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

OMB No 1545-0052

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

Richard D. Donchian Charitable
Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508A Employer identification number
06-1514402B Telephone number (see the instructions)
203-661-1000C 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 changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 8,506,511.
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)

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 3,745,733.

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

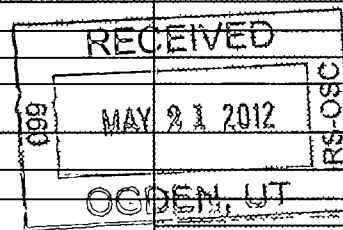
26 Total expenses and disbursements. Add lines 24 and 25

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)



25

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	752,242.	750,344.	750,344.
	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) Statement 6	514,213.	163,013.	210,357.
	b Investments — corporate stock (attach schedule) Statement 7	4,849,451.	4,828,101.	5,897,443.
	c Investments — corporate bonds (attach schedule) Statement 8	1,414,922.	1,765,170.	1,648,367.
	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)	7,530,828.	7,506,628.	8,506,511.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	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	7,530,828.	7,506,628.	
NET ASSETS OR FUND BALANCES	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) ...	7,530,828.	7,506,628.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,530,828.	7,506,628.	

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	7,530,828.
2 Enter amount from Part I, line 27a	2	-24,200.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	7,506,628.
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	7,506,628.

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 2,132,882.		1,566,210.	566,672.
b 1,612,851.		1,873,688.	-260,837.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			566,672.
b			-260,837.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	305,835.
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	522,482.	8,303,675.	0.062922
2009	501,565.	7,493,842.	0.066930
2008	537,210.	9,254,486.	0.058049
2007	611,456.	10,629,852.	0.057523
2006	559,875.	10,196,847.	0.054907

2 Total of line 1, column (d)	2	0.300331
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	0.060066
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,864,997.
5 Multiply line 4 by line 3	5	532,485.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,727.
7 Add lines 5 and 6	7	539,212.
8 Enter qualifying distributions from Part XII, line 4	8	553,379.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,727.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,727.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,727.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	3,932.	
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	3,932.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,795.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		
		Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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.rddonchian.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		
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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	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 ▶ 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶ 20__ , 20__ , 20__ , 20__ .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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 5.00	45,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Sec/Treas/Di 5.00	33,000.	0.	0.
Clark M. Whittemore c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Director 3.00	12,500.	0.	0.
Geoffrey M. Parkinson, Jr. c/o FCSN 88 Field Point Road Greenwich, CT 06830	Director 4.00	20,000.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	8,253,523.
b Average of monthly cash balances	1b	746,474.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	8,999,997.
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	8,999,997.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	135,000.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,864,997.
6 Minimum investment return. Enter 5% of line 5	6	443,250.

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	443,250.
2a Tax on investment income for 2011 from Part VI, line 5	2a	6,727.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	6,727.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	436,523.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	436,523.	
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	436,523.	

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	553,379.
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	553,379.
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	6,727.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	546,652.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				436,523.
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	52,440.			
b From 2007	97,821.			
c From 2008	82,916.			
d From 2009	130,593.			
e From 2010	115,162.			
f Total of lines 3a through e	478,932.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 553,379.				
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				436,523.
e Remaining amount distributed out of corpus	116,856.			
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	595,788.			
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)	52,440.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	543,348.			
10 Analysis of line 9.				
a Excess from 2007	97,821.			
b Excess from 2008	82,916.			
c Excess from 2009	130,593.			
d Excess from 2010	115,162.			
e Excess from 2011	116,856.			

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

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or

4942(1)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b** 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d**
- Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a 'Assets' alternative test – enter

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization.

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 9

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

See Statement for Line 2a

- c** Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached Schedule B-3 (Exhibit 7)			see attached	457,000.
Total				▶ 3a 457,000.
<i>b Approved for future payment</i> See Statement 10				
Total				▶ 3b 187,500.

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/15/11	Dividend Rec'd on	1,400	Shs.		\$616.00
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Accenture Ltd Class A

05/13/11	Dividend Rec'd on	1,800	Shs.	\$810.00	
11/15/11	Dividend Rec'd on	1,800	Shs.	<u>1,215.00</u>	2,025.00

Aflac Inc.

03/01/11	Dividend Rec'd on	1,050	Shs.		315.00
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Air Products & Chemicals Inc.

02/14/11	Dividend Rec'd on	1,000	Shs.	\$490.00	
05/09/11	Dividend Rec'd on	1,000	Shs.	580.00	
08/08/11	Dividend Rec'd on	1,000	Shs.	580.00	
11/14/11	Dividend Rec'd on	1,000	Shs.	<u>580.00</u>	2,230.00

Allstate Corp.

04/01/11	Dividend Rec'd on	1,000	Shs.	\$210.00	
07/01/11	Dividend Rec'd on	1,000	Shs.	210.00	
10/03/11	Dividend Rec'd on	1,000	Shs.	<u>210.00</u>	630.00

American Express Company

02/10/11	Dividend Rec'd on	1,900	Shs.	\$342.00	
05/10/11	Dividend Rec'd on	1,900	Shs.	342.00	
08/10/11	Dividend Rec'd on	1,900	Shs.	<u>342.00</u>	1,026.00

AT&T Inc.

02/01/11	Dividend Rec'd on	2,825	Shs.	\$1,214.75	
05/02/11	Dividend Rec'd on	2,825	Shs.	1,214.75	
08/01/11	Dividend Rec'd on	2,825	Shs.	1,214.75	
11/01/11	Dividend Rec'd on	2,825	Shs.	<u>1,214.75</u>	4,859.00

Avon Products Inc

03/01/11	Dividend Rec'd on	2,625	Shs.	\$603.75	
06/01/11	Dividend Rec'd on	2,625	Shs.	<u>603.75</u>	1,207.50

Schedule A-3 (Cont'd)

Baxter International Inc

01/05/11	Dividend Rec'd on	1,350	Shs.	\$418.50	
04/01/11	Dividend Rec'd on	1,350	Shs.	418.50	
07/01/11	Dividend Rec'd on	1,350	Shs.	418.50	
10/03/11	Dividend Rec'd on	1,350	Shs.	<u>418.50</u>	\$1,674.00

Cardinal Health Inc

01/18/11	Dividend Rec'd on	750	Shs.	\$146.25	
04/15/11	Dividend Rec'd on	750	Shs.	146.25	
07/15/11	Dividend Rec'd on	750	Shs.	161.25	
10/17/11	Dividend Rec'd on	750	Shs.	<u>161.25</u>	615.00

Carnival Corp.

09/16/11	Dividend Rec'd on	1,300	Shs.	\$325.00	
12/16/11	Dividend Rec'd on	1,300	Shs.	<u>325.00</u>	650.00

Caterpillar Inc

02/22/11	Dividend Rec'd on	750	Shs.	\$330.00	
05/20/11	Dividend Rec'd on	750	Shs.	330.00	
08/22/11	Dividend Rec'd on	750	Shs.	345.00	
11/21/11	Dividend Rec'd on	750	Shs.	<u>345.00</u>	1,350.00

Chevron Corporation

03/10/11	Dividend Rec'd on	600	Shs.	\$432.00	
06/10/11	Dividend Rec'd on	600	Shs.	468.00	
09/12/11	Dividend Rec'd on	600	Shs.	468.00	
12/12/11	Dividend Rec'd on	600	Shs.	<u>486.00</u>	1,854.00

Citigroup Inc.

06/17/11	Dividend Rec'd on	960	Shs.	\$9.60	
08/26/11	Dividend Rec'd on	960	Shs.	9.60	
11/23/11	Dividend Rec'd on	960	Shs.	<u>9.60</u>	28.80

Coca Cola Co.

07/01/11	Dividend Rec'd on	1,000	Shs.	\$470.00	
10/03/11	Dividend Rec'd on	1,000	Shs.	470.00	
12/15/11	Dividend Rec'd on	1,000	Shs.	<u>470.00</u>	1,410.00

Colgate Palmolive Company

02/15/11	Dividend Rec'd on	550	Shs.	\$291.50	
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Schedule A-3 (Cont'd)

Colgate Palmolive Company
(Cont'd)

05/16/11	Dividend Rec'd on	550	Shs.	<u>\$319.00</u>	\$610.50
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Comcast Corporation New Class A

01/26/11	Dividend Rec'd on	2,650	Shs.	\$250.43	
04/27/11	Dividend Rec'd on	2,650	Shs.	<u>298.13</u>	548.56

ConocoPhillips

03/01/11	Dividend Rec'd on	1,000	Shs.	\$660.00	
06/01/11	Dividend Rec'd on	1,000	Shs.	660.00	
09/01/11	Dividend Rec'd on	1,000	Shs.	660.00	
12/01/11	Dividend Rec'd on	1,000	Shs.	<u>660.00</u>	2,640.00

