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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 9/01, 2011, and ending 8/31, 2012

Marie G. Dennett Foundation, Inc.
c/o FCS&N P O Box 2508
Greenwich, CT 06836-2508A Employer identification number
06-1060970B Telephone number (see the instructions)
(203) 661-1000G Check all that apply: ☐ Initial return, ☐ Initial Return of a former public charity, ☐ Final return, ☐ Amended return, ☐ Address change, ☐ Name changeH Check type of organization. ☒ Section 501(c)(3) exempt private foundation, ☐ Section 4947(a)(1) nonexempt charitable trust, ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,108,247.
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)

1 Contributions, gifts, grants, etc., received (att sch)

2 Cl ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments 12. 12. 12.

4 Dividends and interest from securities 214,716. 214,716. 214,716.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10 -12,458.

b Gross sales price for all assets on line 6a 576,619.

7 Capital gain net income (from Part IV, line 2) 0.

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 11 202,500. 214,958. 214,728.

13 Compensation of officers, directors, trustees, etc 0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2 5,500. 2,500. 3,000.

b Accounting fees (attach sch)

c Other prof fees (attach sch) See St 3 7,597. 7,597.

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 4 1,826.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23 14,923. 10,097. 3,000.

25 Contributions, gifts, grants paid Part XV 332,000. 332,000.

26 Total expenses and disbursements. Add lines 24 and 25 346,923. 10,097. 0. 335,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements -144,423.

b Net investment income (if negative, enter 0) 204,861.

c Adjusted net income (if negative, enter 0) 214,728.

14 G14

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 | 136,525. | 168,722. | 168,722. |
| | 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) | | | |
| | b | Investments — corporate stock (attach schedule) | 3,222,967. | 3,046,347. | 5,939,525. |
| | c | Investments — corporate bonds (attach schedule) | | | |
| | LIABILITIES | 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) | 3,359,492. | 3,215,069. | 6,108,247. |
| 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. | <input type="checkbox"/> | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | <input checked="" type="checkbox"/> | | |
| | 27 | Capital stock, trust principal, or current funds | 3,359,492. | 3,215,069. | |
| | 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) | 3,359,492. | 3,215,069. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 3,359,492. | 3,215,069. | | |

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 | 3,359,492. |
| 2 | Enter amount from Part I, line 27a | 2 | -144,423. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,215,069. |
| 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 | 3,215,069. |

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 See Statement 5 | | | | |
| b | | | | |
| 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 | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|--|--|--|---|----------|
| 2 Capital gain net income or (net capital loss) | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | | 2 | -12,458. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> | | 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 | 201,000. | 5,433,099. | 0.036995 |
| 2009 | 184,500. | 4,711,494. | 0.039160 |
| 2008 | 248,013. | 4,426,533. | 0.056029 |
| 2007 | 311,215. | 6,293,246. | 0.049452 |
| 2006 | 336,547. | 6,643,156. | 0.050661 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | 0.232297 |
| 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 | 0.046459 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 5,807,790. |
| 5 Multiply line 4 by line 3 | 5 | 269,824. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,049. |
| 7 Add lines 5 and 6 | 7 | 271,873. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 335,000. |

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

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

| | | | |
|---|----|--------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 2,049. |
| 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 | 2,049. |
| 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 | 2,049. |
| 6 Credits/Payments | | | |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011 | 6a | 2,973. | |
| 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 | 2,973. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 924. | |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax 924. Refunded | 11 | 0. | |

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>Anne M. Piedade, Esq.</u> Telephone no. <u>(203) 661-1000</u> Located at <u>c/o FCS&N; 88 Field Point Rd. Greenwich CT</u> ZIP + 4 <u>06836-2508</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | | | |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country | | | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | X |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) | 3b | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A

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 |
|----------------------|---|---|---|---------------------------------------|
| See Statement 6 | | 0. | 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 | 5,795,552. |
| b | Average of monthly cash balances | 1b | 100,681. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 5,896,233. |
| 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 | 5,896,233. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 88,443. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,807,790. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 290,390. |

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 | 290,390. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 2,049. |
| b | Income tax for 2011 (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,049. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 288,341. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 288,341. |
| 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 | 288,341. |

