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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

Laura J. Niles Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508A Employer identification number
22-3188304B Telephone number (see the instructions)
203-661-1000

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 20,952,345.

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

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

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 ☐

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 8,014,192.

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)

214,15

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,271,205.	1,491,911.	1,491,911.
	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		1,382,673.	380,365.	490,833.
	b	Investments — corporate stock (attach schedule) Statement 7		12,919,952.	12,636,133.	14,707,002.
	c	Investments — corporate bonds (attach schedule) Statement 8		3,679,420.	4,071,209.	4,262,599.
	11	Investments — land, buildings, and equipment, basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		19,253,250.	18,579,618.	20,952,345.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds		19,253,250.	18,579,618.	
	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)		19,253,250.	18,579,618.	
	31	Total liabilities and net assets/fund balances (see instructions)		19,253,250.	18,579,618.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,253,250.
2	Enter amount from Part I, line 27a	2	-673,632.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	18,579,618.
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	18,579,618.

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,312,903.		3,558,203.	754,700.
b 3,701,289.		4,377,507.	-676,218.
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			754,700.
b			-676,218.
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	78,482.
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	1,161,530.	20,518,379.	0.056609
2009	1,313,341.	18,635,911.	0.070474
2008	1,238,336.	22,368,664.	0.055360
2007	1,539,200.	25,344,550.	0.060731
2006	1,387,512.	24,199,691.	0.057336

2 Total of line 1, column (d)	2	0.300510
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	0.060102
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	21,691,731.
5 Multiply line 4 by line 3	5	1,303,716.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,646.
7 Add lines 5 and 6	7	1,309,362.
8 Enter qualifying distributions from Part XII, line 4	8	1,163,684.

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	11,291.
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	11,291.
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	11,291.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	18,456.	
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	18,456.	
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	7,165.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 7,165. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
4a 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
8a 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.ljniles.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06830</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	☐	N/A
16	At any time during calendar year 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__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 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 06830	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06830	Sec/Director 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 88 Field Point Road Greenwich, CT 06830	Treas/Direct 10.00	40,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	20,152,543.
b	Average of monthly cash balances	1b	1,869,519.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	22,022,062.
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	22,022,062.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	330,331.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,691,731.
6	Minimum investment return. Enter 5% of line 5	6	1,084,587.

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	1,084,587.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,291.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,291.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,073,296.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,073,296.
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	1,073,296.

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	1,163,684.
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	1,163,684.
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	1,163,684.

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				1,073,296.
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	199,973.			
b From 2007	312,553.			
c From 2008	132,195.			
d From 2009	390,895.			
e From 2010	152,937.			
f Total of lines 3a through e	1,188,553.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 1,163,684.				
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				1,073,296.
e Remaining amount distributed out of corpus	90,388.			
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	1,278,941.			
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)	199,973.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,078,968.			
10 Analysis of line 9				
a Excess from 2007	312,553.			
b Excess from 2008	132,195.			
c Excess from 2009	390,895.			
d Excess from 2010	152,937.			
e Excess from 2011	90,388.			

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)				992,250.
Total				992,250.
<i>b Approved for future payment</i> See attached - Installment Payment Schedule (Exhibit 9)				152,500.
Total				152,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	560,843.	
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	78,482.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a B of A - Class Action			18	194.	
b BNY Partners Fund III LLC			14	1.	
c Cooper Co - Class Action			18	904.	
d Ishares S&P GSCI			14	-1.	
e _____					
12 Subtotal. Add columns (b), (d), and (e)				640,423.	
13 Total. Add line 12, columns (b), (d), and (e)				13	640,423.

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

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

[illegible]

2011

Federal Statements

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Client NILESL

Laura J. Niles Foundation, Inc.

22-3188304

5/08/12

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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
B of A - Class Action	\$ 194.	194.	
BNY Partners Fund III LLC		-12,180.	
Cooper Co - Class Action	904.	904.	
Ishares S&P GSCI		67,289.	
Total	\$ 1,098.	\$ 56,207.	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	\$ 11,404.	\$ 11,404.		
FCS&N - tax preparation	5,408.	5,408.		
Total	\$ 16,812.	\$ 16,812.		\$ 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 - Affiliated Fund Adj	\$ -11,248.	\$ -11,248.		
Bank of New York - Inv Advisory fee	99,856.	99,856.		
FCS&N - Administrative fee	10,000.			\$ 10,000.
Total	\$ 98,608.	\$ 88,608.		\$ 10,000.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 1st quarter estimate	\$ 715.			
2011 2nd quarter estimate	5,938.			
2011 3rd quarter estimate	1,196.			
	6,278.			

Client NILESL

Laura J. Niles Foundation, Inc.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 4th quarter estimate	\$ 5,044.			
Total	<u>\$ 19,171.</u>	<u>\$ 0.</u>	<u></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.
FCS&N - tax computer fee	55.	\$ 55.		
Federal Express	173.			173.
Guide star	175.			
Hagendoorn & Emond Insurance, D&O Ins.	12,000.			12,000.
Secretary of State - annual report	50.			
Total	<u>\$ 12,692.</u>	<u>\$ 55.</u>	<u></u>	<u>\$ 12,412.</u>

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US and State obligations (Exhibit 4)	Cost	\$ 380,365.	\$ 490,833.
		\$ 380,365.	\$ 490,833.
Total		<u>\$ 380,365.</u>	<u>\$ 490,833.</u>

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks	Cost	\$ 12,636,133.	\$ 14,707,002.
Total		<u>\$ 12,636,133.</u>	<u>\$ 14,707,002.</u>

Client NILES

Laura J. Niles Foundation, Inc.

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds	Cost	\$ 4,071,209.	\$ 4,262,599.
	Total	<u>\$ 4,071,209.</u>	<u>\$ 4,262,599.</u>

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

Name of Grant Program: Ashley C. Garan
 Name: Fogarty Cohen Selby & Nemiroff LLC
 Care Of: 88 Field Point Road
 Street Address: Greenwich, CT 06830
 City, State, Zip Code: 203-629-7314
 Telephone:
 Form and Content: An application together with any information which, in the determination of the applicant, will assist the directors in understanding the purposes and goals of the organization and in particular the program for which funding is being requested. An application can be requested by sending an email to: agaran@fcsn.com.
 Submission Deadlines: None
 Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 9.

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Federal Supporting Detail

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Client NILESL

Laura J. Niles Foundation, Inc.

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	283,538.
Interest per Schedule A-4 (Exhibit 2)		228,948.
Treasury Inflation Index interest		13,640.
Other Income per Schedule A-5 (Exhibit 3)		34,717.
Total	\$	<u>560,843.</u>

Other Revenue
Net investment income

Interest income	\$	221.
Net short term gain		2,311.
Net long term gain		66,501.
Deductions		-1,744.
Total	\$	<u>67,289.</u>

Operating & Administrative Exp. (990-PF)
Travel, conferences, etc.

James R. Lamb	\$	1,036.
Leland C. Selby		87.
Total	\$	<u>1,123.</u>

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/15/11	Dividend Rec'd on	3,625	Shs.		\$1,595.00
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Accenture Ltd, Class A

05/13/11	Dividend Rec'd on	5,000	Shs.	\$2,250.00	
11/15/11	Dividend Rec'd on	5,000	Shs.	<u>3,375.00</u>	5,625.00

Aflac Inc

03/01/11	Dividend Rec'd on	2,575	Shs.		772.50
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Air Prods & Chems Inc

02/14/11	Dividend Rec'd on	1,200	Shs.	\$588.00	
05/09/11	Dividend Rec'd on	1,200	Shs.	696.00	
08/08/11	Dividend Rec'd on	1,200	Shs.	696.00	
11/14/11	Dividend Rec'd on	1,200	Shs.	<u>696.00</u>	2,676.00

Allergan Inc

03/11/11	Dividend Rec'd on	2,600	Shs.	\$130.00	
06/10/11	Dividend Rec'd on	2,600	Shs.	130.00	
09/08/11	Dividend Rec'd on	2,600	Shs.	130.00	
12/01/11	Dividend Rec'd on	2,600	Shs.	<u>130.00</u>	520.00

Allstate Corp.

04/01/11	Dividend Rec'd on	3,200	Shs.	\$672.00	
07/01/11	Dividend Rec'd on	3,200	Shs.	672.00	
10/03/11	Dividend Rec'd on	3,200	Shs.	<u>672.00</u>	2,016.00

American Express Company

02/10/11	Dividend Rec'd on	4,350	Shs.	\$783.00	
05/10/11	Dividend Rec'd on	4,350	Shs.	783.00	
08/10/11	Dividend Rec'd on	4,350	Shs.	<u>783.00</u>	2,349.00

AT&T Inc

02/01/11	Dividend Rec'd on	7,775	Shs.	\$3,343.25	
05/02/11	Dividend Rec'd on	7,775	Shs.	3,343.25	
08/01/11	Dividend Rec'd on	7,775	Shs.	3,343.25	
11/01/11	Dividend Rec'd on	7,775	Shs.	<u>3,343.25</u>	13,373.00

Schedule A-3 (Cont'd)

Avon Products Inc.

03/01/11	Dividend	Rec'd on	6,250	Shs.	\$1,437.50	
06/01/11	Dividend	Rec'd on	6,250	Shs.	<u>1,437.50</u>	\$2,875.00

Baxter International

01/05/11	Dividend	Rec'd on	3,400	Shs.	\$1,054.00	
04/01/11	Dividend	Rec'd on	3,400	Shs.	1,054.00	
07/01/11	Dividend	Rec'd on	3,400	Shs.	1,054.00	
10/03/11	Dividend	Rec'd on	3,400	Shs.	<u>1,054.00</u>	4,216.00

BNY Mellon Mid Cap Stock Fund

01/18/11	Dividend	Rec'd on	42,752.443	Shs.	\$329.20	
02/14/11	Dividend	Rec'd on	42,752.443	Shs.	337.44	
03/14/11	Dividend	Rec'd on	42,752.443	Shs.	319.16	
04/11/11	Dividend	Rec'd on	42,752.443	Shs.	349.77	
05/16/11	Dividend	Rec'd on	42,752.443	Shs.	350.42	
06/13/11	Dividend	Rec'd on	42,752.443	Shs.	363.13	
07/18/11	Dividend	Rec'd on	42,752.443	Shs.	334.68	
08/15/11	Dividend	Rec'd on	42,752.443	Shs.	360.68	
09/12/11	Dividend	Rec'd on	42,752.443	Shs.	301.04	
10/17/11	Dividend	Rec'd on	42,752.443	Shs.	284.26	
11/14/11	Dividend	Rec'd on	42,752.443	Shs.	295.45	
12/09/11	Dividend	Rec'd on	42,752.443	Shs.	1,911.03	
12/12/11	Dividend	Rec'd on	42,752.443	Shs.	<u>294.45</u>	5,830.71

Cardinal Health Inc.