Dreyfus Pre Strat Inter ST-I

01/18/11	Dividend Rec'd on	8,863.82	Shs.	\$61.43	
02/14/11	Dividend Rec'd on	8,863.82	Shs.	61.88	
03/14/11	Dividend Rec'd on	8,863.82	Shs.	57.22	
04/11/11	Dividend Rec'd on	8,863.82	Shs.	62.44	
05/16/11	Dividend Rec'd on	8,863.82	Shs.	62.20	
06/13/11	Dividend Rec'd on	8,863.82	Shs.	64.86	
07/18/11	Dividend Rec'd on	8,863.82	Shs.	61.42	
08/15/11	Dividend Rec'd on	8,863.82	Shs.	64.92	
09/12/11	Dividend Rec'd on	8,863.82	Shs.	59.01	
10/17/11	Dividend Rec'd on	8,863.82	Shs.	54.46	
11/14/11	Dividend Rec'd on	8,863.82	Shs.	56.97	
12/12/11	Dividend Rec'd on	8,863.82	Shs.	54.76	
12/30/11	Dividend Rec'd on	8,863.82	Shs.	<u>2,310.06</u>	3,031.63

Dreyfus Emerging Markets Fund

01/18/11	Dividend Rec'd on	16,069.83	Shs.	\$106.59	
02/14/11	Dividend Rec'd on	23,369.1	Shs.	194.59	
03/14/11	Dividend Rec'd on	30,865.352	Shs.	226.42	
04/11/11	Dividend Rec'd on	30,865.352	Shs.	258.20	
05/16/11	Dividend Rec'd on	30,865.352	Shs.	261.57	
06/13/11	Dividend Rec'd on	30,865.352	Shs.	261.92	
07/18/11	Dividend Rec'd on	30,865.352	Shs.	247.52	
08/15/11	Dividend Rec'd on	30,865.352	Shs.	258.36	
09/12/11	Dividend Rec'd on	39,545.908	Shs.	231.55	
10/17/11	Dividend Rec'd on	39,545.908	Shs.	264.94	
11/14/11	Dividend Rec'd on	39,545.908	Shs.	266.64	
12/12/11	Dividend Rec'd on	39,545.908	Shs.	<u>261.95</u>	2,840.25

Schedule A-3 (Cont'd)

Dreyfus Diversified Intl-I

01/18/11	Dividend Rec'd on	11,282.05	Shs.	\$23.94	
02/14/11	Dividend Rec'd on	11,282.05	Shs.	22.57	
03/14/11	Dividend Rec'd on	11,282.05	Shs.	13.99	
04/11/11	Dividend Rec'd on	11,282.05	Shs.	29.28	
05/16/11	Dividend Rec'd on	11,282.05	Shs.	29.29	
06/13/11	Dividend Rec'd on	11,282.05	Shs.	30.13	
07/18/11	Dividend Rec'd on	11,282.05	Shs.	27.86	
08/15/11	Dividend Rec'd on	11,282.05	Shs.	29.27	
09/12/11	Dividend Rec'd on	11,282.05	Shs.	26.52	
10/17/11	Dividend Rec'd on	11,282.05	Shs.	24.03	
11/14/11	Dividend Rec'd on	11,282.05	Shs.	25.09	
12/12/11	Dividend Rec'd on	11,282.05	Shs.	<u>23.96</u>	\$305.93

Dreyfus/Newton Intern Equity-I

06/13/11	Dividend Rec'd on	5,446.623	Shs.	\$32.42	
07/18/11	Dividend Rec'd on	5,446.623	Shs.	47.76	
08/15/11	Dividend Rec'd on	5,446.623	Shs.	50.55	
09/12/11	Dividend Rec'd on	5,446.623	Shs.	45.68	
10/17/11	Dividend Rec'd on	5,446.623	Shs.	42.12	
11/14/11	Dividend Rec'd on	5,446.623	Shs.	43.20	
12/12/11	Dividend Rec'd on	5,446.623	Shs.	40.97	
12/15/11	Dividend Rec'd on	5,446.623	Shs.	<u>1,822.98</u>	2,125.68

Dreyfus Opportunistic S/C

06/13/11	Dividend Rec'd on	3,114.294	Shs.	\$40.30	
07/18/11	Dividend Rec'd on	3,114.294	Shs.	57.30	
08/15/11	Dividend Rec'd on	3,114.294	Shs.	61.33	
09/12/11	Dividend Rec'd on	3,114.294	Shs.	48.44	
10/17/11	Dividend Rec'd on	3,114.294	Shs.	44.32	
11/14/11	Dividend Rec'd on	3,114.294	Shs.	48.52	
12/12/11	Dividend Rec'd on	3,114.294	Shs.	<u>48.33</u>	348.54

Dreyfus High Yield-I

10/03/11	Dividend Rec'd on	20,424.836	Shs.	\$230.87	
10/17/11	Dividend Rec'd on	20,424.836	Shs.	15.38	
11/01/11	Dividend Rec'd on	20,424.836	Shs.	841.01	
11/14/11	Dividend Rec'd on	20,424.836	Shs.	59.53	
12/01/11	Dividend Rec'd on	20,424.836	Shs.	801.55	
12/12/11	Dividend Rec'd on	20,424.836	Shs.	<u>58.68</u>	2,007.02

Dover Corp.

12/15/11	Dividend Rec'd on	800	Shs.		252.00
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Schedule A-3 (Cont'd)

Duke Energy Holding Corp

03/16/11	Dividend Rec'd on	3,675	Shs.	\$900.38	
06/16/11	Dividend Rec'd on	3,675	Shs.	900.38	
09/16/11	Dividend Rec'd on	3,675	Shs.	918.75	
12/16/11	Dividend Rec'd on	3,675	Shs.	<u>918.75</u>	\$3,638.26

Eaton Corporation Common

02/25/11	Dividend Rec'd on	725	Shs.	\$493.00	
05/27/11	Dividend Rec'd on	1,450	Shs.	493.00	
08/26/11	Dividend Rec'd on	1,450	Shs.	493.00	
11/25/11	Dividend Rec'd on	1,450	Shs.	<u>493.00</u>	1,972.00

E I DuPont DeNemours

03/14/11	Dividend Rec'd on	1,350	Shs.	\$553.50	
06/10/11	Dividend Rec'd on	1,000	Shs.	410.00	
09/12/11	Dividend Rec'd on	1,000	Shs.	410.00	
12/14/11	Dividend Rec'd on	1,000	Shs.	<u>410.00</u>	1,783.50

Emerson Electric Company

03/10/11	Dividend Rec'd on	1,800	Shs.	\$621.00	
06/10/11	Dividend Rec'd on	1,800	Shs.	621.00	
09/09/11	Dividend Rec'd on	1,800	Shs.	<u>621.00</u>	1,863.00

Exxon Mobil Corporation

03/10/11	Dividend Rec'd on	3,159	Shs.	\$1,389.96	
06/10/11	Dividend Rec'd on	3,159	Shs.	1,484.73	
09/09/11	Dividend Rec'd on	3,159	Shs.	1,484.73	
12/09/11	Dividend Rec'd on	2,600	Shs.	<u>1,222.00</u>	5,581.42

Freeport McMoran Cooper & Gold
Income Class B

02/01/11	Dividend Rec'd on	1,400	Shs.	\$700.00	
05/02/11	Dividend Rec'd on	2,800	Shs.	700.00	
06/01/11	Dividend Rec'd on	2,800	Shs.	1,400.00	
08/01/11	Dividend Rec'd on	2,800	Shs.	700.00	
11/01/11	Dividend Rec'd on	2,800	Shs.	<u>700.00</u>	4,200.00

General Electric Company

01/25/11	Dividend Rec'd on	5,975	Shs.	\$836.50	
04/25/11	Dividend Rec'd on	5,975	Shs.	836.50	
07/25/11	Dividend Rec'd on	4,000	Shs.	600.00	

Schedule A-3 (Cont'd)

General Electric Company
(Cont'd)

10/25/11	Dividend Rec'd on	4,000	Shs.	<u>\$600.00</u>	\$2,873.00
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Hewlett Packard Company

04/06/11	Dividend Rec'd on	1,400	Shs.		112.00
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Highbridge Dynamic Comm Strat
Fund-E

12/23/11	Dividend Rec'd on	4,203.643	Shs.		3,460.57
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Home Depot

03/24/11	Dividend Rec'd on	2,600	Shs.	\$650.00	
06/30/11	Dividend Rec'd on	2,600	Shs.	650.00	
09/15/11	Dividend Rec'd on	2,600	Shs.	650.00	
12/15/11	Dividend Rec'd on	1,400	Shs.	<u>406.00</u>	2,356.00

Honeywell International Inc

03/10/11	Dividend Rec'd on	1,550	Shs.	\$515.38	
06/10/11	Dividend Rec'd on	1,550	Shs.	515.38	
09/09/11	Dividend Rec'd on	1,550	Shs.	515.38	
12/09/11	Dividend Rec'd on	1,550	Shs.	<u>577.38</u>	2,123.52

Intel Corporation

03/01/11	Dividend Rec'd on	6,225	Shs.	\$1,127.97	
06/01/11	Dividend Rec'd on	5,500	Shs.	996.60	
09/01/11	Dividend Rec'd on	5,500	Shs.	1,155.00	
12/01/11	Dividend Rec'd on	4,400	Shs.	<u>924.00</u>	4,203.57

International Business Machines

03/10/11	Dividend Rec'd on	750	Shs.	\$487.50	
06/10/11	Dividend Rec'd on	750	Shs.	562.50	
09/12/11	Dividend Rec'd on	750	Shs.	562.50	
12/12/11	Dividend Rec'd on	750	Shs.	<u>562.50</u>	2,175.00

International Game Tehcnology

04/08/11	Dividend Rec'd on	2,000	Shs.	\$120.00	
07/08/11	Dividend Rec'd on	2,000	Shs.	<u>120.00</u>	240.00

Schedule A-3 (Cont'd)

Ishares MSCI Emerging Mkts Index Fund

01/05/11	Dividend Rec'd on	2,175	Shs.	\$54.64	
06/28/11	Dividend Rec'd on	2,175	Shs.	1,002.49	
12/29/11	Dividend Rec'd on	2,175	Shs.	<u>754.64</u>	\$1,811.77

Isharestr MSCI EAFE Index Fd

06/28/11	Dividend Rec'd on	3,000	Shs.	\$3,422.98	
12/29/11	Dividend Rec'd on	3,000	Shs.	<u>1,707.68</u>	5,130.66

Johnson CTLS Inc.