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 | 335,000. |
| 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 | 335,000. |
| 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 | 2,049. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 332,951. |

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

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 288,341. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 44,368. | |
| b Total for prior years 20____, 20____, 20____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 335,000. | | | | |
| a Applied to 2010, but not more than line 2a | | | 44,368. | |
| 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 | | | | 288,341. |
| e Remaining amount distributed out of corpus | 2,291. | | | |
| 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 | 2,291. | | | |
| 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) | 0. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 2,291. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | 2,291. | | | |

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a 'Assets' alternative test — enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test — enter. | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| <i>a Paid during the year</i> See attached Schedule B-3 , | n/a | Public | General use | 332,000. |
| Total | | | 3a | 332,000. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | 3b | |

2011

Federal Statements

Page 1

Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

1/03/13

04.32PM

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

| | (a) Revenue per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---------------------------|-----------------------------|---------------------------------|-------------------------------|
| Cl Action - Bank of Amer. | \$ 230. | \$ 230. | |
| Total | \$ 230. | \$ 230. | 0. |

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

| | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Fogarty Cohen Selby & Nemiroff LLC | \$ 5,500. | \$ 2,500. | | \$ 3,000. |
| Total | \$ 5,500. | \$ 2,500. | \$ 0. | \$ 3,000. |

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 - custodian fee | \$ 6,947. | \$ 6,947. | | |
| Bank of New York - tax summary letter | 650. | 650. | | |
| Total | \$ 7,597. | \$ 7,597. | \$ 0. | \$ 0. |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| 2010 Form 990 PF - estimated payment | \$ 991. | | | |
| 2011 Form 990 PF - estimated payment | 835. | | | |
| Total | \$ 1,826. | \$ 0. | \$ 0. | \$ 0. |

Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

1/03/13

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Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|------|---|---------------------|----------------------|------------------|
| 1 | 2,500 shs AT&T Inc. | Purchased | Various | 10/11/2011 |
| 2 | 2,000 shs Illinois Tool Works Inc. | Purchased | Various | 6/19/2012 |
| 3 | 4,000 shs Microsoft Corp. | Purchased | Various | 1/20/2012 |
| 4 | 3,274 shs Bank of America Corp. | Purchased | Various | 10/11/2011 |
| 5 | 2,000 shs Bank of America Corp. - preferred | Purchased | Various | 12/05/2011 |
| 6 | 2,000 shs Emerson Electric Co. | Purchased | Various | 6/19/2012 |
| 7 | 3,000 shs General Electric Co. | Purchased | Various | 10/11/2011 |
| 8 | 1,000 shs Exxon Mobil | Purchased | Various | 8/29/2012 |

| Item | (e) Gross Sales | (f) Deprec. Allowed | (g) Cost Basis | (h) Gain (Loss) | (i) FMV 12/31/69 | (j) Adj. Bas. 12/31/69 | (k) Excess (i) - (j) | (l) Gain (Loss) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 69,649. | | 23,113. | 46,536. | | | | \$ 46,536. |
| 2 | 108,090. | | 102,045. | 6,045. | | | | 6,045. |
| 3 | 113,278. | | 106,840. | 6,438. | | | | 6,438. |
| 4 | 49,875. | | 84,233. | -34,358. | | | | -34,358. |
| 5 | 10,305. | | 50,700. | -40,395. | | | | -40,395. |
| 6 | 92,730. | | 111,396. | -18,666. | | | | -18,666. |
| 7 | 44,924. | | 107,916. | -62,992. | | | | -62,992. |
| 8 | 87,768. | | 2,834. | 84,934. | | | | 84,934. |
| Total | | | | | | | | \$ -12,458. |