01/18/11	Dividend	Rec'd on	4,220	Shs.	\$822.90	
04/15/11	Dividend	Rec'd on	4,220	Shs.	822.90	
07/15/11	Dividend	Rec'd on	4,220	Shs.	907.30	
10/17/11	Dividend	Rec'd on	4,220	Shs.	<u>907.30</u>	3,460.40

Carnival Corp.

09/16/11	Dividend	Rec'd on	2,400	Shs.	\$600.00	
12/16/11	Dividend	Rec'd on	2,400	Shs.	<u>600.00</u>	1,200.00

Caterpillar, Inc.

02/22/11	Dividend	Rec'd on	2,650	Shs.	\$1,166.00	
05/20/11	Dividend	Rec'd on	2,650	Shs.	1,166.00	
08/22/11	Dividend	Rec'd on	2,650	Shs.	1,219.00	
11/21/11	Dividend	Rec'd on	2,650	Shs.	<u>1,219.00</u>	4,770.00

Schedule A-3 (Cont'd)

Chevron Texaco Corporation

03/10/11	Dividend Rec'd on	3,440	Shs.	\$2,476.80	
06/10/11	Dividend Rec'd on	3,440	Shs.	2,683.20	
09/12/11	Dividend Rec'd on	3,440	Shs.	2,683.20	
12/12/11	Dividend Rec'd on	3,440	Shs.	<u>2,786.40</u>	\$10,629.60

Citigroup Inc.

06/17/11	Dividend Rec'd on	2,500	Shs.	\$25.00	
08/26/11	Dividend Rec'd on	2,500	Shs.	25.00	
11/23/11	Dividend Rec'd on	2,500	Shs.	<u>25.00</u>	75.00

Coca Cola Company

07/01/11	Dividend Rec'd on	2,000	Shs.	\$940.00	
10/03/11	Dividend Rec'd on	2,000	Shs.	940.00	
12/15/11	Dividend Rec'd on	2,000	Shs.	<u>940.00</u>	2,820.00

Colgate Palmolive Company

02/15/11	Dividend Rec'd on	2,000	Shs.	\$1,060.00	
05/16/11	Dividend Rec'd on	2,000	Shs.	<u>1,160.00</u>	2,220.00

ConocoPhillips

03/01/11	Dividend Rec'd on	2,050	Shs.	\$1,353.00	
06/01/11	Dividend Rec'd on	2,050	Shs.	1,353.00	
09/01/11	Dividend Rec'd on	2,050	Shs.	1,353.00	
12/01/11	Dividend Rec'd on	2,050	Shs.	<u>1,353.00</u>	5,412.00

Dover Corp.

12/15/11	Dividend Rec'd on	2,000	Shs.		630.00
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Duke Energy Hldg Corp

03/16/11	Dividend Rec'd on	8,875	Shs.	\$2,174.38	
06/16/11	Dividend Rec'd on	8,875	Shs.	2,174.38	
09/16/11	Dividend Rec'd on	8,875	Shs.	2,218.75	
12/16/11	Dividend Rec'd on	8,875	Shs.	<u>2,218.75</u>	8,786.26

Eaton Corp

02/25/11	Dividend Rec'd on	2,000	Shs.	\$1,360.00	
05/27/11	Dividend Rec'd on	4,000	Shs.	1,360.00	
08/26/11	Dividend Rec'd on	4,000	Shs.	1,360.00	
11/25/11	Dividend Rec'd on	4,000	Shs.	<u>1,360.00</u>	5,440.00

Schedule A-3 (Cont'd)

E. I. DuPont De Nemours

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

Emerson Electric Company

03/10/11	Dividend Rec'd on	4,500	Shs.	\$1,552.50	
06/10/11	Dividend Rec'd on	4,500	Shs.	1,552.50	
09/09/11	Dividend Rec'd on	4,500	Shs.	<u>1,552.50</u>	4,657.50

Exxon Mobil Corporation

03/10/11	Dividend Rec'd on	4,850	Shs.	\$2,134.00	
06/10/11	Dividend Rec'd on	4,850	Shs.	2,279.50	
09/09/11	Dividend Rec'd on	4,850	Shs.	2,279.50	
12/09/11	Dividend Rec'd on	4,850	Shs.	<u>2,279.50</u>	8,972.50

Freeport-McMoran Copper & Gold
Inc., Class B

02/01/11	Dividend Rec'd on	2,087	Shs.	\$1,043.50	
05/02/11	Dividend Rec'd on	4,174	Shs.	1,043.50	
06/01/11	Dividend Rec'd on	4,174	Shs.	2,087.00	
08/01/11	Dividend Rec'd on	4,174	Shs.	1,043.50	
11/01/11	Dividend Rec'd on	4,174	Shs.	<u>1,043.50</u>	6,261.00

General Electric

01/25/11	Dividend Rec'd on	12,300	Shs.	\$1,722.00	
04/25/11	Dividend Rec'd on	10,000	Shs.	1,400.00	
07/25/11	Dividend Rec'd on	10,000	Shs.	1,500.00	
10/25/11	Dividend Rec'd on	10,000	Shs.	<u>1,500.00</u>	6,122.00

Hewlett Packard Company

04/06/11	Dividend Rec'd on	5,100	Shs.		408.00
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Home Depot, Inc.

03/24/11	Dividend Rec'd on	6,100	Shs.	\$1,525.00	
06/30/11	Dividend Rec'd on	6,100	Shs.	1,525.00	
09/15/11	Dividend Rec'd on	6,100	Shs.	1,525.00	
12/15/11	Dividend Rec'd on	4,000	Shs.	<u>1,160.00</u>	5,735.00

Schedule A-3 (Cont'd)

Honeywell International, Inc.

03/10/11	Dividend Rec'd on	3,000	Shs.	\$997.50	
06/10/11	Dividend Rec'd on	3,000	Shs.	997.50	
09/09/11	Dividend Rec'd on	3,000	Shs.	997.50	
12/09/11	Dividend Rec'd on	3,000	Shs.	<u>1,117.50</u>	\$4,110.00

Intel Corporation

03/01/11	Dividend Rec'd on	14,875	Shs.	\$2,695.35	
06/01/11	Dividend Rec'd on	12,000	Shs.	2,174.40	
09/01/11	Dividend Rec'd on	12,000	Shs.	2,520.00	
12/01/11	Dividend Rec'd on	9,600	Shs.	<u>2,016.00</u>	9,405.75

International Business Machines

03/10/11	Dividend Rec'd on	2,100	Shs.	\$1,365.00	
06/10/11	Dividend Rec'd on	2,100	Shs.	1,575.00	
09/12/11	Dividend Rec'd on	2,100	Shs.	1,575.00	
12/12/11	Dividend Rec'd on	2,100	Shs.	<u>1,575.00</u>	6,090.00

International Game Technology

01/07/11	Dividend Rec'd on	7,810	Shs.	\$468.60	
04/08/11	Dividend Rec'd on	7,810	Shs.	468.60	
07/08/11	Dividend Rec'd on	7,810	Shs.	<u>468.60</u>	1,405.80

Invesco LTD

03/09/11	Dividend Rec'd on	8,740	Shs.	\$961.40	
06/08/11	Dividend Rec'd on	8,740	Shs.	1,070.65	
09/08/11	Dividend Rec'd on	8,740	Shs.	1,070.65	
12/07/11	Dividend Rec'd on	8,740	Shs.	<u>1,070.65</u>	4,173.35

Ishares Trust MSCI EAFE Index Fund

06/28/11	Dividend Rec'd on	8,400	Shs.	\$9,584.34	
12/29/11	Dividend Rec'd on	8,400	Shs.	<u>4,781.52</u>	14,365.86

Ishares Msci Emerging Mkts Index FD

01/05/11	Dividend Rec'd on	5,475	Shs.	\$137.54	
06/28/11	Dividend Rec'd on	3,700	Shs.	1,705.39	
12/29/11	Dividend Rec'd on	3,700	Shs.	<u>1,283.76</u>	3,126.69

Schedule A-3 (Cont'd)

Johnson & Johnson

03/15/11	Dividend Rec'd on	2,000	Shs.	\$1,080.00	
06/14/11	Dividend Rec'd on	2,000	Shs.	1,140.00	
09/13/11	Dividend Rec'd on	2,000	Shs.	1,140.00	
12/13/11	Dividend Rec'd on	2,000	Shs.	<u>1,140.00</u>	\$4,500.00

Johnson Controls

01/04/11	Dividend Rec'd on	4,775	Shs.	\$764.00	
04/04/11	Dividend Rec'd on	4,775	Shs.	764.00	
07/05/11	Dividend Rec'd on	4,775	Shs.	764.00	
10/04/11	Dividend Rec'd on	4,775	Shs.	<u>764.00</u>	3,056.00

JPMorgan Chase & Co

01/31/11	Dividend Rec'd on	7,575	Shs.	\$378.75	
05/02/11	Dividend Rec'd on	7,575	Shs.	1,893.75	
08/01/11	Dividend Rec'd on	7,575	Shs.	1,893.75	
10/31/11	Dividend Rec'd on	7,575	Shs.	<u>1,893.75</u>	6,060.00

Kimberly Clark Corporation

10/04/11	Dividend Rec'd on	1,600	Shs.		1,120.00
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Kraft Foods Inc CL A

01/14/11	Dividend Rec'd on	4,725	Shs.	\$1,370.25	
04/14/11	Dividend Rec'd on	4,725	Shs.	1,370.25	
07/14/11	Dividend Rec'd on	4,725	Shs.	1,370.25	
10/14/11	Dividend Rec'd on	4,725	Shs.	<u>1,370.25</u>	5,481.00

Medtronic, Inc.

01/28/11	Dividend Rec'd on	2,725	Shs.	\$613.13	
04/29/11	Dividend Rec'd on	2,725	Shs.	<u>613.13</u>	1,226.26

Merck & Co Inc

01/07/11	Dividend Rec'd on	7,569	Shs.	\$2,876.22	
04/07/11	Dividend Rec'd on	7,569	Shs.	<u>2,876.22</u>	5,752.44

Microsoft Corporation

03/10/11	Dividend Rec'd on	6,450	Shs.		1,032.00
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Schedule A-3 (Cont'd)

Occidental Petroleum Corp

01/18/11	Dividend Rec'd on	1,875	Shs.	\$712.50	
04/15/11	Dividend Rec'd on	1,875	Shs.	862.50	
07/15/11	Dividend Rec'd on	1,875	Shs.	<u>862.50</u>	\$2,437.50

Pepsico, Inc.