01/04/11	Dividend Rec'd on	1,300	Shs.	\$208.00	
04/04/11	Dividend Rec'd on	1,300	Shs.	208.00	
07/05/11	Dividend Rec'd on	1,300	Shs.	208.00	
10/04/11	Dividend Rec'd on	1,300	Shs.	<u>208.00</u>	832.00

Johnson & Johnson

03/15/11	Dividend Rec'd on	1,000	Shs.	\$540.00	
06/14/11	Dividend Rec'd on	1,000	Shs.	570.00	
09/13/11	Dividend Rec'd on	1,000	Shs.	570.00	
12/13/11	Dividend Rec'd on	1,000	Shs.	<u>570.00</u>	2,250.00

JPMorgan Chase & Co.

01/31/11	Dividend Rec'd on	3,025	Shs.	\$151.25	
05/02/11	Dividend Rec'd on	3,025	Shs.	756.25	
08/01/11	Dividend Rec'd on	3,025	Shs.	756.25	
10/31/11	Dividend Rec'd on	3,025	Shs.	<u>756.25</u>	2,420.00

Kimberly Clark Corporation

10/04/11	Dividend Rec'd on	800	Shs.		560.00
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Kraft Foods Inc. Cl A

01/14/11	Dividend Rec'd on	1,300	Shs.	\$377.00	
04/14/11	Dividend Rec'd on	1,300	Shs.	377.00	
07/14/11	Dividend Rec'd on	1,300	Shs.	377.00	
10/14/11	Dividend Rec'd on	1,300	Shs.	<u>377.00</u>	1,508.00

Medtronic Inc

01/28/11	Dividend Rec'd on	1,175	Shs.	\$264.38	
04/29/11	Dividend Rec'd on	1,175	Shs.	<u>264.38</u>	528.76

Schedule A-3 (Cont'd)

Merck & Co. Inc.

01/07/11	Dividend Rec'd on	1,441	Shs.	\$547.58	
04/07/11	Dividend Rec'd on	1,441	Shs.	<u>547.58</u>	\$1,095.16

Microsoft Corporation

03/10/11	Dividend Rec'd on	3,200	Shs.		512.00
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Morgan Stanley

02/15/11	Dividend Rec'd on	1,000	Shs.	\$50.00	
05/13/11	Dividend Rec'd on	1,000	Shs.	<u>50.00</u>	100.00

Occidental Petroleum Corp.

01/18/11	Dividend Rec'd on	525	Shs.	\$199.50	
04/15/11	Dividend Rec'd on	525	Shs.	241.50	
07/15/11	Dividend Rec'd on	525	Shs.	<u>241.50</u>	682.50

Oracle Corporation

02/09/11	Dividend Rec'd on	3,000	Shs.		150.00
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Pepsico Inc

01/03/11	Dividend Rec'd on	1,800	Shs.	\$864.00	
03/31/11	Dividend Rec'd on	1,800	Shs.	864.00	
06/30/11	Dividend Rec'd on	1,800	Shs.	927.00	
09/30/11	Dividend Rec'd on	1,800	Shs.	<u>927.00</u>	3,582.00

Pfizer Inc

03/01/11	Dividend Rec'd on	3,575	Shs.	\$715.00	
06/07/11	Dividend Rec'd on	3,575	Shs.	715.00	
09/06/11	Dividend Rec'd on	3,575	Shs.	715.00	
12/06/11	Dividend Rec'd on	3,575	Shs.	<u>715.00</u>	2,860.00

Philip Morris International, Inc.

01/10/11	Dividend Rec'd on	1,425	Shs.	\$912.00	
04/11/11	Dividend Rec'd on	1,425	Shs.	912.00	
07/11/11	Dividend Rec'd on	1,425	Shs.	912.00	
10/11/11	Dividend Rec'd on	1,425	Shs.	<u>1,097.25</u>	3,833.25

Procter & Gamble Company

02/15/11	Dividend Rec'd on	1,400	Shs.	\$674.52	
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Schedule A-3 (Cont'd)

Procter & Gamble Company

(Cont'd)

05/16/11	Dividend Rec'd on	1,400	Shs.	\$735.00	
08/15/11	Dividend Rec'd on	1,400	Shs.	735.00	
11/15/11	Dividend Rec'd on	1,400	Shs.	<u>735.00</u>	\$2,879.52

Schlumberger Limited

01/07/11	Dividend Rec'd on	1,750	Shs.	\$367.50	
04/01/11	Dividend Rec'd on	1,750	Shs.	437.50	
07/01/11	Dividend Rec'd on	1,500	Shs.	375.00	
10/03/11	Dividend Rec'd on	1,500	Shs.	<u>375.00</u>	1,555.00

Sempra Energy

04/15/11	Dividend Rec'd on	1,000	Shs.	\$480.00	
07/15/11	Dividend Rec'd on	1,000	Shs.	480.00	
10/17/11	Dividend Rec'd on	1,000	Shs.	<u>480.00</u>	1,440.00

Shire PLC

10/06/11	Dividend Rec'd on	450	Shs.		33.48
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SPDR S&P Midcap 400

01/31/11	Dividend Rec'd on	1,500	Shs.	\$683.39	
04/29/11	Dividend Rec'd on	1,500	Shs.	665.36	
07/29/11	Dividend Rec'd on	1,000	Shs.	468.57	
10/31/11	Dividend Rec'd on	1,000	Shs.	<u>271.96</u>	2,089.28

Taiwan Semiconductor Mfg Co

07/25/11	Dividend Rec'd on	5,000	Shs.	\$2,591.37	
07/25/11	Dividend Rec'd on	5,000	Shs.		
	Foreign tax withheld			<u>518.27-</u>	2,073.10

Target Corp

03/10/11	Dividend Rec'd on	1,000	Shs.	\$250.00	
06/10/11	Dividend Rec'd on	1,000	Shs.	<u>250.00</u>	500.00

TCW Emerging Markets Income
Fund-I

10/04/11	Dividend Rec'd on	15,188.335	Shs.	\$607.53	
11/02/11	Dividend Rec'd on	15,188.335	Shs.	607.53	
12/01/11	Dividend Rec'd on	15,188.335	Shs.	607.53	

Schedule A-3 (Cont'd)

TCW Emerging Markets Income
Find-I
(Cont'd)

12/30/11	Dividend Rec'd on	15,188.335	Shs.	<u>\$759.42</u>	\$2,582.01
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Textron Inc Common

01/03/11	Dividend Rec'd on	1,000	Shs.		20.00
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Union Pacific Corp.

01/03/11	Dividend Rec'd on	900	Shs.	\$342.00	
04/01/11	Dividend Rec'd on	900	Shs.	342.00	
07/01/11	Dividend Rec'd on	900	Shs.	427.50	
10/03/11	Dividend Rec'd on	900	Shs.	<u>427.50</u>	1,539.00

United Technologies Corporation

03/10/11	Dividend Rec'd on	1,400	Shs.	\$595.00	
06/10/11	Dividend Rec'd on	1,200	Shs.	576.00	
09/12/11	Dividend Rec'd on	1,200	Shs.	576.00	
12/12/11	Dividend Rec'd on	900	Shs.	<u>432.00</u>	2,179.00

US Bancorp

01/18/11	Dividend Rec'd on	1,150	Shs.	\$57.50	
04/15/11	Dividend Rec'd on	1,150	Shs.	143.75	
07/15/11	Dividend Rec'd on	1,150	Shs.	143.75	
10/17/11	Dividend Rec'd on	1,150	Shs.	<u>143.75</u>	488.75

Valero Energy Corp New

03/16/11	Dividend Rec'd on	1,500	Shs.	\$75.00	
06/15/11	Dividend Rec'd on	1,500	Shs.	75.00	
09/14/11	Dividend Rec'd on	1,500	Shs.	75.00	
12/14/11	Dividend Rec'd on	1,500	Shs.	<u>225.00</u>	450.00

Verizon Communications

02/01/11	Dividend Rec'd on	1,225	Shs.	\$597.19	
05/02/11	Dividend Rec'd on	1,225	Shs.	597.19	
08/01/11	Dividend Rec'd on	1,225	Shs.	597.19	
11/01/11	Dividend Rec'd on	1,225	Shs.	<u>612.50</u>	2,404.07

V F Corp

03/21/11	Dividend Rec'd on	375	Shs.		236.25
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Schedule A-3 (Cont'd)

Wal Mart Stores Inc.

