.00
Total Distributions		
Church of Saint Luke in the Fields 487 Hudson Street New York, NY 10014	\$5,000.00 =====	\$5,000.00 =====
Church World Service 475 Riverside Drive New York, NY 10115		
07/06/11 Cash		
Integrated Water/Food Security Safe Zone (1 of 2)	\$25,000.00	\$25,000.00
Total Distributions		
Church World Service 475 Riverside Drive New York, NY 10115	\$25,000.00 =====	\$25,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
City Harvest 575 Eighth Avenue, 4th Floor New York, NY 10018		
12/09/11 Cash		
Healthy Neighborhoods	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
City Harvest 575 Eighth Avenue, 4th Floor New York, NY 10018	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016		
08/01/11 Cash		
Transition to High School Program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Common Ground High School 358 Springside Avenue New Haven, CT 06515		
03/15/11 Cash		
Above & Beyond	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Common Ground High School 358 Springside Avenue New Haven, CT 06515	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Community Word Project 42 Broadway, 18th Floor New York, NY 10004		
<u>12/16/11</u> Cash		
Multidisciplinary Classroom Arts Residencies	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Word Project 42 Broadway, 18th Floor New York, NY 10004	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Compassionate Care Hospice 11 Independence Way Newark, DE 19713		
<u>07/06/11</u> Cash		
Financial Help for Needy Hospice Patients & Families	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Compassionate Care Hospice 11 Independence Way Newark, DE 19713	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604		
<u>07/06/11</u> Cash		
Water & Environmental Health	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830		
09/16/11 Cash		
15K S&I Program; 10K for financial assistance to needy families	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Connecticut Pre-Engineering Program 211 South Main Street Middletown, CT 06457		
12/09/11 Cash		
Cpep Ventures	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Connecticut Pre-Engineering Program 211 South Main Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016		
12/16/11 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
CURE International 701 Bosler Avenue Lemoyne, PA 17033		
05/06/11 Cash		
Hydrocephalus Program Location at Cure Zambia & Cure Uganda Specialty Surgical Hospitals (1 of 2)	\$25,000.00	\$25,000.00
Total Distributions		
CURE International 701 Bosler Avenue Lemoyne, PA 17033	\$25,000.00 =====	\$25,000.00 =====
East Meets West Foundation PO Box 29292 Oakland, CA 94604		
05/31/11 Cash		
Breath of Life (2 of 2)	\$25,000.00	\$25,000.00
12/09/11 Cash		
Breath of Life in Philippines (1 of 2)	37,500.00	37,500.00
Total Distributions		
East Meets West Foundation PO Box 29292 Oakland, CA 94604	\$62,500.00 =====	\$62,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168		
12/09/11 Cash		
NYC Partner School Program	\$7,500.00	\$7,500.00
Total Distributions		
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168	\$7,500.00 =====	\$7,500.00 =====
 El Porvenir 48 Clifford Terrace San Francisco, CA 94117		
12/09/11 Cash		
Water & Sanitation in Rural Nicaragua (1 of 3)	\$50,000.00	\$50,000.00
Total Distributions		
El Porvenir 48 Clifford Terrace San Francisco, CA 94117	\$50,000.00 =====	\$50,000.00 =====
 Elder House 3 Quincy Street Norwalk, CT 06850		
10/27/11 Cash		
Building Renovation Project	\$5,000.00	\$5,000.00
Total Distributions		
Elder House 3 Quincy Street Norwalk, CT 06850	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Elizabeth Coalition to House the Homeless 118 Division Street Elizabeth, NJ 07201		
05/06/11 Cash		
Operating Expenses	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Elizabeth Coalition to House the Homeless 118 Division Street Elizabeth, NJ 07201	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Episcopal Relief & Development 815 Second Avenue New York, NY 10017		
03/15/11 Cash		
Child Survival Program, Angola (3 of 5)	\$50,000.00	\$50,000.00
05/13/11 Cash		
Southeast Tornado Relief	10,000.00	10,000.00
12/16/11 Cash		
General Purposes	<u>7,500.00</u>	<u>7,500.00</u>
Total Distributions		
Episcopal Relief & Development 815 Second Avenue New York, NY 10017	<u>\$67,500.00</u> =====	<u>\$67,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Esperanza Academy 198 Garden Street Lawrence, MA 01840		
03/15/11 Cash		
Esperanza Extended Day	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Esperanza Academy 198 Garden Street Lawrence, MA 01840	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432		
12/16/11 Cash		
General Purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
Family Centers 40 Arch Street Greenwich, CT 06830		
09/16/11 Cash		
Rite Program (1 of 3)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Family Centers 40 Arch Street Greenwich, CT 06830	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Family Service 430 North Canal Street Lawrence, MA 01840		
03/15/11 Cash		