01/03/11	Dividend Rec'd on	4,800	Shs.	\$2,304.00	
03/31/11	Dividend Rec'd on	4,800	Shs.	2,304.00	
06/30/11	Dividend Rec'd on	4,800	Shs.	2,472.00	
09/30/11	Dividend Rec'd on	4,800	Shs.	<u>2,472.00</u>	9,552.00

Pfizer, Inc.

03/01/11	Dividend Rec'd on	6,100	Shs.	\$1,220.00	
06/07/11	Dividend Rec'd on	6,100	Shs.	1,220.00	
09/06/11	Dividend Rec'd on	6,100	Shs.	1,220.00	
12/06/11	Dividend Rec'd on	6,100	Shs.	<u>1,220.00</u>	4,880.00

Philip Morris Intl Inc

01/10/11	Dividend Rec'd on	3,350	Shs.	\$2,144.00	
04/11/11	Dividend Rec'd on	3,350	Shs.	2,144.00	
07/11/11	Dividend Rec'd on	3,350	Shs.	2,144.00	
10/11/11	Dividend Rec'd on	3,350	Shs.	<u>2,579.50</u>	9,011.50

Procter & Gamble Company

02/15/11	Dividend Rec'd on	4,350	Shs.	\$2,095.83	
05/16/11	Dividend Rec'd on	4,350	Shs.	2,283.75	
08/15/11	Dividend Rec'd on	4,350	Shs.	2,283.75	
11/15/11	Dividend Rec'd on	4,350	Shs.	<u>2,283.75</u>	8,947.08

Schlumberger Limited

01/07/11	Dividend Rec'd on	2,400	Shs.	\$504.00	
04/01/11	Dividend Rec'd on	2,400	Shs.	600.00	
07/01/11	Dividend Rec'd on	2,400	Shs.	600.00	
10/03/11	Dividend Rec'd on	2,400	Shs.	<u>600.00</u>	2,304.00

Sempra Energy

04/15/11	Dividend Rec'd on	1,600	Shs.	\$768.00	
07/15/11	Dividend Rec'd on	1,600	Shs.	768.00	
10/17/11	Dividend Rec'd on	1,600	Shs.	<u>768.00</u>	2,304.00

Schedule A-3 (Cont'd)

<u>Shire PLC</u>					
10/06/11	Dividend Rec'd on	1,000	Shs.		\$74.40
 <u>Spdr S&P Midcap 400 Eft Trust</u>					
01/31/11	Dividend Rec'd on	1,550	Shs.	\$706.16	
04/29/11	Dividend Rec'd on	1,550	Shs.	687.53	
07/29/11	Dividend Rec'd on	1,550	Shs.	726.28	
10/31/11	Dividend Rec'd on	1,550	Shs.	<u>421.54</u>	2,541.51
 <u>State St Corp</u>					
01/18/11	Dividend Rec'd on	3,470	Shs.	\$34.70	
04/15/11	Dividend Rec'd on	3,470	Shs.	624.60	
07/18/11	Dividend Rec'd on	3,470	Shs.	624.60	
10/17/11	Dividend Rec'd on	3,470	Shs.	<u>624.60</u>	1,908.50
 <u>Taiwan Semiconductor Mfg Co</u>					
07/25/11	Dividend Rec'd on	9,000	Shs.	\$4,664.46	
07/25/11	Dividend Rec'd on	9,000	Shs.		
	Foreign Tax Withheld			<u>932.89-</u>	3,731.57
 <u>Target Corp</u>					
03/10/11	Dividend Rec'd on	2,000	Shs.	\$500.00	
06/10/11	Dividend Rec'd on	2,000	Shs.	<u>500.00</u>	1,000.00
 <u>Textron Inc</u>					
01/03/11	Dividend Rec'd on	3,700	Shs.		74.00
 <u>Union Pac Corp</u>					
01/03/11	Dividend Rec'd on	2,325	Shs.	\$883.50	
04/01/11	Dividend Rec'd on	2,325	Shs.	883.50	
07/01/11	Dividend Rec'd on	2,325	Shs.	1,104.38	
10/03/11	Dividend Rec'd on	2,325	Shs.	<u>1,104.38</u>	3,975.76
 <u>United Technologies Corporation</u>					
03/10/11	Dividend Rec'd on	3,350	Shs.	\$1,423.75	
06/10/11	Dividend Rec'd on	2,400	Shs.	1,152.00	
09/12/11	Dividend Rec'd on	2,400	Shs.	1,152.00	
12/12/11	Dividend Rec'd on	2,000	Shs.	<u>960.00</u>	4,687.75

Schedule A-3 (Cont'd)

US Bancorp

01/18/11	Dividend Rec'd on	2,800	Shs.	\$140.00	
04/15/11	Dividend Rec'd on	2,800	Shs.	350.00	
07/15/11	Dividend Rec'd on	2,800	Shs.	350.00	
10/17/11	Dividend Rec'd on	2,800	Shs.	<u>350.00</u>	\$1,190.00

V F Corp

03/21/11	Dividend Rec'd on	1,000	Shs.		630.00
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Valero Energy Corp

03/16/11	Dividend Rec'd on	5,960	Shs.	\$298.00	
06/15/11	Dividend Rec'd on	5,960	Shs.	298.00	
09/14/11	Dividend Rec'd on	5,960	Shs.	298.00	
12/14/11	Dividend Rec'd on	5,960	Shs.	<u>894.00</u>	1,788.00

Vanguard Small-cap Etf

03/29/11	Dividend Rec'd on	1,850	Shs.	\$11.10	
12/30/11	Dividend Rec'd on	1,850	Shs.	<u>1,739.00</u>	1,750.10

Verizon Communications

02/01/11	Dividend Rec'd on	4,200	Shs.	\$2,047.50	
05/02/11	Dividend Rec'd on	4,200	Shs.	2,047.50	
08/01/11	Dividend Rec'd on	4,200	Shs.	2,047.50	
11/01/11	Dividend Rec'd on	4,200	Shs.	<u>2,100.00</u>	8,242.50

Wal Mart Stores, Inc.

01/03/11	Dividend Rec'd on	5,925	Shs.	\$1,792.31	
04/04/11	Dividend Rec'd on	5,925	Shs.	2,162.63	
06/06/11	Dividend Rec'd on	5,925	Shs.	2,162.63	
09/06/11	Dividend Rec'd on	4,000	Shs.	<u>1,460.00</u>	7,577.57

Walgreen Co.

09/12/11	Dividend Rec'd on	2,800	Shs.	\$630.00	
12/12/11	Dividend Rec'd on	2,800	Shs.	<u>630.00</u>	1,260.00

Walt Disney Co

01/18/11	Dividend Rec'd on	6,510	Shs.		2,604.00
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Schedule A-3 (Cont'd)

Wells Fargo & Co.

03/01/11	Dividend	Rec'd on	6,750	Shs.	\$337.50	
03/31/11	Dividend	Rec'd on	6,750	Shs.	472.50	
06/01/11	Dividend	Rec'd on	6,750	Shs.	810.00	
09/01/11	Dividend	Rec'd on	6,750	Shs.	810.00	
12/01/11	Dividend	Rec'd on	6,750	Shs.	<u>810.00</u>	\$3,240.00

Yum! Brands Inc.

05/06/11	Dividend	Rec'd on	2,000	Shs.	\$500.00	
08/05/11	Dividend	Rec'd on	2,000	Shs.	500.00	
11/04/11	Dividend	Rec'd on	2,000	Shs.	<u>570.00</u>	<u>1,570.00</u>

TOTAL SCHEDULE A-3

\$283,538.36
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Schedule A-4

INTEREST RECEIVED

Abbot Labs

5.875% Due 05/15/16

05/16/11	Interest Rec'd on	\$375,000.00	\$11,015.63	
11/15/11	Interest Rec'd on	\$375,000.00	<u>11,015.63</u>	\$22,031.26

Anheuser Busch Companies, Inc.

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	\$100,000.00	1,416.67	
07/18/11	Interest Rec'd on	\$150,000.00	<u>2,854.17</u>	10,520.84

Astrazeneca PLC

54% Due 06/01/14

06/01/11	Interest Rec'd on	\$100,000.00	\$2,700.00	
12/01/11	Interest Rec'd on	\$100,000.00	<u>2,700.00</u>	
			\$5,400.00	
05/17/11	Less: Interest Paid on Purchase		<u>2,490.00-</u>	2,910.00

AT&T Inc

5.8% Due 02/15/19

02/15/11	Interest Rec'd on	\$200,000.00	\$5,800.00	
08/15/11	Interest Rec'd on	\$200,000.00	<u>5,800.00</u>	11,600.00

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

Boeing Capital Corp.

3.25% Due 10/27/14

12/15/11	Less: Interest Paid on Purchase			541.66-
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Cisco Systems Inc

5.5% Due 02/22/16

02/22/11	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/22/11	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	13,750.00

Schedule A-4 (Cont'd)

Coca Cola Company
5.75% Due 03/15/11

03/15/11	Interest Rec'd on	\$250,000.00		\$7,187.50
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Credit Suisse Fb USA
5.125% Due 08/15/15

08/15/11	Interest Rec'd on	\$200,000.00	\$5,125.00	
03/23/11	Less: Interest Paid on Purchase		<u>1,081.94-</u>	4,043.06

Deutsche Bank AG London
3.45% Due 03/30/15

09/30/11	Interest Rec'd on	\$100,000.00	\$1,725.00	
05/17/11	Less: Interest Paid on Purchase		<u>450.42-</u>	1,274.58

Federal National Mortgage
Association
6.25% Due 02/01/11

02/01/11	Interest Rec'd on	\$500,000.00		15,625.00
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Federated Government Obligation
Fund (No. 395)

01/03/11	Interest Rec'd		\$12.48	
02/01/11	Interest Rec'd		10.88	
03/01/11	Interest Rec'd		15.25	
04/01/11	Interest Rec'd		19.10	
05/02/11	Interest Rec'd		16.43	
06/01/11	Interest Rec'd		16.35	
07/01/11	Interest Rec'd		17.35	
08/01/11	Interest Rec'd		16.17	
09/01/11	Interest Rec'd		17.28	
10/03/11	Interest Rec'd		14.29	
11/01/11	Interest Rec'd		16.19	
12/01/11	Interest Rec'd		<u>17.06</u>	188.83

General Electric Company
5% Due 02/01/13

02/01/11	Interest Rec'd on	\$250,000.00	\$6,250.00	
08/01/11	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Schedule A-4 (Cont'd)

Goldman Sachs Group, Inc.