01/03/11	Dividend Rec'd on	1,350	Shs.	\$408.38	
04/04/11	Dividend Rec'd on	1,350	Shs.	492.75	
06/06/11	Dividend Rec'd on	1,350	Shs.	<u>492.75</u>	\$1,393.88

Walgreen Co.

09/12/11	Dividend Rec'd on	1,150	Shs.	\$258.75	
12/12/11	Dividend Rec'd on	1,150	Shs.	<u>258.75</u>	517.50

Wells Fargo & Company

03/01/11	Dividend Rec'd on	850	Shs.	\$42.50	
03/31/11	Dividend Rec'd on	850	Shs.	59.50	
06/01/11	Dividend Rec'd on	850	Shs.	102.00	
09/01/11	Dividend Rec'd on	850	Shs.	102.00	
12/01/11	Dividend Rec'd on	850	Shs.	<u>102.00</u>	408.00

Yum! Brands Inc.

11/04/11	Dividend Rec'd on	700	Shs.		<u>199.50</u>
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TOTAL SCHEDULE A-3

\$122,626.69
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Schedule A-4

INTEREST RECEIVED

Astrazeneca PLC

5.4% Due 06/01/14

06/01/11	Interest Rec'd on	\$50,000.00	\$1,350.00	
12/01/11	Interest Rec'd on	\$50,000.00	<u>1,350.00</u>	\$2,700.00

AT&T Inc.

5.8% Due 02/15/19

02/15/11	Interest Rec'd on	\$75,000.00	\$2,175.00	
08/15/11	Interest Rec'd on	\$75,000.00	<u>2,175.00</u>	4,350.00

Blackrock Inc

6.25% Due 09/15/17

03/15/11	Interest Rec'd on	\$75,000.00	\$2,343.75	
09/15/11	Interest Rec'd on	\$75,000.00	<u>2,343.75</u>	4,687.50

Boeing Capital Corp.

3.25% Due 10/27/14

12/15/11	Less: Interest Paid on Purchase			216.67-
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Cisco Systems Inc.

1.625% Due 03/14/14

12/14/11	Less: Interest Paid on Purchase			203.13-
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Cisco Sys Inc

5.25% Due 02/22/11

02/22/11	Interest Rec'd on	\$100,000.00		2,625.00
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Conocophillips

4.75% Due 02/01/14

08/01/11	Interest Rec'd on	\$50,000.00	\$1,187.50	
08/01/11	Interest Rec'd on	\$50,000.00-		
	Accrued paid on purchase		<u>514.58-</u>	672.92

Credit Suisse Fb USA

5.125% Due 08/15/15

08/15/11	Interest Rec'd on	\$75,000.00	\$1,921.88	
03/23/11	Less: Interest Paid on Purchase		<u>405.73-</u>	1,516.15

Schedule A-4 (Cont'd)

Deutsche Bank AG Lond

3.45% Due 03/30/15

09/30/11	Interest Rec'd on	\$75,000.00	\$1,293.75	
05/17/11	Less: Interest Paid on Purchase		<u>337.81-</u>	\$955.94

Federated Government Obligation

Fund No. 395

01/03/11	Interest Rec'd		\$4.95	
01/03/11	Interest Rec'd		6.59	
02/01/11	Interest Rec'd		5.72	
03/01/11	Interest Rec'd		5.32	
04/01/11	Interest Rec'd		7.30	
05/02/11	Interest Rec'd		6.02	
06/01/11	Interest Rec'd		5.72	
07/01/11	Interest Rec'd		5.55	
08/01/11	Interest Rec'd		5.41	
09/01/11	Interest Rec'd		7.41	
11/01/11	Interest Rec'd		6.49	
12/01/11	Interest Rec'd		<u>7.56</u>	74.04

General Electric Capital Corp.

5.25% Due 10/19/12

04/19/11	Interest Rec'd on	\$50,000.00	\$1,312.50	
10/19/11	Interest Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

Goldman Sachs Group Inc

5.25% Due 10/15/13

04/15/11	Interest Rec'd on	\$150,000.00	\$3,937.50	
10/17/11	Interest Rec'd on	\$150,000.00	<u>3,937.50</u>	7,875.00

HSBC Finance Corp

5% Due 06/30/15

06/30/11	Interest Rec'd on	\$75,000.00	\$1,875.00	
12/30/11	Interest Rec'd on	\$75,000.00	<u>1,875.00</u>	3,750.00

John Deere Capital Corp.

5.1% Due 01/15/13

01/18/11	Interest Rec'd on	\$50,000.00	\$1,275.00	
07/15/11	Interest Rec'd on	\$50,000.00	<u>1,275.00</u>	2,550.00

Schedule A-4 (Cont'd)

JP Morgan Chase & Co

5.25% Due 05/01/15

05/02/11	Interest	Rec'd on	\$100,000.00	\$2,625.00	
11/01/11	Interest	Rec'd on	\$100,000.00	<u>2,625.00</u>	\$5,250.00

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

07/22/11	Interest	Rec'd on	\$75,000.00	\$1,828.13	
03/23/11	Less: Interest	Paid on Purchase		<u>629.69-</u>	1,198.44

Merrill Lynch

6.875% Due 11/15/18

05/16/11	Interest	Rec'd on	\$100,000.00	\$3,437.50	
06/13/11	Interest	Rec'd on	\$25,000.00	133.68	
11/15/11	Interest	Rec'd on	\$75,000.00	<u>2,578.13</u>	6,149.31

Morgan Stanley

5.3% Due 03/01/13

03/01/11	Interest	Rec'd on	\$100,000.00	\$2,650.00	
09/01/11	Interest	Rec'd on	\$100,000.00	<u>2,650.00</u>	5,300.00

Novartis Securities Investments

5.125% Due 02/10/19

02/10/11	Interest	Rec'd on	\$50,000.00	\$1,281.25	
06/13/11	Interest	Rec'd on	\$50,000.00	<u>875.52</u>	2,156.77

Oracle Corp.

5.25% Due 01/15/16

01/18/11	Interest	Rec'd on	\$50,000.00	\$1,312.50	
07/15/11	Interest	Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

Royal BK of Scotland

3.95% Due 09/21/15

09/20/11	Interest	Rec'd on	\$50,000.00	\$987.50	
04/19/11	Less: Interest	Paid on Purchase		<u>159.10-</u>	828.40

Shell International

3.25% Due 09/22/15

03/22/11	Interest	Rec'd on	\$75,000.00	\$1,218.75	
09/22/11	Interest	Rec'd on	\$75,000.00	<u>1,218.75</u>	2,437.50

Schedule A-4 (Cont'd)

Target Corp.

5.875% Due 03/01/12

03/01/11	Interest Rec'd on	\$50,000.00	\$1,468.75	
09/01/11	Interest Rec'd on	\$50,000.00	<u>1,468.75</u>	\$2,937.50

Treasury Inflation IX

2% Due 01/15/26

01/19/11	Interest Rec'd on	165,285	Units	\$1,653.22	
07/18/11	Interest Rec'd on	169,936.5	Units	<u>1,703.34</u>	3,356.56

US Treasury Note

5% Due 08/15/11

02/15/11	Interest Rec'd on	\$250,000.00	\$6,250.00	
08/15/11	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

US Treasury Note

4.5% Due 02/28/11

02/28/11	Interest Rec'd on	\$100,000.00		2,250.00
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Verizon Global Fdg Cor.