Stand & Deliver	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Family Service 430 North Canal Street Lawrence, MA 01840	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Farm Fresh Rhode Island 1005 Main Street, #1220 Pawtucket, RI 02860		
12/09/11 Cash		
Harvest Kitchen	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Farm Fresh Rhode Island 1005 Main Street, #1220 Pawtucket, RI 02860	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601		
07/06/11 Cash		
National Mobile Pantry Program	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
GADC River House 125 River Road Extension Cos Cob, CT 06807		
09/16/11 Cash		
Computer Upgrade	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
GADC River House 125 River Road Extension Cos Cob, CT 06807	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Girard College Development Fund 2102 S. College Avenue Philadelphia, PA 19121		
03/31/11 Cash		
Step Up To STEM	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Girard College Development Fund 2102 S. College Avenue Philadelphia, PA 19121	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
GlobalGiving Foundation 1023 15th Street NW, Suite 1200 Washington, DC 20005		
09/16/11 Cash		
Real-Time Evaluation & Feedback for Community Organizations	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
GlobalGiving Foundation 1023 15th Street NW, Suite 1200 Washington, DC 20005	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Global Health Media Probject Limited 30 Common Road Waitsfield, VT 05673		
03/15/11 Cash		
Cholera Transmission Prevention & Care	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Global Health Media Probject Limited 30 Common Road Waitsfield, VT 05673	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Good Shepherd Food Bank P.O.Box 1807 Auburn, ME 04211		
10/27/11 Cash		
The Mainers Feeding Mainers Project	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Good Shepherd Food Bank P.O.Box 1807 Auburn, ME 04211	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Grace Christian School 602 High Ridge Road Stamford, CT 06905		
12/16/11 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Grace Christian School 602 High Ridge Road Stamford, CT 06905	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
09/16/11 Cash GMP Discretionary Grant	\$5,000.00	\$5,000.00
12/16/11 Cash General Purposes	<u>10,000.00</u>	<u>10,000.00</u>
Total Distributions Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830	\$15,000.00 =====	\$15,000.00 =====
HABcore P.O. Box 2361 Red Bank, NJ 07701		
05/06/11 Cash Case Management Services for Residents	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions HABcore P.O. Box 2361 Red Bank, NJ 07701	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Hartford Youth Scholars 201 Ann Street, 5th Floor Hartford, CT 06103		
03/15/11 Cash		
The Steppingstone Academy Hartford	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Hartford Youth Scholars 201 Ann Street, 5th Floor Hartford, CT 06103	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Healthy Learners 2749 Laurel Street Columbia, SC 29204		
03/15/11 Cash		
Healthy Learners Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Healthy Learners 2749 Laurel Street Columbia, SC 29204	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010		
12/16/11 Cash		
Childsight Vietnam	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Ho-Chunk Community Development 102 Tallman Street Walthill, NE 68067		
03/15/11 Cash		
Self-Sustaining Operating Funds	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Ho-Chunk Community Development 102 Tallman Street Walthill, NE 68067	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845		
06/27/11 Cash		
Discretionary (2 of 2)	<u>\$100,000.00</u>	<u>\$100,000.00</u>
Total Distributions		
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845	<u>\$100,000.00</u> =====	<u>\$100,000.00</u> =====
Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101		
09/16/11 Cash		
General Operating Funds	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Kids in Crisis 1 Salem Street Cos Cob, CT 06807 12/16/11 Cash Safe Haven for Kids	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Kids in Crisis 1 Salem Street Cos Cob, CT 06807	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Knox Parks Inc. 75 Laurel Street Hartford, CT 06106 10/27/11 Cash Americorps Green Crew	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Knox Parks Inc. 75 Laurel Street Hartford, CT 06106	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118 03/31/11 Cash Be Great: Graduate	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Marc: Community Resources 124 Washington Street Middletown, CT 06457		
<u>08/09/11</u> Cash		
Adult Leisure & Skill Development Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Marc: Community Resources 124 Washington Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Matthew 25: Ministries 11060 Kenwood Road Cincinnati, OH 45242		
<u>12/09/11</u> Cash		