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| Name and Address | Title and Average Hours Per Week Devoted | Compensation | Contri- bution to EBP & DC | Expense Account/ Other |
|---|--|--------------|----------------------------------|------------------------------|
| Dennett W. Goodrich Fox Hill #475; 10 Longwood Dr. Westwood, MA 02090 | President/Ttee 0 | \$ 0. | \$ 0. | \$ 0. |
| Richard L. Ramsey 205 Hillpoint Road Richmond, VA 23233 | Trustee 0 | 0. | 0. | 0. |
| John A. Goodrich 155 East 72nd Street New York, NY 10021 | Vice Pres/Ttee 0 | 0. | 0. | 0. |
| Ramsey W. Goodrich 10 Wood House Road Fairfield, CT 06824 | Trustee 0 | 0. | 0. | 0. |
| Langdon P. Cook 195 West Old Mill Road Greenwich, CT 06830 | Trustee 0 | 0. | 0. | 0. |

2011

Federal Statements

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Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

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Statement 6 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| <u>Name and Address</u> | <u>Title and Average Hours Per Week Devoted</u> | <u>Compensation</u> | <u>Contri- bution to EBP & DC</u> | <u>Expense Account/ Other</u> |
|--|---|---------------------|---|---------------------------------------|
| Everett Fisher 45 Lismore Lane Greenwich, CT 06831 | Sec/Treas/Ttee 0 | \$ 0. | \$ 0. | \$ 0. |
| Anne M. Piedade 8 Vinton Avenue Bedford, NY 10506 | Asst Sec/Ttee 0 | 0. | 0. | 0. |
| | Total | \$ 0. | \$ 0. | \$ 0. |

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

| | |
|-------------------------|---|
| Name of Grant Program: | Marie G. Dennett Foundation, Inc. |
| Name: | Att: Anne M Piedade |
| Care Of: | Fogarty Cohen Selby & Nemiroff LLC |
| Street Address: | 88 Field Point Road |
| City, State, Zip Code: | Greenwich, CT 06830 |
| Telephone: | 203-661-1000 |
| Form and Content: | All grant requests should be submitted in writing and should contain details on the specific program for which a grant is being requested. A copy of the organization's exemption letter issued by the Internal Revenue Service should accompany every grant request. |
| Submission Deadlines: | None |
| Restrictions on Awards: | None |

2011

Federal Supporting Detail

Page 1

Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

1/03/13

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3

| | | |
|-------|----|-----------------|
| | \$ | 214,716. |
| Total | \$ | <u>214,716.</u> |

Schedule A-3

DIVIDENDS RECEIVED

AT&T Inc.

| | | | | | |
|----------|-------------------|--------|------|-----------------|-------------|
| 11/01/11 | Dividend Rec'd on | 12,500 | Shs. | \$5,375.00 | |
| 02/01/12 | Dividend Rec'd on | 10,000 | Shs. | 4,400.00 | |
| 05/01/12 | Dividend Rec'd on | 10,000 | Shs. | 4,400.00 | |
| 08/01/12 | Dividend Rec'd on | 10,000 | Shs. | <u>4,400.00</u> | \$18,575.00 |

Bank of America Corp.

| | | | | | |
|----------|-------------------|-------|------|--|-------|
| 09/23/11 | Dividend Rec'd on | 3,274 | Shs. | | 32.74 |
|----------|-------------------|-------|------|--|-------|

Bank of America Corp. Preferred

| | | | | | |
|----------|-------------------|-------|------|--------------|--------|
| 10/17/11 | Dividend Rec'd on | 2,000 | Shs. | \$812.50 | |
| 12/23/11 | Dividend Rec'd on | 2,000 | Shs. | <u>20.00</u> | 832.50 |

Camden PPTY TR SBI

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 10/17/11 | Dividend Rec'd on | 6,000 | Shs. | \$2,940.00 | |
| 01/17/12 | Dividend Rec'd on | 6,000 | Shs. | 2,940.00 | |
| 04/17/12 | Dividend Rec'd on | 6,000 | Shs. | 3,360.00 | |
| 07/17/12 | Dividend Rec'd on | 6,000 | Shs. | <u>3,360.00</u> | 12,600.00 |

Caterpillar Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|----------|
| 11/21/11 | Dividend Rec'd on | 3,000 | Shs. | \$1,380.00 | |
| 02/21/12 | Dividend Rec'd on | 3,000 | Shs. | 1,380.00 | |
| 05/21/12 | Dividend Rec'd on | 3,000 | Shs. | 1,380.00 | |
| 08/20/12 | Dividend Rec'd on | 3,000 | Shs. | <u>1,560.00</u> | 5,700.00 |