4.9% Due 09/15/15

03/15/11	Interest Rec'd on	\$50,000.00	\$1,225.00	
09/15/11	Interest Rec'd on	\$50,000.00	<u>1,225.00</u>	2,450.00

Wachovia Bank NA

4.8% Due 11/01/14

12/14/11	Less: Interest Paid on Purchase			<u>430.00-</u>
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TOTAL SCHEDULE A-4

\$82,971.23

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Schedule A-5

OTHER INCOME RECEIVED

BNY Mellon Mid Cap Stock Fund

01/18/11	Income Rec'd on	20,627.063 Units	\$158.83	
02/14/11	Income Rec'd on	20,627.063 Units	162.81	
03/14/11	Income Rec'd on	20,627.063 Units	153.99	
04/11/11	Income Rec'd on	20,627.063 Units	168.76	
05/16/11	Income Rec'd on	20,627.063 Units	169.07	
06/13/11	Income Rec'd on	20,627.063 Units	175.20	
07/18/11	Income Rec'd on	20,627.063 Units	161.48	
08/15/11	Income Rec'd on	20,627.063 Units	174.02	
09/12/11	Income Rec'd on	20,627.063 Units	145.25	
10/17/11	Income Rec'd on	20,627.063 Units	137.15	
11/14/11	Income Rec'd on	20,627.063 Units	142.55	
12/09/11	Income Rec'd on	20,627.063 Units	922.03	
12/12/11	Income Rec'd on	20,627.063 Units	<u>142.06</u>	\$2,813.20

BNY Mellon Small/Mid Cap Fund-M

03/14/11	Income Rec'd on	6,779.66 Units	\$52.58	
04/11/11	Income Rec'd on	6,779.66 Units	63.60	
05/16/11	Income Rec'd on	6,779.66 Units	64.11	
06/13/11	Income Rec'd on	6,779.66 Units	66.71	
07/18/11	Income Rec'd on	6,779.66 Units	61.85	
08/15/11	Income Rec'd on	6,779.66 Units	66.37	
09/12/11	Income Rec'd on	6,779.66 Units	54.74	
10/17/11	Income Rec'd on	6,779.66 Units	51.86	
11/14/11	Income Rec'd on	6,779.66 Units	53.85	
12/12/11	Income Rec'd on	6,779.66 Units	52.31	
12/15/11	Income Rec'd on	6,779.66 Units	<u>1,189.15</u>	<u>1,777.13</u>

TOTAL SCHEDULE A-5

\$4,590.33
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Schedule B-4 (Cont'd)

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
John Deere Capital Corp. 5.1% Due 01/15/13 \$50,000.00	\$52,254.50	\$48,980.00
JP Morgan Chase & Co 5.25% Due 05/01/15 \$100,000.00	105,901.00	101,744.00
Lehman Brothers Hldgs Inc 4.5% Due 07/26/10 \$200,000.00	49,500.00	199,062.00
Lloyds Tsb Bank PLC 4.875% Due 01/21/16 \$75,000.00	73,093.50	77,359.50
Merrill Lynch 6.875% Due 11/15/18 \$75,000.00	72,305.25	71,528.25
Morgan Stanley 5.3% Due 03/01/13 \$100,000.00	101,224.00	102,934.00
Oracle Corp. 5.25% Due 01/15/16 \$50,000.00	57,735.00	48,156.00
Royal BK of Scotland 3.95% Due 09/21/15 \$50,000.00	46,885.00	50,518.50
Shell International 3.25% Due 09/22/15 \$75,000.00	80,691.00	75,402.75
Target Corp. 5.875% Due 03/01/12 \$50,000.00	50,419.50	50,589.00
Treasury Inflation IX 2% Due 01/15/26 171,130.5 Units	210,357.03	163,013.48

Schedule B-4 (Cont'd)

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Verizon Global Fdg Cor. 4.9% Due 09/15/15 \$50,000.00	\$56,114.00	\$45,324.00
Wachovia Bank NA 4.8% Due 11/01/14 \$75,000.00	78,810.75	79,351.50
 <u>Stock and Common Funds</u>		
Accenture Ltd Class A 1,800 Shs.	95,814.00	43,182.68
Agilent Technologies Inc 800 Shs.	27,944.00	38,785.60
Air Products & Chemicals Inc. 800 Shs.	68,152.00	52,654.22
Amazon.Com Inc. 225 Shs.	38,947.50	44,222.90
Apple Inc 600 Shs.	243,000.00	56,283.08
AT&T Inc. 500 Shs.	15,120.00	17,237.94
Baxter International Inc 1,350 Shs.	66,798.00	59,790.15
BB&T Corporation 1,600 Shs.	40,272.00	38,483.52
Berkshire Hathaway Inc. Del B 2,500 Shs.	190,750.00	48,784.25
BNY Mellon Mid Cap Stock Fund 20,627.063 Units	222,566.01	250,000.00
BNY Mellon Small/Mid Cap Fund-M 6,779.66 Units	82,440.67	100,000.00

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
BNY Mellon International-M 20,809.249 Shs.	\$183,537.58	\$180,000.00
BNY Mellon Emerging Mkts-M 56,561.086 Shs.	500,565.61	500,000.00
Cameron International Corp. 1,500 Shs.	73,785.00	68,968.65
Cardinal Health Inc 750 Shs.	30,457.50	18,239.78
Carnival Corp. 1,300 Shs.	42,432.00	46,373.60
Caterpillar Inc 750 Shs.	67,950.00	22,889.93
Chevron Corporation 600 Shs.	63,840.00	38,668.62
Citigroup Inc. 960 Shs.	25,257.60	40,992.00
Coca Cola Co. 1,000 Shs.	69,970.00	65,493.10
ConocoPhillips 1,000 Shs.	72,870.00	64,434.95
Dreyfus Pre Strat Inter ST-I 14,629.883 Shs.	178,191.97	180,000.00
Dreyfus/Newton Intern Equity-I 5,446.623 Shs.	79,193.90	100,000.00
Dreyfus Opportunistic S/C 3,114.294 Shs.	70,756.76	100,000.00
Dreyfus High Yield-I 20,424.836 Shs.	127,042.48	125,000.00
Dover Corp. 800 Shs.	46,440.00	44,525.12

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Duke Energy Holding Corp 3,675 Shs.	\$80,850.00	\$68,446.88
Eaton Corporation Common 1,450 Shs.	63,118.50	56,905.03
E I DuPont DeNemours 1,000 Shs.	45,780.00	41,510.00
EMC Corp 2,300 Shs.	49,542.00	63,058.87
Excelsior Private Equity Fund 25 Shs. Valued as of 12/31/09	260.00	15,042.21
Exxon Mobil Corporation 2,600 Shs.	220,376.00	105,837.14
Freeport McMoran Cooper & Gold Income Class B 2,800 Shs.	103,012.00	37,350.99
General Electric Company 4,000 Shs.	71,640.00	44,227.98
Highbridge Dynamic Comm Strat Fund-E 4,203.643 Shs.	72,008.40	90,000.00
Home Depot 1,400 Shs.	58,856.00	44,392.85
Honeywell International Inc 1,550 Shs.	84,242.50	51,441.88
Intel Corporation 4,400 Shs.	106,700.00	72,089.74
International Business Machines 750 Shs.	137,910.00	68,616.42
Ishares S&P GSCI 2,700 Shs.	89,046.00	69,282.00

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Johnson CTLS Inc. 1,300 Shs.	\$40,638.00	\$21,045.88
Johnson & Johnson 1,000 Shs.	65,580.00	13,406.25
JPMorgan Chase & Co. 1,825 Shs.	60,681.25	73,444.33
Kimberly Clark Corporation 800 Shs.	58,848.00	52,022.72
Kraft Foods Inc. Cl A 1,300 Shs.	48,568.00	29,521.96
Metlife Inc. 800 Shs.	24,944.00	23,698.80
Newfield Expl Co. 700 Shs.	26,411.00	45,373.16
Pepsico Inc 1,800 Shs.	119,430.00	97,048.20
Pfizer Inc 1,075 Shs.	23,263.00	33,460.59
Philip Morris International, Inc. 1,425 Shs.	111,834.00	67,591.89
PNC Financial Services Group 700 Shs.	40,369.00	38,599.75
Procter & Gamble Company 1,400 Shs.	93,394.00	41,006.14
Rovi Corp. 800 Shs.	19,664.00	45,808.00
Rydex Managed Futures Strategy FD-Y 8,816.094 Shs.	212,203.38	225,000.00
Salesforce.com Inc. 250 Shs.	25,365.00	26,658.15

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Schlumberger Limited 1,500 Shs.	\$102,465.00	\$51,001.91
Sempra Energy 1,000 Shs.	55,000.00	52,628.00
Shire PLC 450 Shs.	46,755.00	40,124.30
SPDR S&P Midcap 400 1,000 Shs.	159,490.00	97,266.67
TCW Emerging Markets Income Find-I 15,188.335 Shs.	125,151.88	125,000.00
Teradata Corporation 800 Shs.	38,808.00	40,117.92
Union Pacific Corp. 700 Shs.	74,158.00	32,295.63
United Technologies Corporation 900 Shs.	65,781.00	40,932.80
US Bancorp 1,150 Shs.	31,107.50	24,424.51
Valero Energy Corp New 1,500 Shs.	31,575.00	29,398.80
Verizon Communications 1,225 Shs.	49,147.00	42,815.03
Walgreen Co. 1,150 Shs.	38,019.00	40,376.04
Walt Disney Co. 1,200 Shs.	45,000.00	50,242.92
Watson Pharmaceuticals Inc. 600 Shs.	36,204.00	36,469.02
Wells Fargo & Company 850 Shs.	23,426.00	20,015.63

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Yum! Brands Inc. 700 Shs.	\$41,307.00	\$37,610.65
Zimmer Holdings Inc 1,000 Shs.	53,420.00	60,482.90
<u>Cash and Cash Equivalents</u>		
Cash	<u>750,343.73</u>	<u>750,343.73</u>
TOTAL SCHEDULE B-4	\$8,506,511.00 =====	\$7,506,627.59 =====