Building a New Life	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Matthew 25: Ministries 11060 Kenwood Road Cincinnati, OH 45242	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Meals on Wheels 89 Maple Avenue Greenwich, CT 06830		
<u>05/06/11</u> Cash		
Kitchen Redesign Project	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Meals on Wheels 89 Maple 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>
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114		
03/15/11 Cash		
Jump Start to Jobs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Montana History Foundation PO Box 863 Helena, MT 59624		
11/29/11 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Montana History Foundation PO Box 863 Helena, MT 59624	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Museum of the Confederacy 1201 East Clay Street Richmond, VA 25219		
12/16/11 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Museum of the Confederacy 1201 East Clay Street Richmond, VA 25219	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830		
12/16/11 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Network for Teaching Entrepreneurship 70 West Red Oak Lane White Plains, NY 10604		
10/27/11 Cash		
NFTE Fairchester Youth Entrepreneurship Program	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Network for Teaching Entrepreneurship 70 West Red Oak Lane White Plains, NY 10604	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
New York City Rescue Mission 90 Lafayette Street New York, NY 10013		
10/27/11 Cash		
Food Services Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
New York City Rescue Mission 90 Lafayette Street New York, NY 10013	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
New York Road Runners 9 East 89th Street New York, NY 10128		
05/19/11 Cash		
Mighty Milers	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New York Road Runners 9 East 89th Street New York, NY 10128	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 New York University Stern School of Business 44 West 4th Street, Suite 10-46 New York, NY		
05/19/11 Cash		
Supplement Stipends for Niles Scholars for School Year 2011- 2012	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
New York University Stern School of Business 44 West 4th Street, Suite 10-46 New York, NY	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 Olmstead Center for Sight 1170 Main Street Buffalo, NY 14209		
12/09/11 Cash		
Special Ed Needs Assistance	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Olmstead Center for Sight 1170 Main Street Buffalo, NY 14209	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Open Hearth P.O. Box 1077 Hartford, CT 06143-1077		
09/16/11 Cash		
Transitional Living Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Open Hearth P.O. Box 1077 Hartford, CT 06143-1077	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 ORBIS 520 8th Avenue, 11th Floor New York, NY 10018		
10/27/11 Cash		
Eye Care in Bangladesh (1of2)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
ORBIS 520 8th Avenue, 11th Floor New York, NY 10018	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
 Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036		
03/31/11 Cash		
Arts Education Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Philabundance 36616 South Galloway St Philadelphia, PA 19148		
<u>09/16/11</u> Cash		
Philabundance Community Kitchen	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Philabundance 36616 South Galloway St Philadelphia, PA 19148	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Pivot Ministries 485 Jane Street Bridgeport, CT 06608		
<u>12/16/11</u> Cash		
General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Pivot Ministries 485 Jane Street Bridgeport, CT 06608	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
 Police Athletic League 34-1/2 East 12th Street New York, NY 10003		
<u>08/01/11</u> Cash		
Rise	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Police Athletic League 34-1/2 East 12th Street New York, NY 10003	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624		
05/06/11 Cash		
Intervention Program	\$5,000.00	\$5,000.00
Total Distributions		
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624	\$5,000.00 =====	\$5,000.00 =====
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001		
03/15/11 Cash		
Design Your Future	\$5,000.00	\$5,000.00
Total Distributions		
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001	\$5,000.00 =====	\$5,000.00 =====
Red Feather Development Group P.O. Box 907 Bozeman, MT 59771		
10/27/11 Cash		
Northern Cheyenne Community Partnership	\$50,000.00	\$50,000.00
Total Distributions		
Red Feather Development Group P.O. Box 907 Bozeman, MT 59771	\$50,000.00 =====	\$50,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101		
03/15/11 Cash		
Literacy Skills Building	\$3,000.00	\$3,000.00
Total Distributions		
Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101	\$3,000.00	\$3,000.00
	=====	=====
 Rutgers University Foundation 7 College Avenue, Winats Hall New Brunswick, NJ 08901		
09/16/11 Cash		
Rutgers Future Scholars	\$10,000.00	\$10,000.00