5.7% Due 09/01/12

03/01/11	Interest Rec'd on	\$250,000.00	\$7,125.00	
09/01/11	Interest Rec'd on	\$250,000.00	<u>7,125.00</u>	\$14,250.00

HSBC Finance Corp

5% Due 06/30/15

06/30/11	Interest Rec'd on	\$200,000.00	\$5,000.00	
12/30/11	Interest Rec'd on	\$200,000.00	<u>5,000.00</u>	10,000.00

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

07/22/11	Interest Rec'd on	\$200,000.00	\$4,875.00	
03/23/11	Less: Interest Paid on Purchase		<u>1,679.17-</u>	3,195.83

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

Morgan Stanley

5.3% Due 03/01/13

12/14/11	Less: Interest Paid on Purchase			1,895.49-
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Novartis Secs

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	1,751.05	
07/18/11	Interest Rec'd on	\$100,000.00	<u>2,249.31</u>	9,125.36

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

Schedule A-4 (Cont'd)

Royal BK of Scotland

3.95% Due 09/21/15

03/21/11	Interest Rec'd on	\$100,000.00	\$1,975.00	
09/20/11	Interest Rec'd on	\$100,000.00	<u>1,975.00</u>	
			\$3,950.00	
02/22/11	Less: Interest Paid on Purchase		<u>1,667.80-</u>	\$2,282.20

Shell International

3.25% Due 09/22/15

03/22/11	Interest Rec'd on	\$200,000.00	\$3,250.00	
09/22/11	Interest Rec'd on	\$200,000.00	<u>3,250.00</u>	6,500.00

Treasury Inflation IX 2.0%

01/19/11	Interest Rec'd on	\$385,665.00	\$3,857.52	
07/18/11	Interest Rec'd on	\$396,518.50	<u>3,974.46</u>	7,831.98

U.S. Treasury Note

4.5% Due 02/28/11

02/28/11	Interest Rec'd on	\$250,000.00		5,625.00
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U.S. Treasury Notes Series B 2011

5% Due 02/15/11

02/15/11	Interest Rec'd on	\$250,000.00		6,250.00
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Verizon Communications, Inc.

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	\$100,000.00	\$2,625.00	
02/22/11	Less: Interest Paid on Purchase		<u>306.25-</u>	<u>2,318.75</u>

TOTAL SCHEDULE A-4

\$228,948.04
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Schedule A-5

OTHER INCOME RECEIVED

Dreyfus Diversified Intl-I

01/18/11	Income Rec'd on	23,906.409 Units	\$50.72	
02/14/11	Income Rec'd on	23,906.409 Units	47.83	
03/14/11	Income Rec'd on	23,906.409 Units	29.64	
04/11/11	Income Rec'd on	23,906.409 Units	62.04	
05/16/11	Income Rec'd on	23,906.409 Units	62.06	
06/13/11	Income Rec'd on	23,906.409 Units	63.85	
07/18/11	Income Rec'd on	23,906.409 Units	59.04	
08/15/11	Income Rec'd on	23,906.409 Units	62.03	
09/12/11	Income Rec'd on	31,751.597 Units	57.40	
10/17/11	Income Rec'd on	31,751.597 Units	67.62	
11/14/11	Income Rec'd on	31,751.597 Units	70.61	
12/12/11	Income Rec'd on	31,751.597 Units	<u>67.43</u>	\$700.27

Dreyfus Emerging Markets

01/18/11	Income Rec'd on	19,425.676 Units	\$163.28	
02/14/11	Income Rec'd on	19,425.676 Units	166.84	
03/14/11	Income Rec'd on	25,518.593 Units	177.30	
04/11/11	Income Rec'd on	25,518.593 Units	213.47	
05/16/11	Income Rec'd on	34,709.769 Units	262.79	
06/13/11	Income Rec'd on	40,285.977 Units	324.77	
07/18/11	Income Rec'd on	63,327.452 Units	432.68	
08/15/11	Income Rec'd on	63,327.452 Units	530.09	
09/12/11	Income Rec'd on	76,348.285 Units	472.78	
10/17/11	Income Rec'd on	76,348.285 Units	511.49	
11/14/11	Income Rec'd on	76,348.285 Units	514.79	
12/12/11	Income Rec'd on	76,348.285 Units	<u>505.72</u>	4,276.00

Dreyfus High Yield-I

11/01/11	Income Rec'd on	43,029.26 Units	\$1,475.02	
11/14/11	Income Rec'd on	43,029.26 Units	105.71	
12/01/11	Income Rec'd on	43,029.26 Units	1,688.65	
12/12/11	Income Rec'd on	43,029.26 Units	<u>123.62</u>	3,393.00

Dreyfus Midcap Index

01/18/11	Income Rec'd on	9,072.58 Units	\$55.34	
02/14/11	Income Rec'd on	9,072.58 Units	55.58	
03/14/11	Income Rec'd on	9,072.58 Units	52.49	
04/11/11	Income Rec'd on	9,072.58 Units	58.00	
05/16/11	Income Rec'd on	9,072.58 Units	58.08	
06/13/11	Income Rec'd on	9,072.58 Units	60.02	
07/18/11	Income Rec'd on	9,072.58 Units	55.64	

Schedule A-5 (Cont'd)

Dreyfus Midcap Index

(Cont'd)

08/15/11	Income Rec'd on	9,072.58 Units	\$59.52	
09/12/11	Income Rec'd on	9,072.58 Units	50.95	
10/17/11	Income Rec'd on	9,072.58 Units	48.73	
11/14/11	Income Rec'd on	9,072.58 Units	51.15	
12/12/11	Income Rec'd on	9,072.58 Units	50.94	
12/29/11	Income Rec'd on	9,072.58 Units	<u>1,796.37</u>	\$2,452.81

Dreyfus Pre Strat Intr ST-I

01/18/11	Income Rec'd on	18,754.988 Units	\$129.98	
02/14/11	Income Rec'd on	18,754.988 Units	130.94	
03/14/11	Income Rec'd on	18,754.988 Units	121.07	
04/11/11	Income Rec'd on	18,754.988 Units	132.12	
05/16/11	Income Rec'd on	18,754.988 Units	131.60	
06/13/11	Income Rec'd on	18,754.988 Units	137.25	
07/18/11	Income Rec'd on	18,754.988 Units	129.96	
08/15/11	Income Rec'd on	18,754.988 Units	137.37	
09/12/11	Income Rec'd on	18,754.988 Units	124.86	
10/17/11	Income Rec'd on	18,754.988 Units	115.23	
11/14/11	Income Rec'd on	18,754.988 Units	120.55	
12/12/11	Income Rec'd on	18,754.988 Units	115.88	
12/30/11	Income Rec'd on	32,346.421 Units	<u>5,107.50</u>	6,634.31

Dreyfus Select Managers

01/18/11	Income Rec'd on	3,264.418 Units	\$52.27	
02/14/11	Income Rec'd on	3,264.418 Units	50.47	
03/14/11	Income Rec'd on	3,264.418 Units	47.37	
04/11/11	Income Rec'd on	3,264.418 Units	52.33	
05/16/11	Income Rec'd on	3,264.418 Units	52.36	
06/13/11	Income Rec'd on	3,264.418 Units	53.36	
07/18/11	Income Rec'd on	3,264.418 Units	49.18	
08/15/11	Income Rec'd on	3,264.418 Units	52.69	
09/12/11	Income Rec'd on	3,264.418 Units	44.23	
10/17/11	Income Rec'd on	3,264.418 Units	41.69	
11/14/11	Income Rec'd on	3,264.418 Units	44.63	
12/12/11	Income Rec'd on	3,264.418 Units	44.71	
12/30/11	Income Rec'd on	3,264.418 Units	<u>133.84</u>	719.13

Dreyfus Sm Co Val Opportunistic

01/18/11	Income Rec'd on	2,300.614 Units	\$43.73
02/14/11	Income Rec'd on	2,300.614 Units	44.50
03/14/11	Income Rec'd on	2,300.614 Units	41.66
04/11/11	Income Rec'd on	2,300.614 Units	45.82

Schedule A-5 (Cont'd)

Dreyfus Sm Co Val Opportunistic

(Cont'd)

05/16/11	Income Rec'd on	2,300.614 Units	\$45.76	
06/13/11	Income Rec'd on	2,300.614 Units	46.38	
07/18/11	Income Rec'd on	2,300.614 Units	42.33	
08/15/11	Income Rec'd on	2,300.614 Units	45.30	
09/12/11	Income Rec'd on	2,300.614 Units	35.78	
10/17/11	Income Rec'd on	2,300.614 Units	32.74	
11/14/11	Income Rec'd on	2,300.614 Units	35.84	
12/12/11	Income Rec'd on	2,300.614 Units	<u>35.70</u>	\$495.54

Highbridge Dynamic Comm Strat

Fund-E

12/23/11	Income Rec'd on	9,341.43 Units		7,690.15
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TCW Emerging Markets Income Fund

08/01/11	Income Rec'd on	28,153.154 Units	\$1,478.05	
09/01/11	Income Rec'd on	28,153.154 Units	1,337.26	
10/04/11	Income Rec'd on	28,153.154 Units	1,126.13	
11/02/11	Income Rec'd on	28,153.154 Units	1,126.14	
12/01/11	Income Rec'd on	28,153.154 Units	1,126.14	
12/30/11	Income Rec'd on	43,249.772 Units	<u>2,162.49</u>	<u>8,356.21</u>

TOTAL SCHEDULE A-5

\$34,717.42
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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 Companies, Inc.				
5% Due 03/01/19				
06/13/11	\$100,000.00	\$109,637.00	\$95,308.00	\$14,329.00
07/18/11	\$150,000.00	163,180.50	142,962.00	20,218.50
Novartis Secs				
5.125% Due 02/10/19				
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.S. Treasury Notes Series B 2011				
5% Due 02/15/11				
02/15/11	\$250,000.00	250,000.00	248,757.50	1,242.50
<u>Stock and Common Funds</u>				
Abbott Laboratories				
01/19/11	3,625 Shs.	171,900.39	145,547.50	26,352.89
Accenture Ltd, Class A				
04/14/11	1,900 Shs.	106,132.14	43,458.88	62,673.26
Aflac Inc				
05/02/11	2,575 Shs.	138,846.48	135,588.69	3,257.79
American Express Company				
08/18/11	4,350 Shs.	197,445.32	150,674.88	46,770.44
Amgen, Inc.				
06/23/11	2,100 Shs.	122,978.25	107,853.06	15,125.19

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 Computer Inc.</u>					
10/14/11	153	Shs.	\$60,949.07	\$13,446.19	\$47,502.88
<u>BNY Mellon Mid Cap Stock Fund</u>					
12/09/11	42,752.443	Shs.			
Received LT capital gain distribution - Increase recognized on receipt			14,116.86	.00	14,116.86
<u>Cisco Systems, Inc.</u>					
02/08/11	3,700	Shs.	80,436.45	74,730.78	5,705.67
<u>Colgate Palmolive Company</u>					
06/15/11	2,000	Shs.	169,126.75	106,222.39	62,904.36
<u>Dreyfus Midcap Index</u>					
03/30/11	9,072.58	Units			
Received capital gain distribution - Increase recognized on receipt			63.51	.00	63.51
12/29/11	9,072.58	Units			
Received LT capital gain distribution - Increase recognized on receipt			10,078.73	.00	10,078.73
12/29/11	9,072.58	Units			
Received ST capital gain distribution - Increase recognized on receipt			170.56	.00	170.56
<u>Dreyfus Select Managers</u>					
12/30/11	3,264.418	Units			
Received LT capital gain distribution - Increase recognized on receipt			3,827.20	.00	3,827.20