Schedule B-4

ASSETS ON HAND AS OF 12/31/11

<u>Bonds, Notes, etc.</u>	<u>Market Value</u>	<u>Inventory Value</u>
Astrazeneca PLC 5.4% Due 06/01/14 \$50,000.00	\$55,333.00	\$52,564.00
AT&T Inc. 5.8% Due 02/15/19 \$75,000.00	88,502.25	80,137.50
Blackrock Inc 6.25% Due 09/15/17 \$75,000.00	87,255.75	82,518.00
Boeing Capital Corp. 3.25% Due 10/27/14 \$50,000.00	53,240.00	53,383.50
Cisco Systems Inc. 1.625% Due 03/14/14 \$50,000.00	50,937.00	50,925.50
Conocophillips 4.75% Due 02/01/14 \$50,000.00	54,001.00	54,312.50
Credit Suisse Fb USA 5.125% Due 08/15/15 \$75,000.00	79,002.00	82,323.75
Deutsche Bank AG Lond 3.45% Due 03/30/15 \$75,000.00	76,210.50	78,092.25
General Electric Capital Corp. 5.25% Due 10/19/12 \$50,000.00	51,748.50	49,630.00
Goldman Sachs Group Inc 5.25% Due 10/15/13 \$150,000.00	153,049.50	152,571.00
HSBC Finance Corp 5% Due 06/30/15 \$75,000.00	76,154.25	77,762.25

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>				
Cisco Sys Inc				
5.25% Due 02/22/11				
02/22/11	\$100,000.00	\$100,000.00	\$99,121.00	\$879.00
Merrill Lynch				
6.875% Due 11/15/18				
06/13/11	\$25,000.00	28,431.50	23,842.75	4,588.75
Novartis Securities Investments				
5.125% Due 02/10/19				
06/13/11	\$50,000.00	56,028.00	53,054.50	2,973.50
<u>Stock and Common Funds</u>				
Accenture Ltd Class A				
04/14/11	600 Shs.	33,515.42	14,394.23	19,121.19
Aflac Inc.				
05/02/11	1,050 Shs.	56,617.01	55,288.59	1,328.42
Air Products & Chemicals Inc.				
10/14/11	200 Shs.	16,377.71	13,163.56	3,214.15
American Express Company				
08/18/11	1,900 Shs.	86,240.48	19,680.26	66,560.22
Amgen Inc				
06/23/11	850 Shs.	49,776.91	43,859.66	5,917.25

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Apple Inc</u>					
10/14/11	150	Shs.	\$59,753.99	\$14,070.77	\$45,683.22
<u>BNY Mellon Mid Cap Stock Fund</u>					
12/09/11	20,627.063	Units			
Received long term capital gain distribution - Increase recognized on receipt			6,811.06	.00	6,811.06
<u>Colgate Palmolive Company</u>					
06/15/11	550	Shs.	46,509.86	29,553.52	16,956.34
<u>Comcast Corporation New Class A</u>					
04/14/11	2,650	Shs.	64,871.55	54,885.87	9,985.68
<u>ConocoPhillips</u>					
02/08/11	550	Shs.	39,385.84	35,439.23	3,946.61
<u>Dreyfus/Newton Intern Equity-I</u>					
12/15/11	5,446.623	Shs.			
Received long term capital gain distribution - Increase recognized on receipt			1,263.07	.00	1,263.07
12/15/11	5,446.623	Shs.			
Received short term capital gain distribution - Increase recognized on receipt			71.90	.00	71.90
<u>Dreyfus Opportunistic S/C</u>					
12/09/11	3,114.294	Shs.			
Received long term capital gain distribution - Increase recognized on receipt			5,696.67	.00	5,696.67

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 Opportunistic S/C</u>					
(Cont'd)					
12/09/11	3,114.294	Shs.			
Received short term capital gain distribution - Increase recognized on receipt			\$3,706.01	\$.00	\$3,706.01
 <u>E I DuPont DeNemours</u>					
02/08/11	400	Shs.	20,705.08	16,604.00	4,101.08
03/16/11	350	Shs.	18,292.74	14,528.50	3,764.24
 <u>Emerson Electric Company</u>					
02/08/11	375	Shs.	22,504.02	16,107.14	6,396.88
09/01/11	800	Shs.	37,032.33	34,361.91	2,670.42
10/24/11	1,000	Shs.	47,474.79	42,952.39	4,522.40
 <u>Exxon Mobil Corporation</u>					
10/26/11	559	Shs.	44,736.36	22,754.98	21,981.38
 <u>General Electric Company</u>					
03/16/11	475	Shs.	9,481.77	5,252.07	4,229.70
04/14/11	1,500	Shs.	30,135.77	16,585.49	13,550.28
 <u>Google Inc</u>					
11/09/11	135	Shs.	80,158.21	75,104.74	5,053.47
 <u>Hewlett Packard Company</u>					
05/16/11	1,400	Shs.	57,902.89	49,181.44	8,721.45

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Highbridge Dynamic Comm Strat Fund-E</u>					
12/16/11	4,203.643	Shs.			
Received long term capital gain distribution - Increase recognized on receipt			\$259.91	\$.00	\$259.91
12/23/11	4,203.643	Shs.			
Received short term capital gain distribution - Increase recognized on receipt			173.86	.00	173.86
<u>Home Depot</u>					
10/14/11	1,200	Shs.	41,519.20	38,051.02	3,468.18
<u>Intel Corporation</u>					
04/14/11	725	Shs.	14,544.53	11,878.42	2,666.11
10/26/11	1,100	Shs.	26,399.49	18,022.44	8,377.05
<u>Ishares MSCI Emerging Mkts Index Fund</u>					
12/27/11	2,175	Shs.	81,733.41	80,876.07	857.34
<u>Isharestr MSCI EAFE Index Fd</u>					
05/16/11	1,550	Shs.	96,339.33	85,825.15	10,514.18
<u>McDonalds Corporation</u>					
01/06/11	825	Shs.	63,344.08	47,722.62	15,621.46
<u>Merck & Co. Inc.</u>					
05/23/11	1,441	Shs.	53,545.81	36,550.24	16,995.57
<u>Microsoft Corporation</u>					
05/16/11	3,200	Shs.	81,687.71	77,173.03	4,514.68

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Novartis AG Spnsrd ADR</u>					
01/06/11	700	Shs.	\$41,537.51	\$34,592.91	\$6,944.60
<u>Occidental Petroleum Corp.</u>					
06/24/11	525	Shs.	53,869.22	29,557.50	24,311.72
<u>Oracle Corporation</u>					
02/08/11	3,000	Shs.	98,580.50	51,570.56	47,009.94
<u>Praxair Inc.</u>					
01/06/11	550	Shs.	52,465.87	35,530.83	16,935.04
<u>Schlumberger Limited</u>					
03/16/11	250	Shs.	21,002.77	8,500.32	12,502.45
<u>Southwestern Energy Co.</u>					
10/24/11	1,200	Shs.	47,865.40	45,953.28	1,912.12
<u>SPDR S&P Midcap 400</u>					
05/16/11	500	Shs.	91,356.09	48,633.33	42,722.76
<u>Taiwan Semiconductor Mfg Co</u>					
07/25/11	5,000	Shs.	62,149.30	53,700.00	8,449.30
<u>TJX Companies Inc.</u>					
02/08/11	1,350	Shs.	66,864.48	38,078.51	28,785.97
<u>Union Pacific Corp.</u>					
10/14/11	200	Shs.	18,479.58	9,227.32	9,252.26

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>United Technologies Corporation</u>					
02/08/11	250	Shs.	\$20,462.79	\$11,370.22	\$9,092.57
04/14/11	200	Shs.	16,987.85	9,096.18	7,891.67
10/14/11	300	Shs.	22,055.61	13,644.27	8,411.34
<u>V F Corp</u>					
04/01/11	375	Shs.	<u>36,176.19</u>	<u>30,869.10</u>	<u>5,307.09</u>
TOTAL SCHEDULE A-2			\$2,132,881.43 =====	\$1,566,209.92 =====	\$566,671.51 =====

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>					
US Treasury Note					
5% Due 08/15/11					
08/15/11	\$250,000.00		\$253,623.05	\$250,000.00	\$3,623.05
US Treasury Note					
4.5% Due 02/28/11					
02/28/11	\$100,000.00		103,422.21	100,000.00	3,422.21
<u>Stock and Common Funds</u>					
<u>Abbott Laboratories</u>					
01/19/11	1,400	Shs.	72,244.03	66,389.12	5,854.91
<u>Allstate Corp.</u>					
12/21/11	1,000	Shs.	31,236.70	26,405.09	4,831.61
<u>AT&T Inc.</u>					
12/21/11	2,325	Shs.	80,156.43	66,718.55	13,437.88
<u>Avon Products Inc</u>					
08/15/11	2,625	Shs.	68,468.58	54,106.24	14,362.34
<u>Cisco Systems Inc</u>					
02/08/11	1,475	Shs.	37,388.67	32,024.58	5,364.09
<u>Dreyfus Emerging Markets Fund</u>					
12/22/11	39,545.908	Shs.	500,000.00	408,113.77	91,886.23
<u>Dreyfus Diversified Intl-I</u>					
12/22/11	11,282.05	Shs.	110,000.00	98,717.94	11,282.06