Total Distributions		
Rutgers University Foundation 7 College Avenue, Winats Hall New Brunswick, NJ 08901	\$10,000.00	\$10,000.00
	=====	=====
 Sacred Heart Educational Center 54 West Main Street Baltic, CT 06330		
12/09/11 Cash		
Preparing, Tutoring & Mentoring	\$2,500.00	\$2,500.00
Total Distributions		
Sacred Heart Educational Center 54 West Main Street Baltic, CT 06330	\$2,500.00	\$2,500.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Salisbury School 251 Canaan Road <u>Salisbury, CT 06068</u> 12/16/11 Cash Endowment Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Salisbury School 251 Canaan Road Salisbury, CT 06068	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Salvation Army Hurricane Relief Fund P.O. Box 630243 <u>Baltimore, MD 21263</u> 05/13/11 Cash Southeast Tornado Relief	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Salvation Army Hurricane Relief Fund P.O. Box 630243 Baltimore, MD 21263	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Satellife Inc. Family Health International (a/k/a FHI Development 360 LLC) 2224 E. NC Hwy 54 <u>Durham, NC 27713</u> 12/09/11 Cash Mobile Health Info System (1 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Satellife Inc. Family Health International (a/k/a FHI Development 360 LLC) 2224 E. NC Hwy 54 Durham, NC 27713		
<u>(Cont'd)</u>		
12/16/11 Cash		
Mobile Health Info. System (2 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Satellife Inc. Family Health International (a/k/a FHI Development 360 LLC) 2224 E. NC Hwy 54 Durham, NC 27713		
	<u>\$100,000.00</u> =====	<u>\$100,000.00</u> =====
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029		
09/16/11 Cash		
Reach for the Stars Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029		
	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Sightsavers International PO Box 293 Washington, DC 20004		
<u>09/16/11</u> Cash		
Emergency Trachoma Control Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Sightsavers International PO Box 293 Washington, DC 20004	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 St. Patrick Center 801 N. Tucker Blvd. St. Louis, MO 63101		
<u>12/09/11</u> Cash		
McMurphy's Gril Employment Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Patrick Center 801 N. Tucker Blvd. St. Louis, MO 63101	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 St. Vincent Depaul Place 617 Main Street Middletown, CT 06457		
<u>03/15/11</u> Cash		
Meals & Community Assistance Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Vincent Depaul Place 617 Main Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Vincent's Services 66 Boerum Place Brooklyn, NY 11201		
05/19/11 Cash		
Youth Programs & Services	\$5,000.00	\$5,000.00
Total Distributions		
St. Vincent's Services 66 Boerum Place Brooklyn, NY 11201	\$5,000.00 =====	\$5,000.00 =====
 STEP Education MA P.O. Box 120192 Boston, MA 02112		
05/06/11 Cash		
Step	\$5,000.00	\$5,000.00
Total Distributions		
STEP Education MA P.O. Box 120192 Boston, MA 02112	\$5,000.00 =====	\$5,000.00 =====
 Stepping Stones Museum For Children Mathews Park, 303 West Avenue Norwalk, CT 06850		
12/16/11 Cash		
Jefferson School Partnership Program	\$2,500.00	\$2,500.00
Total Distributions		
Stepping Stones Museum For Children Mathews Park, 303 West Avenue Norwalk, CT 06850	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Tailored for Success P.O. Box 527 Malden, MA 02148		
05/19/11 Cash		
Retail Training Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Tailored for Success P.O. Box 527 Malden, MA 02148	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210		
12/16/11 Cash		
Connections 2011	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
TIC Network 130 Enterprise Drive Marshfield, MA 02050		
03/15/11 Cash		
Expansion of Voice Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions TIC Network 130 Enterprise Drive Marshfield, MA 02050	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Travelers Aid International 1612 K Street NW, Suite 206 Washington, DC 20006		
<u>03/15/11</u> Cash		
Travel Website for People with Disabilities	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Travelers Aid International 1612 K Street NW, Suite 206 Washington, DC 20006	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
United Service Organizations 2111 Wilson Blvd., Suite 1200 Arlington, VA 22201		
<u>07/19/11</u> Cash		
General Purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
United Service Organizations 2111 Wilson Blvd., Suite 1200 Arlington, VA 22201	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
University of Michigan Law School PO Box 966 Ann Arbor, MI 48106		
<u>12/16/11</u> Cash		
Law School Fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
University of Michigan Law School PO Box 966 Ann Arbor, MI 48106	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162		
<u>12/16/11 Cash</u> Penn Fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Urban Collaborative Accelerated Program 75 Carpenter Street Providence, RI 02903		