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 Select Managers</u>					
(Cont'd)					
12/30/11	3,264.418 Units				
Received ST capital gain distribution - Increase recognized on receipt			\$1,461.81	\$.00	\$1,461.81
<u>Dreyfus Sm Co Val Opportunistic</u>					
12/09/11	2,300.614 Units				
Received LT capital gain distribution - Increase recognized on receipt			4,208.28	.00	4,208.28
12/09/11	2,300.614 Units				
Received ST capital gain distribution - Increase recognized on receipt			2,737.73	.00	2,737.73
<u>Emerson Electric Company</u>					
10/24/11	4,500	Shs.	213,636.54	196,366.20	17,270.34
<u>Google Inc</u>					
11/09/11	335	Shs.	198,911.11	186,379.93	12,531.18
<u>Hewlett Packard Company</u>					
05/16/11	5,100	Shs.	209,719.70	178,438.80	31,280.90
<u>Highbridge Dynamic Comm Strat Fund-E</u>					
12/16/11	9,341.43 Units				
Received LT capital gain distribution - Increase recognized on receipt			577.58	.00	577.58
12/23/11	9,341.43 Units				
Received ST capital gain distribution - Increase recognized on receipt			386.36	.00	386.36

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Home Depot, Inc.</u>					
10/14/11	2,100	Shs.	\$72,658.59	\$63,385.22	\$9,273.37
<u>Honeywell International, Inc.</u>					
02/14/11	675	Shs.	38,616.01	23,022.88	15,593.13
<u>Intel Corporation</u>					
04/14/11	2,875	Shs.	57,677.71	49,984.28	7,693.43
10/26/11	2,400	Shs.	57,579.45	41,726.01	15,853.44
<u>Ishares Msci Emerging Mkts Index FD</u>					
06/15/11	1,775	Shs.	82,496.69	66,002.31	16,494.38
12/27/11	3,700	Shs.	139,040.73	137,582.28	1,458.45
<u>McDonald's Corporation</u>					
02/08/11	2,725	Shs.	201,531.40	155,752.52	45,778.88
<u>Merck & Co Inc</u>					
05/23/11	7,569	Shs.	281,254.85	274,386.07	6,868.78
<u>Occidental Petroleum Corp</u>					
06/24/11	1,875	Shs.	192,390.05	105,561.60	86,828.45
<u>Questar Corp</u>					
02/08/11	4,000	Shs.	70,595.84	68,200.00	2,395.84
<u>Southwestern Energy Co</u>					
10/24/11	2,800	Shs.	111,685.92	107,224.32	4,461.60
<u>Taiwan Semiconductor Mfg Co</u>					
07/25/11	9,000	Shs.	111,868.74	96,660.00	15,208.74

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Union Pac Corp</u>					
10/14/11	925	Shs.	\$85,468.09	\$44,103.44	\$41,364.65
<u>United Technologies Corporation</u>					
04/14/11	950	Shs.	80,692.31	42,810.45	37,881.86
10/14/11	400	Shs.	29,407.47	18,025.46	11,382.01
<u>V F Corp</u>					
04/01/11	1,000	Shs.	96,469.85	82,317.60	14,152.25
<u>Wal Mart Stores, Inc.</u>					
06/15/11	1,925	Shs.	102,436.33	101,376.01	1,060.32
10/26/11	800	Shs.	<u>45,535.12</u>	<u>42,130.29</u>	<u>3,404.83</u>
TOTAL SCHEDULE A-2			\$4,312,903.47 =====	\$3,558,203.54 =====	\$754,699.93 =====

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					
<u>5.75% Due 03/15/11</u>					
03/15/11	\$250,000.00		\$264,330.00	\$250,000.00	\$14,330.00
Federal National Mortgage Association					
<u>6.25% Due 02/01/11</u>					
02/01/11	\$500,000.00		508,635.00	500,000.00	8,635.00
U.S. Treasury Note					
<u>4.5% Due 02/28/11</u>					
02/28/11	\$250,000.00		258,555.52	250,000.00	8,555.52
<u>Stock and Common Funds</u>					
<u>Allstate Corp.</u>					
12/21/11	3,200	Shs.	99,957.44	84,496.30	15,461.14
<u>AT&T Inc</u>					
12/21/11	3,875	Shs.	142,289.50	111,197.56	31,091.94
<u>Avon Products Inc.</u>					
08/15/11	6,250	Shs.	160,447.49	128,872.52	31,574.97
<u>Dreyfus Diversified Intl-I</u>					
12/22/11	31,751.597	Units	310,000.00	277,826.47	32,173.53
<u>Dreyfus Emerging Markets</u>					
12/22/11	76,348.285	Units	960,000.00	787,914.31	172,085.69

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>General Electric</u>					
02/14/11	2,300	Shs.	\$94,100.27	\$48,855.66	\$45,244.61
<u>International Game Technology</u>					
08/15/11	7,810	Shs.	149,225.67	115,207.78	34,017.89
<u>Ishares Trust MSCI EAFE Index Fund</u>					
12/27/11	8,400	Shs.	452,430.51	408,360.67	44,069.84
<u>JPMorgan Chase & Co</u>					
12/22/11	7,575	Shs.	339,011.55	236,562.70	102,448.85
<u>Medtronic, Inc.</u>					
04/14/11	2,725	Shs.	129,102.04	109,721.38	19,380.66
<u>Microsoft Corporation</u>					
05/16/11	6,450	Shs.	166,290.48	164,651.78	1,638.70
<u>Pfizer, Inc.</u>					
12/22/11	6,100	Shs.	234,998.33	129,988.50	105,009.83
<u>Target Corp</u>					
06/06/11	2,000	Shs.	<u>108,133.80</u>	<u>97,632.92</u>	<u>10,500.88</u>
TOTAL SCHEDULE B-1			\$4,377,507.60 =====	\$3,701,288.55 =====	\$676,219.05 =====

Laura J Niles Foundation, Inc

E I N 22-3188304

Attachment to 2011 990PF

Part II Balance Sheet

	<u>Book Value</u>	<u>Fair Market Value</u>
Line 10a U S and state government Obligations		
399,304 5 Treasury Inflation Index dtd 1/31/2006 2%, due 01/15/2026	\$ 380,364 78	\$ 490,833 08
	\$ 380,364 78	\$ 490,833 08

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 Laura J Niles Foundation, Inc
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 Attachment to 2009 990PF

Part II Balance Sheet - Continued

Line 10b	Corporate Stock			<u>Book Value</u>	<u>Fair Market Value</u>
	5,000	shs	Accenture Limited Class A	\$ 114,365 46	\$ 266,150 00
	1,600	shs	Agilent Technologies	\$ 77,571 20	\$ 55,888 00
	1,200	shs	Air Products & Chemicals, Inc	\$ 87,898 44	\$ 102,228 00
	2,600	shs	Allergan Inc	\$ 150,798 96	\$ 228,124 00
	500	shs	Amazon Com Inc	\$ 98,273 09	\$ 86,550 00
	1,325	shs	Apple Computer Inc	\$ 116,445 79	\$ 536,625 00
	3,900	shs	AT&T Inc	\$ 143,207 49	\$ 117,936 00
	3,200	shs	B B & T Corporation	\$ 76,967 04	\$ 80,544 00
	3,400	shs	Baxter International	\$ 150,212 00	\$ 168,232 00
	700	shs	BNY Cayman III LLC	\$ 700,000 00	\$ 669,571 00
	113,122 172	shs	BNY Mellon Emerging Mkts-M	\$ 1,000,000 00	\$ 1,001,131 22
	46,242 775	shs	BNY Mellon International-M	\$ 400,000 00	\$ 407,861 28
	42,752 443	shs	BNY Mellon Mid Cap Stock Fund	\$ 525,000 00	\$ 461,298 86
	3,400	shs	Cameron International Corp	\$ 156,328 94	\$ 167,246 00
	4,220	shs	Cardinal Health Inc	\$ 144,902 14	\$ 171,374 20
	2,400	shs	Carnival Corp	\$ 85,612 80	\$ 78,336 00
	2,650	shs	Catepillar Inc	\$ 88,876 76	\$ 240,090 00
	3,440	shs	Chevron Corporation	\$ 234,357 54	\$ 366,016 00
	2,500	shs	Citigroup Inc	\$ 106,750 00	\$ 65,775 00
	2,000	shs	Coca Cola Company	\$ 130,986 19	\$ 139,940 00
	2,050	shs	ConocoPhillips	\$ 85,413 02	\$ 149,383 50
	2,000	shs	Dover Corp	\$ 111,312 80	\$ 116,100 00
	8,875	shs	Duke Energy Hldg Corp	\$ 165,296 88	\$ 195,250 00
	63,255 797	shs	Dreyfus High Yield-I	\$ 375,000 00	\$ 393,451 06
	9,072 580	shs	Dreyfus Midcap Index	\$ 225,000 00	\$ 235,161 27
	11,142 061	shs	Dreyfus/Newton Intern Eqty-I	\$ 160,000 00	\$ 162,005 57
	32,346 421	shs	Drefus Pre Strat Intr ST-I	\$ 400,000 00	\$ 393,979 41
	3,264 418	shs	Dreyfus Slect Managers	\$ 60,000 00	\$ 56,702 94
	2,300 614	shs	Dreyfus Sm Co Val Opportunistic	\$ 60,000 00	\$ 52,269 95
	4,000	shs	Eaton Corp	\$ 147,809 79	\$ 174,120 00
	3,600	shs	E I DuPont DeNemours	\$ 159,792 50	\$ 164,808 00
	4,200	shs	EMC Corp Mass	\$ 115,150 98	\$ 90,468 00