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Exelon Corp.</u>					
02/08/11	1,250	Shs.	\$87,118.63	\$53,637.59	\$33,481.04
<u>International Game Tehcnology</u>					
08/15/11	2,000	Shs.	35,056.00	29,662.82	5,393.18
<u>Isharestr MSCI EAFE Index Fd</u>					
12/27/11	3,000	Shs.	166,113.20	145,843.10	20,270.10
<u>JPMorgan Chase & Co.</u>					
12/22/11	1,200	Shs.	48,292.17	37,475.28	10,816.89
<u>Medtronic Inc</u>					
04/14/11	1,175	Shs.	47,703.54	47,311.05	392.49
<u>Morgan Stanley</u>					
06/23/11	1,000	Shs.	24,920.00	22,517.17	2,402.83
<u>Pfizer Inc</u>					
12/22/11	2,500	Shs.	77,815.34	53,273.98	24,541.36
<u>Target Corp</u>					
06/06/11	1,000	Shs.	54,066.90	48,816.46	5,250.44
<u>Wal Mart Stores Inc.</u>					
06/15/11	1,350	Shs.	<u>76,062.51</u>	<u>71,838.46</u>	<u>4,224.05</u>
TOTAL SCHEDULE B-1			<u>\$1,873,687.96</u>	<u>\$1,612,851.20</u>	<u>\$260,836.76</u>

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
Americares 88 Hamilton Avenue Stamford, CT 06902 03/16/11 Cash Emergency Response in Japan	<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> =====
Association of Small Foundations 1720 N Street NW Washington, DC 20036 06/09/11 Cash Re: General Purposes	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions Association of Small Foundations 1720 N Street NW Washington, DC 20036	<u>\$500.00</u> =====	<u>\$500.00</u> =====
Bowery Mission 132 Madison Avenue New York, NY 10002 06/09/11 Cash Re: Vocational Training	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10002	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605-1116 06/09/11 Cash General Operating Support	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605-1116	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
 Caroline House Inc. 574 Stillman Street Bridgeport, CT 06608 03/16/11 Cash Mother & Child Literacy Program	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Caroline House Inc. 574 Stillman Street Bridgeport, CT 06608	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
 Children of Tanzania, Inc. 3 Little Cove Lane Old Greenwich, CT 06870 12/07/11 Cash General Purposes Grant	 <u>\$2,500.00</u>	 <u>\$2,500.00</u>
Total Distributions Children of Tanzania, Inc. 3 Little Cove Lane Old Greenwich, CT 06870	 <u>\$2,500.00</u> =====	 <u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Connecticut Friends of Bosnia Inc. 65 Perkins Road Greenwich, CT 06830		
12/07/11 Cash		
Education & Scholarship Program	\$2,500.00	\$2,500.00
Total Distributions		
Connecticut Friends of Bosnia Inc. 65 Perkins Road Greenwich, CT 06830	\$2,500.00 =====	\$2,500.00 =====
Food for the Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073		
09/28/11 Cash		
Re: Quezalguaque Goat Farm Project	\$3,000.00	\$3,000.00
Total Distributions		
Food for the Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073	\$3,000.00 =====	\$3,000.00 =====
Greenwich Council Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
06/09/11 Cash		
Re: General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
Greenwich Council Boy Scouts of America 63 Mason Street Greenwich, CT 06830	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Greenwich Country Day School P.O. Box 623 Old Church Road Greenwich, CT 06836-0623		
06/09/11 Cash Re: Annual Fund	\$5,000.00	\$5,000.00
12/07/11 Cash Annual Fund Program	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions Greenwich Country Day School P.O. Box 623 Old Church Road Greenwich, CT 06836-0623	\$7,500.00 =====	\$7,500.00 =====
Greenwich YMCA 50 East Putnam Avenue Greenwich, CT 06830		
12/07/11 Cash Youth & Sports Development & Coord Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions Greenwich YMCA 50 East Putnam Avenue Greenwich, CT 06830	\$15,000.00 =====	\$15,000.00 =====
Horizons Student Enrichment Program 545 Ponus Ridge Road New Canaan, CT 06840		
06/09/11 Cash Re: Summer Program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Horizons Student Enrichment Program 545 Ponus Ridge Road New Canaan, CT 06840	\$20,000.00 =====	\$20,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
International Education Exchange Inc. 55 New Orleans Road 210 Fountain Center Hilton Head, SC 29928		
03/16/11 Cash		
School-Based Teacher Training Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
International Education Exchange Inc. 55 New Orleans Road 210 Fountain Center Hilton Head, SC 29928	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
International Medical Assistance PO Box 2161 Columbus, IN 43202-2161		
12/07/11 Cash		
Nephroscope & Ultrasonic Litho Unit Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
International Medical Assistance PO Box 2161 Columbus, IN 43202-2161	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Island Harvest 199 Second Street Mineola, NY 11501		
01/06/11 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Island Harvest 199 Second Street Mineola, NY 11501	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Jacob A. Riis Neighborhood 10-25 41st Avenue <u>Long Island City, NY 11101</u> 03/16/11 Cash		
Continuation & Expansion of Esol Classes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Jacob A. Riis Neighborhood 10-25 41st Avenue Long Island City, NY 11101	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Kids in Crisis One Salem Street <u>Cos Cob, CT 06807</u> 12/07/11 Cash		
Safe Haven for Kids Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Kids in Crisis One Salem Street Cos Cob, CT 06807	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Lake Highland Preparatory School 901 Highland Avenue <u>Orlando, FL 32803</u> 12/07/11 Cash		
Annual Fund Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Lake Highland Preparatory School 901 Highland Avenue Orlando, FL 32803	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Learning Through An Expanded Arts Program, Inc. 441 West End Avenue, Suite 2G New York, NY 10024		
09/26/11 Cash		
Re: Active Learning Leads to Literacy	\$10,000.00	\$10,000.00
Total Distributions		
Learning Through An Expanded Arts Program, Inc. 441 West End Avenue, Suite 2G New York, NY 10024	\$10,000.00 =====	\$10,000.00 =====
 The Marshall Legacy Institute 2425 Wilson Blvd Suite 240 Arlington, VA 22201		
12/16/11 Cash		
Kimberly Mine Dog Campaign	\$2,500.00	\$2,500.00
Total Distributions		
The Marshall Legacy Institute 2425 Wilson Blvd Suite 240 Arlington, VA 22201	\$2,500.00 =====	\$2,500.00 =====
 New Life of New York City, Inc. 87 Columbia Street, #13G New York, NY		
06/09/11 Cash		
Re: Development and Staff Expansion	\$30,000.00	\$30,000.00
Total Distributions		
New Life of New York City, Inc. 87 Columbia Street, #13G New York, NY	\$30,000.00 =====	\$30,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830		
01/06/11 Cash General Purposes	\$5,000.00	\$5,000.00
12/07/11 Cash General Purposes Program	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	\$7,500.00 =====	\$7,500.00 =====
Partnership for Resource Development Inc. 448 Thistley Lane Chesapeake, VA 23322		
12/07/11 Cash Work for Robert Gilliam Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Partnership for Resource Development Inc. 448 Thistley Lane Chesapeake, VA 23322	\$2,500.00 =====	\$2,500.00 =====
Pathways, Inc. 175 Milbank Avenue Greenwich, CT 06830		
12/07/11 Cash General Purpose Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Pathways, Inc. 175 Milbank Avenue Greenwich, CT 06830	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
ProLiteracy Worldwide 1320 Jamesville Avenue Syracuse, NY 13210		
06/09/11 Cash		
Re: National Book Fund	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
ProLiteracy Worldwide 1320 Jamesville Avenue Syracuse, NY 13210	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Row New York 10-27 46th Avenue Suite 101 Long Island City, NY 11101		
09/26/11 Cash		
Re: Row New York's Literacy Skills Building Project	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Row New York 10-27 46th Avenue Suite 101 Long Island City, NY 11101	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460		
03/16/11 Cash		
Ethical Education Achieving with Integrity Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Special Olympics Connecticut, Inc. 2666 State Street Suite 1 Hamden, CT 06517-2232		
06/09/11 Cash		
Re: Connecticut Southwest Reigon Qualifier	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Special Olympics Connecticut, Inc. 2666 State Street Suite 1 Hamden, CT 06517-2232	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
St. Luke's Life Works 141 Franklin Street Stamford, CT 06901		
09/26/11 Cash		
Re: Jumpstart Employment and Education Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
St. Luke's Life Works 141 Franklin Street Stamford, CT 06901	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Stanwich Congregational Church 237 Taconic Road Greenwich, CT 06830		
12/07/11 Cash		
Missions Fund Program	<u>\$8,000.00</u>	<u>\$8,000.00</u>
Total Distributions		
Stanwich Congregational Church 237 Taconic Road Greenwich, CT 06830	<u>\$8,000.00</u> =====	<u>\$8,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Summer on the Hill Horace Mann School, 4440 Tibbett Ave., Riverdale, NY 10471		
03/16/11 Cash		
Enrichment Classes, Guidance Services & Recruitment	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Summer on the Hill Horace Mann School, 4440 Tibbett Ave., Riverdale, NY 10471	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
University of Richmond Ryland Circle Richmond, VA 23173		
01/06/11 Cash		
Expanding Attention to Leadership Ethics	<u>\$57,000.00</u>	<u>\$57,000.00</u>
Total Distributions		
University of Richmond Ryland Circle Richmond, VA 23173	<u>\$57,000.00</u> =====	<u>\$57,000.00</u> =====
University of Virginia Institute for Practical Ethics P O Box 400800 Charlottesville, VA 22904		
12/07/11 Cash		
Fellowships & Seminars Program	<u>\$55,000.00</u>	<u>\$55,000.00</u>
Total Distributions		
University of Virginia Institute for Practical Ethics P O Box 400800 Charlottesville, VA 22904	<u>\$55,000.00</u> =====	<u>\$55,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Virginia Law School 580 Massie Road Charlottesville, VA 22903-1738		
12/07/11 Cash		
General Purpose Program	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
University of Virginia Law School 580 Massie Road Charlottesville, VA 22903-1738	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Yankee Institute For Public Policy, Inc. P.O. Box 260660 Hartford, CT 06126-0660		
12/07/11 Cash		
General Purpose Program	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Yankee Institute For Public Policy, Inc. P.O. Box 260660 Hartford, CT 06126-0660	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
American School for the Deaf 139 North Main Street West Hartford, CT 06107-1269		
06/09/11 Cash		
Re: Comprehensive Literacy Initiative	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
American School for the Deaf 139 North Main Street West Hartford, CT 06107-1269	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Applied Behavioral Rehabilitation & Research Institute Inc. 655 Park Avenue Bridgeport, CT 06604		
09/26/11 Cash		
Re: Female Soldiers: Forgotten Heroes Sec System	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Applied Behavioral Rehabilitation & Research Institute Inc. 655 Park Avenue Bridgeport, CT 06604	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$457,000.00</u> =====	<u>\$457,000.00</u> =====