<u>07/06/11 Cash</u> Dropout Prevention through Sailing	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Urban Collaborative Accelerated Program 75 Carpenter Street Providence, RI 02903	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Vietnam Veterans Workshop 17 Court Street Boston, MA 02108		
<u>05/19/11 Cash</u> Nechv's Veteran's Training School	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Vietnam Veterans Workshop 17 Court Street Boston, MA 02108	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Villa Maria School 161 Sky Meadow Drive Stamford, CT 06903		
03/31/11 Cash		
Brian Fitzgerald General Assistance Fund	\$3,000.00	\$3,000.00
10/27/11 Cash		
Brian Fitzgerald General Assistance Fund	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions Villa Maria School 161 Sky Meadow Drive Stamford, CT 06903	\$8,000.00 =====	\$8,000.00 =====
 Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001		
03/31/11 Cash		
Sustainable Models for Eyeglass Delivery	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001	\$7,500.00 =====	\$7,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Walking Shield American Indian Society 15032 Red Hill Ave, Suite C Tustin, CA 92780		
12/16/11 Cash		
Comprehensive Care for Impoverished American Indians	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Walking Shield American Indian Society 15032 Red Hill Ave, Suite C Tustin, CA 92780	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
 Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016		
07/19/11 Cash		
West Africa Water Initiative (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 Water for People 6666 West Quincy Avenue Denver, CO 80235		
02/04/11 Cash		
Water, Sanitation, Hygiene Education & Capacity Building (1 of 2)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Water for People 6666 West Quincy Avenue Denver, CO 80235	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Wheelchair Foundation 3820 Blackhawk Road Danville, CA 94506		
12/09/11 Cash		
Global Wheelchair Distribution	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Wheelchair Foundation 3820 Blackhawk Road Danville, CA 94506	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Worcester Educational Development 210 Park Avenue, Suite 224 Worcester, MA 01609		
03/31/11 Cash		
Books for Babies: An Early Literacy Program for New Mothers	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Worcester Educational Development 210 Park Avenue, Suite 224 Worcester, MA 01609	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Workshop in Business Opportunities 55 Exchange Place New York, NY 10005		
08/31/11 Cash		
Access to Entrepreneurial Education for Adults (2 of 2)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Workshop in Business Opportunities 55 Exchange Place New York, NY 10005	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
World Vision Inc PO Box 9716 Federal Way, WA 98063-9716 05/13/11 Cash Southeast Tornado Relief	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions World Vision Inc PO Box 9716 Federal Way, WA 98063-9716	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921 09/16/11 Cash Culinary Arts Training	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Youth Transitions 4941 Angelina Drive Knoxville, TN 37921	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$1,413,500.00</u> =====	<u>\$1,413,500.00</u> =====

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>
Jan-12	Water for People Water Sanitation Hygiene Education & Essential Capacity Building Trainings	\$40,000	\$80,000 (2 of 2)
Feb-12	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000 (4 of 5)
Apr-12	CURE International Hydrocephalus Program at CURE Zambia & CURE Uganda specialty surgical hospitals	\$25,000	\$50,000 (2 of 2)
Jun-12	Church World Service Integrated Water/Food Security/Safe Zone	\$25,000	\$50,000 (2 of 2)
Jul-12	Aqua Clara Foundation Kenya Project	\$20,000	\$60,000 (2 of 3)
Aug-12	Americares Emergency Response Capability Platform	\$25,000	\$75,000 (2 of 3)
Aug-12	Family Centers, Inc Reaching Independence Through Employment	\$15,000	\$45,000 (2 of 3)
Oct-12	ORBIS International Eye Care in Bangladesh	\$40,000	\$80,000 (2 of 2)
Nov-12	East Meets West Foundation Breath of Life in the Philippines	\$37,500	\$75,000 (2 of 2)
Nov-12	El Porvenir Water & Sanitation in Rural Nicaragua Focusing on Boaco Province	\$50,000	\$150,000 (2 of 3)
TOTAL SCHEDULED GRANTS 2012		\$327,500	
1-Q 2013	Family Health International (f/k/a SatelLife) Mobile Health Information System	\$50,000	\$150,000 (3 of 3)
Feb-13	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000 (5 of 5)
Jul-13	Aqua Clara Foundation Kenya Project	\$20,000	\$60,000 (3 of 3)
Aug-13	Americares Emergency Response Capability Platform	\$25,000	\$75,000 (3 of 3)
Aug-13	Family Centers, Inc Reaching Independence Through Employment	\$15,000	\$45,000 (3 of 3)
Nov-13	El Porvenir Water & Sanitation in Rural Nicaragua Focusing on Boaco Province	\$50,000	\$150,000 (3 of 3)
TOTAL SCHEDULED GRANTS 2013		\$210,000	
TOTAL SCHEDULED GRANTS		\$537,500	