4,850	shs	Exxon Mobil Corporation	\$	233,508 70	\$	411,086 00
4,174	shs	Freeport-McMoran Copper & Gold, Inc Class B	\$	46,005 23	\$	153,561 46
10,000	shs	General Electric	\$	409,131 62	\$	179,100 00
9,341 43	shs	Highbridge Dynamic Comm Strat Fund-E	\$	200,000 00	\$	160,018 70
4,000	shs	Home Depot, Inc	\$	120,733 75	\$	168,160 00
3,000	shs	Honeywell International, Inc	\$	102,323 91	\$	163,050 00
9,600	shs	Intel Corporation	\$	166,904 05	\$	232,800 00
2,100	shs	International Business Machines, Inc	\$	192,125 96	\$	386,148 00
8,740	shs	Invesco LTD	\$	176,374 08	\$	175,586 60
6,800	shs	Ishares S&P Gsci Commodity Index Fund	\$	174,488 00	\$	224,264 00
2,000	shs	Johnson & Johnson	\$	72,376 11	\$	131,160 00
4,775	shs	Johnson Controls	\$	142,457 33	\$	149,266 50
67	shs	Karting International, Inc	\$	-		
1,600	shs	Kimberly Clark Corporation	\$	104,045 44	\$	117,696 00
4,725	shs	Kraft Foods Inc Cl A	\$	106,754 29	\$	176,526 00
1,750	shs	MetLife Inc	\$	51,841 12	\$	54,565 00
1,550	shs	Midcap SPDR Tr Unit Series 1	\$	169,141 50	\$	247,209 50
1,600	shs	Newfield Expl Co	\$	103,710 08	\$	60,368 00
4,800	shs	Pepsico, Inc	\$	240,138 00	\$	318,480 00
3,350	shs	Philip Morris International Inc	\$	163,790 63	\$	262,908 00
1,600	shs	PNC Financial Services Group	\$	88,227 99	\$	92,272 00
4,350	shs	Procter & Gamble Company	\$	185,507 07	\$	290,188 50
1,400	shs	Rovi Corp	\$	80,164 00	\$	34,412 00
7,496 252	shs	Rydex Managed Futures Strategy FD-Y	\$	200,000 00	\$	180,434 79
600	shs	Salesforce Com Inc	\$	63,979 56	\$	60,876 00
2,400	shs	Schlumberger Limited	\$	156,417 12	\$	163,944 00
1,600	shs	Sempra Energy	\$	84,204 80	\$	88,000 00
1,000	shs	Shire PLC	\$	89,165 09	\$	103,900 00
3,470	shs	State Street Corp	\$	154,770 33	\$	139,875 70
150	shs	Sunstates Corporation	\$	-	\$	0 02
43,249 772	shs	TCW Emerging Markets Income Fund	\$	375,000 00	\$	356,378 12
600	shs	Teradata Corporation	\$	30,088 43	\$	29,106 00
1,400	shs	Union Pac Corp	\$	66,751 16	\$	148,316 00
2,000	shs	United Technologies Corporation	\$	90,127 27	\$	146,180 00
2,800	shs	US Bancorp	\$	59,079 44	\$	75,740 00
5,960	shs	Valero Energy Corp	\$	113,895 60	\$	125,458 00

1,850	shs	Vanguard Small Cap Etf	\$	102,743 08	\$	128,889 50
4,200	shs	Verizon Communications	\$	152,361 23	\$	168,504 00
3,200	shs	Wal Mart Stores Inc	\$	168,521 16	\$	191,232 00
2,800	shs	Walgreen Co	\$	98,306 88	\$	92,568 00
6,510	shs	Walt Disney Co	\$	193,837 20	\$	244,125 00
1,500	shs	Watson Pharmaceuticals Inc	\$	91,172 55	\$	90,510 00
6,750	shs	Wells Fargo Co	\$	166,707 23	\$	186,030 00
2,000	shs	YUM! Brands Inc	\$	99,154 00	\$	118,020 00
1,600	shs	Zimmer Holdings, Inc	\$	96,772 64	\$	85,472 00
			\$	12,636,133 44	\$	14,707,001 65

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

Part II Balance Sheet - Continued

		<u>Book Value</u>	<u>Fair Market Value</u>
Line 10c	Corporate Bonds		
	\$375,000 Abbot Laboratories, 5 875% due 05/15/16	\$ 383,593 75	\$ 439,916 25
	\$100,000 Astrazeneca PLC, 5 4% due 06/01/14	\$ 111,970 00	\$ 110,666 00
	\$200,000 AT&T Inc, 5 8%, due 02/15/19	\$ 213,700 00	\$ 236,006 00
	\$125,000 Boeing Capital Corp, 3 25% due 10/27/14	\$ 133,458 75	\$ 133,100 00
	\$200,000 Blackrock Inc, 6 25%, due 09/15/17	\$ 220,048 00	\$ 232,682 00
	\$250,000 Cisco Systems Inc, 5 5%, due 2/22/16	\$ 250,622 50	\$ 290,932 50
	\$200,000 Credit Suisse Fb USA, 5 125% due 8/15/15	\$ 219,530 00	\$ 210,672 00
	\$100,000 Deutsche Bank AG London, 3 45% due 3/30/15	\$ 104,123 00	\$ 101,614 00
	\$250,000 General Electric Company, 5%, due 02/01/13	\$ 245,152 50	\$ 260,525 00
	\$250,000 Goldman Sachs Group, Inc, 5 7%, due 09/01/12	\$ 252,582 50	\$ 254,402 50
	\$200,000 HSBC Finance Corp, 5%, due 06/30/15	\$ 207,366 00	\$ 203,078 00
	\$200,000 Lloyds Tsb bak PIC, 4 875% due 1/21/16	\$ 206,292 00	\$ 194,916 00
	\$250,000 Merrill Lynch & Company, 5 3%, due 09/30/15	\$ 246,662 50	\$ 240,252 50
	\$125,000 Morgan Stanley, 5 3% due 3/01/13	\$ 125,186 25	\$ 126,530 00
	\$200,000 Oracle Corp, 5 75%, due 04/15/18	\$ 220,374 00	\$ 242,696 00
	\$250,000 Philip Morris Intl, 4 5%, due 03/26/20	\$ 272,725 00	\$ 284,120 00
	\$100,000 Royal BK of Scotland, 3 95% due 9/21/15	\$ 98,773 00	\$ 93,770 00
	\$200,000 Shell International,	\$ 201,074 00	\$ 215,176 00
	\$250,000 Verizon Communications, Inc, 5 55% due 2/15/16	\$ 250,701 75	\$ 286,067 50
	\$100,000 Wachovia Corporation, 5 25% due 8/1/14	\$ 107,273 00	\$ 105,477 00
		\$4,071,208 50	\$4,262,599 25

THE LAURA J. NILES FOUNDATION

Mission and Guidelines

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

PRIMARY PROGRAM INTERESTS

The Board is currently highlighting the following areas:

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

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

GUIDING PRINCIPALS AND CONSIDERATIONS

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

Approved on May 4, 2004.