RICHARD D. DONCHIAN FOUNDATION, INC.

MISSION STATEMENT AND GUIDELINES

MISSION

The Richard Davoud Donchian Foundation provides funds to nonprofit organizations whose programs result in the strengthening of the human spirit and the enhancement of personal integrity. The Foundation channels most of its financial resources toward charitable organizations whose attention is concentrated on character development through leadership training, literacy, primary education, business integrity, spiritual enrichment and ethics.

It is the express belief of the Donchian Foundation that every individual can become physically, intellectually, emotionally and spiritually stronger, resulting in the culmination of a more confident and scrupulous lifestyle. The primary objective of the Donchian Foundation's grant making activities is to ensure that its ultimate recipients become empowered to strengthen and build up their families and communities - passing onto others that which was given to them.

GUIDING PRINCIPLES

The Donchian Foundation's goal is to help effective organizations advance their mission and meet their charitable objectives. Through its endorsement, the Foundation's secondary objective is to create a ripple effect that leverages new partners and greater visibility. Leveraging is a principle that the Foundation believes in, and one that is applied to its efforts toward strategic philanthropy. Whether it is leveraging matching funds through challenge grants, or motivating like-minded organizations to participate in a foundation-initiated project, the ultimate intention is to foster the best possible results.

Qualities sought by the Donchian Foundation in its partner organizations are: effective and dynamic personnel; passionate leadership; a bias against bureaucracy; prudent management and governance practices; and commitment to results and to the documented assessment of program impact.

The Foundation focuses its grant making in three key areas: Business Integrity and Leadership, Literacy and Education, and Ethics and Personal Development.

Business Integrity and Leadership

- To support the development of grassroots leaders -- individuals who are rooted in their communities, accountable to their fellow residents, and working toward results that improve the lives of people struggling in low-wealth circumstances. The Foundation also supports initiatives that ensure the highest degrees of integrity, honesty and ethical behavior in the workplace.

Literacy and Education

- With an interest in rethinking and reconfiguring curriculum, pedagogy, and the other academic resources in schools and communities, the Foundation focuses on programs that work toward long-term improvement in all aspects of education, but with an emphasis on literacy.

Ethics and Personal Development

- To enhance the moral, ethical, spiritual and physical well-being and progress of mankind. The Foundations' grant making activities are centered around the concept of social purpose enterprise that seeks to raise the standards of ethical excellence in society, moral character in the community, and faith in the family.

Client RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

06-1514402

5/09/12

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class Action Proceeds	\$ 383.	\$ 383.	
IShares S&P GSCI	-	26,718.	
Marinus Associates	98,522.	207,726.	
USTreas Infl Indx	5,845.	5,845.	
Total	\$ 104,750.	\$ 240,672.	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fogarty Cohen Selby & Nemiroff LLC	\$ 3,200.	\$ 3,200.		
Total	\$ 3,200.	\$ 3,200.		\$ 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
BNY Affiliated Funds Adjustment	\$ 246.	\$ 246.		
BNY Investment Advisory Fees	64,814.	64,814.		
Total	\$ 65,060.	\$ 65,060.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 balance due	\$ 2,072.			
2011 first quarter	983.			
2011 fourth quarter	983.			
2011 second quarter	983.			
2011 third quarter	983.			
Total	\$ 6,004.	\$ 0.		\$ 0.

2011

Federal Statements

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Client RDONCHIA

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assoc. of Small Foundations	\$ 695.			
Hagendoorn & Emond Ins. - D&O Ins	2,300.			\$ 2,300.
Lacerte - computer fee for tax prep	60.	\$ 60.		
Total	\$ 3,055.	\$ 60.		\$ 2,300.

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

	Valuation Method	Book Value	Fair Market Value
U.S. Government Obligations			
Government Bonds (Exhibit 4)	Cost	\$ 163,013.	\$ 210,357.
		\$ 163,013.	\$ 210,357.
Total		\$ 163,013.	\$ 210,357.

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

	Valuation Method	Book Value	Fair Market Value
Corporate Stocks			
Corporate Stocks (Exhibit 4)	Cost	\$ 4,828,101.	\$ 5,897,443.
	Total	\$ 4,828,101.	\$ 5,897,443.

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

	Valuation Method	Book Value	Fair Market Value
Corporate Bonds			
Corporate Bonds (Exhibit 4)	Cost	\$ 1,765,170.	\$ 1,648,367.
	Total	\$ 1,765,170.	\$ 1,648,367.

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

Name of Grant Program:

Name:

Richard D Donchian Charitable Foundation
Foundation Services LLC

Care Of:

Client RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

06-1514402

5/10/12

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

Street Address: 640 West Putnam Avenue, 3rd floor
 City, State, Zip Code: Greenwich, CT 06830
 Telephone:
 Form and Content: Any applicant should submit an application form and certification as to its tax exempt status. The application form is available from the website.
 Submission Deadlines: None
 Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 8.

Statement 10
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Bowery Mission 132 Madison Avenue New York, NY 10016	none		Vocational training	\$ 25,000.
Person to Person Inc. 1864 Post Road Darien, CT 06840	none		Emergency Assistance Program	2,500.
ProLiteracy Worldwide 1320 Jamesville Avenue Syracuse, NY 13210	none		National Book Fund	100,000.
School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460	none		Achieving with Integrity; Promoting Academic Honesty and Judgment	10,000.
UVA Institute of Practical Ethics P O Box 400800 Charlottesville, VA 22904	none		Fellowships and Seminars	45,000.
New York City Rescue Mission 90 Layfayette Street New York, NY 10013	none		Food Services Program	5,000.
Total				\$ 187,500.

2011

Supporting Detail

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Client RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	122,627.
Interest per Schedule A-4 (Exhibit 2)		82,971.
Other Income per Schedule A-5 (Exhibit 3)		4,590.
Total	\$	<u>210,188.</u>

Net Investment Income / Adj. Net Income
Dividends & interest from securities (see Screen 18) [O]

Dividends per Schedule A-3	\$	122,627.
Interest per Schedule A-4		82,971.
Accrued pd on purchase of Boeing		217.
Accrued pd on purchase of Cisco		203.
Accrued pd on purchase of Wachovia		430.
Other income per Schedule A-5		4,590.
Total	\$	<u>211,038.</u>

2011

Federal Supporting Detail

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Client RDONCHIA

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**Other Revenue
Amount**The Cooper Companies
Bank of America

	\$	294.
		89.
Total	\$	<u>383.</u>

**Other Revenue
Net investment income**Ishares - interest income
Net short term gain
Net long term gain
Other deductions

	\$	88.
		917.
		26,405.
		-692.
Total	\$	<u>26,718.</u>

**Other Revenue
Net investment income**Marinus - net rental loss
interest income
net section 1231 gain

	\$	-48,312.
		81.
		255,957.
Total	\$	<u>207,726.</u>