Consolidated Edison Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 09/15/11 | Dividend Rec'd on | 7,000 | Shs. | \$4,200.00 | |
| 12/15/11 | Dividend Rec'd on | 7,000 | Shs. | 4,200.00 | |
| 03/15/12 | Dividend Rec'd on | 7,000 | Shs. | 4,235.00 | |
| 06/15/12 | Dividend Rec'd on | 7,000 | Shs. | <u>4,235.00</u> | 16,870.00 |

Dominion RES Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 09/20/11 | Dividend Rec'd on | 8,000 | Shs. | \$3,940.00 | |
| 12/20/11 | Dividend Rec'd on | 8,000 | Shs. | 3,940.00 | |
| 03/20/12 | Dividend Rec'd on | 8,000 | Shs. | 4,220.00 | |
| 06/20/12 | Dividend Rec'd on | 8,000 | Shs. | <u>4,220.00</u> | 16,320.00 |

Schedule A-3 (Cont'd)

Duke Energy Hldg Corp.

| | | | | | |
|----------|-------------------|--------|------|-----------------|-------------|
| 09/16/11 | Dividend Rec'd on | 15,000 | Shs. | \$3,750.00 | |
| 12/15/11 | Dividend Rec'd on | 15,000 | Shs. | 3,750.00 | |
| 03/16/12 | Dividend Rec'd on | 15,000 | Shs. | 3,750.00 | |
| 06/18/12 | Dividend Rec'd on | 15,000 | Shs. | <u>3,750.00</u> | \$15,000.00 |

Emerson Electric Co.

| | | | | | |
|----------|-------------------|-------|------|---------------|----------|
| 09/09/11 | Dividend Rec'd on | 2,000 | Shs. | \$690.00 | |
| 12/09/11 | Dividend Rec'd on | 2,000 | Shs. | 800.00 | |
| 03/09/12 | Dividend Rec'd on | 2,000 | Shs. | 800.00 | |
| 06/11/12 | Dividend Rec'd on | 2,000 | Shs. | <u>800.00</u> | 3,090.00 |

Exxon Mobil Corp.

| | | | | | |
|----------|-------------------|-------|------|-----------------|----------|
| 09/09/11 | Dividend Rec'd on | 5,000 | Shs. | \$2,350.00 | |
| 12/09/11 | Dividend Rec'd on | 5,000 | Shs. | 2,350.00 | |
| 03/09/12 | Dividend Rec'd on | 5,000 | Shs. | 2,350.00 | |
| 06/11/12 | Dividend Rec'd on | 5,000 | Shs. | <u>2,850.00</u> | 9,900.00 |

General Electric Co.

| | | | | | |
|----------|-------------------|-------|------|-----------------|----------|
| 10/25/11 | Dividend Rec'd on | 6,000 | Shs. | \$900.00 | |
| 01/25/12 | Dividend Rec'd on | 3,000 | Shs. | 510.00 | |
| 04/25/12 | Dividend Rec'd on | 6,000 | Shs. | 1,020.00 | |
| 07/25/12 | Dividend Rec'd on | 6,000 | Shs. | <u>1,020.00</u> | 3,450.00 |

Illinois Tool Works Inc.

| | | | | | |
|----------|-------------------|-------|------|---------------|----------|
| 10/12/11 | Dividend Rec'd on | 2,000 | Shs. | \$720.00 | |
| 01/10/12 | Dividend Rec'd on | 2,000 | Shs. | 720.00 | |
| 04/10/12 | Dividend Rec'd on | 2,000 | Shs. | <u>720.00</u> | 2,160.00 |

International Business Machines Corp.

| | | | | | |
|----------|-------------------|-------|------|---------------|----------|
| 09/12/11 | Dividend Rec'd on | 1,000 | Shs. | \$750.00 | |
| 12/12/11 | Dividend Rec'd on | 1,000 | Shs. | 750.00 | |
| 03/12/12 | Dividend Rec'd on | 1,000 | Shs. | 750.00 | |
| 06/11/12 | Dividend Rec'd on | 1,000 | Shs. | <u>850.00</u> | 3,100.00 |