Schedule B-3
DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Friends of Oxford 198 Madison Avenue, 13th Floor New York, NY 10016		
<u>12/16/11</u> Cash		
General Purposes	\$2,500.00	\$2,500.00
Total Distributions		
American Friends of Oxford 198 Madison Avenue, 13th Floor New York, NY 10016	\$2,500.00 =====	\$2,500.00 =====
 Animal Welfare League of Trumbull County 545 Brunstetter Road Warren, OH 44481		
<u>12/16/11</u> Cash		
Building an Animal Welfare Care & Education Center	\$10,000.00	\$10,000.00
Total Distributions		
Animal Welfare League of Trumbull County 545 Brunstetter Road Warren, OH 44481	\$10,000.00 =====	\$10,000.00 =====
 Art Education for the Blind 589 Broadway, 4th Floor New York, NY		
<u>07/06/11</u> Cash		
Museum Accessibility Study (1 of 3)	\$7,500.00	\$7,500.00
Total Distributions		
Art Education for the Blind 589 Broadway, 4th Floor New York, NY	\$7,500.00 =====	\$7,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Bangor Humane Society 693 Mount Hope Avenue Bangor, ME 04400		
09/16/11 Cash		
Discretion of the organization	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Bangor Humane Society 693 Mount Hope Avenue Bangor, ME 04400	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741		
03/15/11 Cash		
Canines with Careers Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Bide-A-Wee 410 East 38th Street New York, Ny 10014		
12/16/11 Cash		
Veterinary Medical Assistance Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Bide-A-Wee 410 East 38th Street New York, Ny 10014	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Bishop Sheen Ecumenical Housing 935 East Avenue, Suite 300 Rochester, NY 14607		
03/15/11 Cash		
Home Repair	\$5,000.00	\$5,000.00
Total Distributions		
Bishop Sheen Ecumenical Housing 935 East Avenue, Suite 300 Rochester, NY 14607	\$5,000.00 =====	\$5,000.00 =====
Black Ministerial Alliance of Boston 7 Palmer Street, 3rd Floor Roxbury, MA 02119-2427		
10/27/11 Cash		
Victory Generation Out-of- School Time Program	\$2,500.00	\$2,500.00
Total Distributions		
Black Ministerial Alliance of Boston 7 Palmer Street, 3rd Floor Roxbury, MA 02119-2427	\$2,500.00 =====	\$2,500.00 =====
Campaign for Delbarton Delbarton School Mendham Road Morristown, NJ 07960		
12/16/11 Cash		
Endowment Fund	\$8,500.00	\$8,500.00
Total Distributions		
Campaign for Delbarton Delbarton School Mendham Road Morristown, NJ 07960	\$8,500.00 =====	\$8,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Canine Partners for Life P.O.Box 170 Cochranville, PA 19330-0170		
12/09/11 Cash		
Service, Seizure & Medical Alert Dogs	\$10,000.00	\$10,000.00
Total Distributions		
Canine Partners for Life P.O.Box 170 Cochranville, PA 19330-0170	\$10,000.00 =====	\$10,000.00 =====
Capital Area Humane Society 7095 W. Grand River Avenue Lansing, MI 48906		
09/16/11 Cash		
Division of Adoptable Dog Exercise Yard	\$2,500.00	\$2,500.00
Total Distributions		
Capital Area Humane Society 7095 W. Grand River Avenue Lansing, MI 48906	\$2,500.00 =====	\$2,500.00 =====
Cardinal Shehan Center 1494 Main Street Bridgeport, CT 06604		
03/15/11 Cash		
Tutoring Program	\$4,000.00	\$4,000.00
Total Distributions		
Cardinal Shehan Center 1494 Main Street Bridgeport, CT 06604	\$4,000.00 =====	\$4,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Children's Village		
Echo Hills		
Dobbs Fery, NY 10522		
11/23/11 Cash		
Canine Program (2 of 2)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Children's Village		
Echo Hills		
Dobbs Fery, NY 10522	<u>\$50,000.00</u>	<u>\$50,000.00</u>
	=====	=====
Community Foodbank of New Jersey		
31 Evans Terminal		
Hillside, NJ 07205		
12/16/11 Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Foodbank of New Jersey		
31 Evans Terminal		
Hillside, NJ 07205	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
Community Preparatory School		
126 Summer Street		
Providence, RI 02907		
05/19/11 Cash		
TestPrep & SummerPrep	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Community Preparatory School		
126 Summer Street		
Providence, RI 02907	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
ConnectiKids 814 Asylum Avenue Hartford, CT 06105		
03/15/11 Cash		
Tutoring Mentoring Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
ConnectiKids 814 Asylum Avenue Hartford, CT 06105	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Craig School 15 Tower Hill Road Mountain Lakes, NJ 07046		
12/16/11 Cash		
General Purposes	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Craig School 15 Tower Hill Road Mountain Lakes, NJ 07046	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569		
08/01/11 Cash		
Mandated Septic System Replacement	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Dierdre O'Brien Child Advocacy Center 8 Court Street Morristown, NJ 07958		
07/06/11 Cash		
Shine Program	\$10,000.00	\$10,000.00
Total Distributions		
Dierdre O'Brien Child Advocacy Center 8 Court Street Morristown, NJ 07958	\$10,000.00 =====	\$10,000.00 =====
Ebony Horsewomen 337 Vine Street Hartford, CT 06112		
05/19/11 Cash		
Equine/Animal Assisted Growth Learning & Therapy	\$8,000.00	\$8,000.00
Total Distributions		
Ebony Horsewomen 337 Vine Street Hartford, CT 06112	\$8,000.00 =====	\$8,000.00 =====
Eva's Village 393 Main Street Patterson, NJ 07501		
08/09/11 Cash		
Providing Support to Homeless/ Addicted Women & Children	\$7,500.00	\$7,500.00
Total Distributions		
Eva's Village 393 Main Street Patterson, NJ 07501	\$7,500.00 =====	\$7,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Family Reentry		
9 Mott Avenue Suite 104		
Norwalk, CT 06850		
10/27/11 Cash		
Champions Mentoring Program for Children of Prisoners	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Family Reentry		
9 Mott Avenue Suite 104		
Norwalk, CT 06850	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Fauna & Flora International		
1720 N Street NW		
Washington, DC 20036		
08/01/11 Cash		
Purchase of 4-Wheel Drive Vehicle for Chimpanzee Conservation Project in Uganda	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Fauna & Flora International		
1720 N Street NW		
Washington, DC 20036	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Food Bank Network of Somerset County		
PO Box 149		
Bound Brook, NJ 08805		
12/16/11 Cash		
Food Pantry Programs	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank Network of Somerset County		
PO Box 149		
Bound Brook, NJ 08805	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906		
12/16/11 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Food Project PO Box 705 Lincoln, MA 01773		
03/15/11 Cash		
Academic Year Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Food Project PO Box 705 Lincoln, MA 01773	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Freedom Guide Dogs for the Blind 1210 Hardscrabble Road Cassville, NY 13318		
12/09/11 Cash		
Guide Dogs for Disabled, Blind & Visually Impaired (1 of 3)	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Freedom Guide Dogs for the Blind 1210 Hardscrabble Road Cassville, NY 13318	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Friends of the Children-Boston 555 Amory Street Boston, MA 02130		
08/01/11 Cash		
Social Works Program	\$5,000.00	\$5,000.00
Total Distributions		
Friends of the Children-Boston 555 Amory Street Boston, MA 02130	\$5,000.00 =====	\$5,000.00 =====
Friends of Van Cortlandt Park 80 Van Cortlandt Park South, Suite E1 Bronx, NY 10463		
08/01/11 Cash		
Environment Internship Program (EIP)	\$2,500.00	\$2,500.00
Total Distributions		
Friends of Van Cortlandt Park 80 Van Cortlandt Park South, Suite E1 Bronx, NY 10463	\$2,500.00 =====	\$2,500.00 =====
Friendship Works f/k/a Match-up Interfaith Volunteers 105 Chauncey Street Boston, MA 02111		
07/06/11 Cash		
Petpals	\$5,000.00	\$5,000.00
Total Distributions		
Friendship Works f/k/a Match-up Interfaith Volunteers 105 Chauncey Street Boston, MA 02111	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Giving Alternative Learners Uplifting Opportunities 95 Franklin Street #4 New York, NY 10013		
10/27/11 Cash		
Gallop NYC Scholarship Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Giving Alternative Learners Uplifting Opportunities 95 Franklin Street #4 New York, NY 10013	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Glade Run Foundation PO Box 70, Beaver Road Zelienople, PA 16063		
03/31/11 Cash		
Adventures Therapeutic Animal Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Glade Run Foundation PO Box 70, Beaver Road Zelienople, PA 16063	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Greenwich Leadership Forum 31 Jones Park Drive Riverside, CT 06878		
11/23/11 Cash		
General Purposes	<u>\$7,000.00</u>	<u>\$7,000.00</u>
Total Distributions		
Greenwich Leadership Forum 31 Jones Park Drive Riverside, CT 06878	<u>\$7,000.00</u> =====	<u>\$7,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Guiding Eyes for the Blind, Inc. 611 Granite Springs Road Yorktown Heights, NY 10598		
12/16/11 Cash		
Kennel Upgrade, Interior Treatment (1 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Guiding Eyes for the Blind, Inc. 611 Granite Springs Road Yorktown Heights, NY 10598	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
High Rocks Educational Corporation HC 64 Box 438 Hillsboro, WV 24946		
09/16/11 Cash		
High Rocks Partners for Youth	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
High Rocks Educational Corporation HC 64 Box 438 Hillsboro, WV 24946	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Home For Life PO Box 847 Stillwater, MN 55082		
09/16/11 Cash		
Pet Peace Corps	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Home For Life PO Box 847 Stillwater, MN 55082	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
HopeFound 170 Morton Street Jamaica Plains, MA 02130		
09/16/11 Cash Workfirst	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions HopeFound 170 Morton Street Jamaica Plains, MA 02130	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Horace Mann School 4440 Tibbett Avenue Riverdale, NY 10471		
05/06/11 Cash 2011-2012 High School Program and Scholarship Support	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions Horace Mann School 4440 Tibbett Avenue Riverdale, NY 10471	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
Horizons Student Enrichment Program New Canaan Country School PO Box 997 New Canaan, CT 06840		
05/06/11 Cash 9th Grade Coaching	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Horizons Student Enrichment Program New Canaan Country School PO Box 997 New Canaan, CT 06840	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Intermountain Therapy Animals PO Box 17201 Salt Lake City, UT 84117		
05/19/11 Cash		
READ Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Intermountain Therapy Animals PO Box 17201 Salt Lake City, UT 84117	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Janus School 205 Lefever Road Mount Joy, PA 17552		
08/09/11 Cash		
All Kinds of Minds - Schools Attuned Training	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Janus School 205 Lefever Road Mount Joy, PA 17552	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Johns Hopkins University Center for Talented Youth McAuley Hall 5801 Smith Ave, Suite 400 Baltimore, MD 21209-3652		
03/15/11 Cash		
2011 City Summer Scholarships	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Johns Hopkins University Center for Talented Youth McAuley Hall 5801 Smith Ave, Suite 400 Baltimore, MD 21209-3652	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Keystone Conservation		
P.O. Box 6733		
Bozeman, MT 59771		
<u>12/16/11 Cash</u>		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Keystone Conservation		
P.O. Box 6733		
Bozeman, MT 59771	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
Lake Drive Foundation		
P O Box 155		
Mountain Lakes, NJ 07046		
<u>12/16/11 Cash</u>		
Sound Start Early Intervention Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Lake Drive Foundation		
P O Box 155		
Mountain Lakes, NJ 07046	<u>\$15,000.00</u>	<u>\$15,000.00</u>
	=====	=====
LDA Life and Learning Services		
339 East Avenue, Suite 420		
Rochester, NY 14604		
<u>05/06/11 Cash</u>		
Educational Consulting Svcs	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
LDA Life and Learning Services		
339 East Avenue, Suite 420		
Rochester, NY 14604	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Learning Through an Expanded Arts 441 West End Avenue Suite 2G New York, NY 10024		
12/09/11 Cash		
Active Learning Leads to Literacy	\$15,000.00	\$15,000.00
Total Distributions		
Learning Through an Expanded Arts 441 West End Avenue Suite 2G New York, NY 10024	\$15,000.00 =====	\$15,000.00 =====
Lowell Humane Society 951 Broadway Street Lowell, MA 01854		
10/27/11 Cash		
Answering a Call for Assistance	\$2,000.00	\$2,000.00
Total Distributions		
Lowell Humane Society 951 Broadway Street Lowell, MA 01854	\$2,000.00 =====	\$2,000.00 =====
Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201		
07/07/11 Cash		
2 K9dc Dogs in Angola & Overhead expenses in the discretion of the organization	\$90,000.00	\$90,000.00

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Marshall Legacy Institute</u> <u>2425 Wilson Boulevard #313</u> <u>Arlington, VA 22201</u> (Cont'd)		
11/23/11 Cash General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201	<u>\$95,000.00</u> =====	<u>\$95,000.00</u> =====
 <u>Middlebury College</u> <u>Middlebury, VT 05750</u>		
12/16/11 Cash Endowment Fund	<u>\$8,000.00</u>	<u>\$8,000.00</u>
Total Distributions Middlebury College Middlebury, VT 05750	<u>\$8,000.00</u> =====	<u>\$8,000.00</u> =====
 <u>Midland Adult Services</u> <u>P.O.Box 5026</u> <u>North Branch, NJ 08876</u>		
09/16/11 Cash General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Midland Adult Services P.O.Box 5026 North Branch, NJ 08876	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Muttville		
P.O.Box 410207		
<u>San Francisco, CA 94141</u>		
09/16/11 Cash		
Senior for Seniors	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Muttville		
P.O.Box 410207		
<u>San Francisco, CA 94141</u>	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
My Sister's Place		
237 Hamilton Street, Suite 203		
<u>Hartford, CT 06106</u>		
03/31/11 Cash		
Life Skills Traning at MSP	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
My Sister's Place		
237 Hamilton Street, Suite 203		
<u>Hartford, CT 06106</u>	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
National Aquarium in Baltimore		
501 E. Pratt Street		
<u>Baltimore, MD 21202</u>		
05/19/11 Cash		
Marine Animal Rescue Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
National Aquarium in Baltimore		
501 E. Pratt Street		
<u>Baltimore, MD 21202</u>	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
National Aviary 700 Arch Street Allegheny Commons West Pittsburgh, PA 15212		
10/27/11 Cash Healthy Birds	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
National Aviary 700 Arch Street Allegheny Commons West Pittsburgh, PA 15212	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
NEADS		
305 Redemption Rock Trail South Priceton, MA 01541		
03/15/11 Cash Wheelchair Van Replacement	<u>\$35,000.00</u>	<u>\$35,000.00</u>
Total Distributions		
NEADS 305 Redemption Rock Trail South Priceton, MA 01541	<u>\$35,000.00</u> =====	<u>\$35,000.00</u> =====
Neighbor to Neighbor		
248 E Putnam Avenue Greenwich, CT 06830		
12/16/11 Cash General Purposes	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Neighbor to Neighbor 248 E Putnam Avenue Greenwich, CT 06830	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
New Covenant House of Hospitality 90 Fairfield Avenue Stamford, CT 06904		
12/16/11 Cash		
General Purposes	\$2,500.00	\$2,500.00
Total Distributions		
New Covenant House of Hospitality 90 Fairfield Avenue Stamford, CT 06904	\$2,500.00 =====	\$2,500.00 =====
New Life of New York City, Inc. 87 Columbia Street #13G New York, NY 10002		
11/23/11 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
New Life of New York City, Inc. 87 Columbia Street #13G New York, NY 10002	\$5,000.00 =====	\$5,000.00 =====
New York Botanical Gardens 200th Street & Kazimiroff Road Bronx, NY		
12/09/11 Cash		
Profession Development Teachers (1 of 2)	\$37,500.00	\$37,500.00
Total Distributions		
New York Botanical Gardens 200th Street & Kazimiroff Road Bronx, NY	\$37,500.00 =====	\$37,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Newark Museum 49 Washington Street Newark, NJ		
10/27/11 Cash		
Animal Education Programs & Explorers Program (1 of 2)	\$25,000.00	\$25,000.00
Total Distributions		
Newark Museum 49 Washington Street Newark, NJ	\$25,000.00 =====	\$25,000.00 =====
Opening Word Program 1434 Straight Path Wyandanch, NY 11798		
12/16/11 Cash		
Creating a Path Towards Self- Sufficiency for Li Imigrant Women	\$5,000.00	\$5,000.00
Total Distributions		
Opening Word Program 1434 Straight Path Wyandanch, NY 11798	\$5,000.00 =====	\$5,000.00 =====
Pegasus Therapeutic Riding 45 Church Street #205 Stamford, CT		
12/16/11 Cash		
Student Financial Assistance & Horse Care Needs (1 of 2)	\$30,000.00	\$30,000.00
Total Distributions		
Pegasus Therapeutic Riding 45 Church Street #205 Stamford, CT	\$30,000.00 =====	\$30,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
<u>Penn Presbyterian Medical Center, Intensive Outpatient Program</u>		
<u>03/22/11 Cash</u>		
Animal Shelter Volunteering as a Strategy in Addiction Recovery	<u>\$3,250.00</u>	<u>\$3,250.00</u>
 Total Distributions		
Penn Presbyterian Medical Center, Intensive Outpatient Program	<u>\$3,250.00</u> =====	<u>\$3,250.00</u> =====
<u>Person-To-Person</u>		
<u>1864 Post Road</u>		
<u>Darien, CT 06820</u>		
<u>07/06/11 Cash</u>		
Outreach & Innovation Pilot Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
 Total Distributions		
Person-To-Person 1864 Post Road Darien, CT 06820	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
<u>Pivot Ministries</u>		
<u>485 Jane Street</u>		
<u>Bridgeport, CT 06608</u>		
<u>12/16/11 Cash</u>		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
 Total Distributions		
Pivot Ministries 485 Jane Street Bridgeport, CT 06608	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Puppies Behind Bars		
10 East 40th Street 19th Floor		
New York, NY 10016		
12/09/11 Cash		
Dog Tags, Follow-Up & Traning		
1 of 2)	\$30,000.00	\$30,000.00
Total Distributions		
Puppies Behind Bars		
10 East 40th Street 19th Floor		
New York, NY 10016	\$30,000.00	\$30,000.00
	=====	=====
Rhode Island SPCA		
186 Amaral Street		
Riverside, RI 02915		
07/06/11 Cash		
Roof Structure over Outdoor		
Play Area	\$5,000.00	\$5,000.00
Total Distributions		
Rhode Island SPCA		
186 Amaral Street		
Riverside, RI 02915	\$5,000.00	\$5,000.00
	=====	=====
SAVE		
900 Herrontown Road		
Princeton, NJ 08540		
09/16/11 Cash		
Partners in Empathy Training		
(Pet) Program	\$2,500.00	\$2,500.00
Total Distributions		
SAVE		
900 Herrontown Road		
Princeton, NJ 08540	\$2,500.00	\$2,500.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
<u>Save-A-Pet Animal Rescue & Adoption Center</u>		
<u>03/31/11</u> Cash		
Fido Fencing	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Save-A-Pet Animal Rescue & Adoption Center	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
<u>Sea Research Foundation</u>		
55 Coogan Blvd		
<u>Mystic, CT 06355</u>		
<u>10/27/11</u> Cash		
Marine Mammal & Seal Turtle Stranding Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Sea Research Foundation		
55 Coogan Blvd		
Mystic, CT 06355	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
<u>Search Dog Foundation</u>		
501 East Ojai Avenue		
<u>Ojai, CA 93023</u>		
<u>06/27/11</u> Cash		
National Training Center (2 of 3)	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
Search Dog Foundation		
501 East Ojai Avenue		
Ojai, CA 93023	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Serviam Girls Academy 14 Halcyon Drive New Castle, DE 19720 09/16/11 Cash 2011/2012 Curriculum Enhancement/Expanded Program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Serviam Girls Academy 14 Halcyon Drive New Castle, DE 19720	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Service Dogs of Virginia PO Box 408 Charlottesville, VA 22902 05/19/11 Cash Service Dog Training	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Service Dogs of Virginia PO Box 408 Charlottesville, VA 22902	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
SPCA of Westchester 590 North State Road Briarcliff Manor, NY 10510 10/27/11 Cash Golden Outreach Pet Therapy Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions SPCA of Westchester 590 North State Road Briarcliff Manor, NY 10510	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
SPCA of Erie County 203 Ensminger Road Tonwanda, NY 14150		
10/27/11 Cash		
TLC Program	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
SPCA of Erie County 203 Ensminger Road Tonwanda, NY 14150	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====
Special Equestrians 2800 Street Road PO Box 1001 Warrington, PA		
07/06/11 Cash		
Operating Support	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Special Equestrians 2800 Street Road PO Box 1001 Warrington, PA	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
St. Benedict's Preparatory School 520 Dr Martin Luther King Boulevard Newark, NJ 07102-1314		
12/16/11 Cash		
General Operations	<u>\$8,500.00</u>	<u>\$8,500.00</u>
Total Distributions		
St. Benedict's Preparatory School 520 Dr Martin Luther King Boulevard Newark, NJ 07102-1314	<u>\$8,500.00</u> =====	<u>\$8,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
St. John's Church PO Box 200147 Newark, NJ 07102-0303 12/16/11 Cash To Feed the Homeless	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. John's Church PO Box 200147 Newark, NJ 07102-0303	\$2,500.00 =====	\$2,500.00 =====
St. Mary's Foundation for Children 29-01 216 Street Bayside, NY 11360 05/06/11 Cash Pets Helping Kids	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Mary's Foundation for Children 29-01 216 Street Bayside, NY 11360	\$2,500.00 =====	\$2,500.00 =====
St. Peter Claver Latin School for Boys P.O. Box 14686 1208 Main Street Cincinnati, OH 45250 12/09/11 Cash Tuition Assistance Children	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
St. Peter Claver Latin School for Boys P.O. Box 14686 1208 Main Street Cincinnati, OH 45250	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Starfish Food Pantry		
PO Box 2822		
Plainfield, NJ 07062		
12/16/11 Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Starfish Food Pantry		
PO Box 2822		
Plainfield, NJ 07062	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
Summit Speech School		
705 Central Avenue		
New Providence, NJ 07974		
12/09/11 Cash		
Parent/Infant Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Summit Speech School		
705 Central Avenue		
New Providence, NJ 07974	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====
Trail Blazers Camps, Inc.		
153 West 27th Street, Suite 1102		
New York, NY 10001		
12/16/11 Cash		
Summer Experiential Education		
Adventure Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Trail Blazers Camps, Inc.		
153 West 27th Street, Suite 1102		
New York, NY 10001	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
United Disabilities Services 1901 Olde Homestead Lane Lancaster, PA 17605-0485		
10/27/11 Cash		
UDS Service Dogs Program	\$3,000.00	\$3,000.00
Total Distributions		
United Disabilities Services 1901 Olde Homestead Lane Lancaster, PA 17605-0485	\$3,000.00 =====	\$3,000.00 =====
University of Richmond 28 Westhampton Way Richmond, VA 23173 Norwalk, CT 06850		
12/16/11 Cash		
General Purposes	\$10,000.00	\$10,000.00
Total Distributions		
University of Richmond 28 Westhampton Way Richmond, VA 23173 Norwalk, CT 06850	\$10,000.00 =====	\$10,000.00 =====
Whole Kids Outreach 62143 Highway 21 Ellington, MO 63638		
05/19/11 Cash		
Equestrian Riding Program	\$5,000.00	\$5,000.00
Total Distributions		
Whole Kids Outreach 62143 Highway 21 Ellington, MO 63638	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Distributions (Cont'd)</u>		
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460		
<u>06/27/11</u> Cash		
Online Teacher Training (2 of 2)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715		
<u>12/16/11</u> Cash		
Difficult to Fund Priority Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
YMCA of Norwalk 370 West Avenue Norwalk, CT 06850		
<u>11/23/11</u> Cash		
C Project	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
YMCA of Norwalk 370 West Avenue Norwalk, CT 06850	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Young Life PO Box 462 Old Greenwich, CT 06867		
11/23/11 Cash		
General Purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Young Life PO Box 462 Old Greenwich, CT 06867	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$992,250.00</u> =====	<u>\$992,250.00</u> =====

LAURA J. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Jun-12	Search Dog Foundation National Training Center for Disaster Search Teams	\$30,000	\$90,000	(3 of 3)
Jun-12	Art Education for the Blind Multi-Site Museum Accessibility Study	\$7,500	\$22,500	(2 of 3)
Oct-12	Newark Museum Animal Education Programs & Explorers Program	\$25,000	\$50,000	(2 of 2)
Nov-12	Freedom Guide Dogs for the Blind Guide Dogs for the Disabled, Blind & Visually Impaired	\$7,500	\$22,500	(2 of 3)
Nov-12	New York Botanical Garden Professional Development Program for Teachers	\$37,500	\$75,000	(2 of 2)
Nov-12	Puppies Behind Bars Dog Tags Veteran Follow-up Visits & Training	\$30,000	\$60,000	(2 of 2)
TOTAL SCHEDULED GRANTS 2012		\$137,500		
Jun-13	Art Education for the Blind Multi-Site Museum Accessibility Study	\$7,500	\$22,500	(3 of 3)
Nov-13	Freedom Guide Dogs for the Blind Guide Dogs for the Disabled, Blind & Visually Impaired	\$7,500	\$22,500	(3 of 3)
TOTAL SCHEDULED GRANTS 2013		\$15,000		
TOTAL SCHEDULED GRANTS		\$152,500		