Kraft Foods Inc. Cl A

| | | | | | |
|----------|-------------------|-------|------|-----------------|----------|
| 10/14/11 | Dividend Rec'd on | 2,000 | Shs. | \$580.00 | |
| 01/13/12 | Dividend Rec'd on | 2,000 | Shs. | 580.00 | |
| 04/16/12 | Dividend Rec'd on | 4,000 | Shs. | 1,160.00 | |
| 07/16/12 | Dividend Rec'd on | 4,000 | Shs. | <u>1,160.00</u> | 3,480.00 |

Schedule A-3 (Cont'd)

Microsoft Corp.

| | | | | | |
|----------|-------------------|-------|------|---------------|------------|
| 09/08/11 | Dividend Rec'd on | 4,000 | Shs. | \$640.00 | |
| 12/08/11 | Dividend Rec'd on | 4,000 | Shs. | <u>800.00</u> | \$1,440.00 |

Nextera Energy Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 09/15/11 | Dividend Rec'd on | 7,000 | Shs. | \$3,850.00 | |
| 12/15/11 | Dividend Rec'd on | 7,000 | Shs. | 3,850.00 | |
| 03/15/12 | Dividend Rec'd on | 7,000 | Shs. | 4,200.00 | |
| 06/15/12 | Dividend Rec'd on | 7,000 | Shs. | <u>4,200.00</u> | 16,100.00 |

Philip Morris International Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|----------|
| 10/11/11 | Dividend Rec'd on | 1,000 | Shs. | \$770.00 | |
| 01/10/12 | Dividend Rec'd on | 1,000 | Shs. | 770.00 | |
| 04/12/12 | Dividend Rec'd on | 2,000 | Shs. | 1,540.00 | |
| 07/12/12 | Dividend Rec'd on | 2,000 | Shs. | <u>1,540.00</u> | 4,620.00 |

Plum Creek Timber Co. Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 11/30/11 | Dividend Rec'd on | 8,000 | Shs. | \$3,360.00 | |
| 03/02/12 | Dividend Rec'd on | 8,000 | Shs. | 3,360.00 | |
| 05/31/12 | Dividend Rec'd on | 8,000 | Shs. | 3,360.00 | |
| 08/31/12 | Dividend Rec'd on | 8,000 | Shs. | <u>3,360.00</u> | 13,440.00 |

Procter & Gamble Co.

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 11/15/11 | Dividend Rec'd on | 5,000 | Shs. | \$2,625.00 | |
| 02/15/12 | Dividend Rec'd on | 5,000 | Shs. | 2,625.00 | |
| 05/15/12 | Dividend Rec'd on | 5,000 | Shs. | 2,810.00 | |
| 08/15/12 | Dividend Rec'd on | 5,000 | Shs. | <u>2,810.00</u> | 10,870.00 |

Royal Dutch Shell PLC Sponsored
ADR Representing A SHS

| | | | | | |
|----------|----------------------|-------|------|----------------|-----------|
| 09/20/11 | Dividend Rec'd on | 6,000 | Shs. | \$5,040.00 | |
| 09/20/11 | Dividend Rec'd on | 6,000 | Shs. | | |
| | Foreign Tax Withheld | | | 756.00- | |
| 12/19/11 | Dividend Rec'd on | 6,000 | Shs. | 5,040.00 | |
| 12/19/11 | Dividend Rec'd on | 6,000 | Shs. | | |
| | Foreign Tax Withheld | | | 756.00- | |
| 03/22/12 | Dividend Rec'd on | 6,000 | Shs. | 5,040.00 | |
| 03/22/12 | Dividend Rec'd on | 6,000 | Shs. | | |
| | Foreign Tax Withheld | | | 756.00- | |
| 06/21/12 | Dividend Rec'd on | 6,000 | Shs. | 5,160.00 | |
| 06/21/12 | Dividend Rec'd on | 6,000 | Shs. | | |
| | Foreign Tax Withheld | | | <u>774.00-</u> | 17,238.00 |

Schedule A-3 (Cont'd)

Southern Co.

| | | | | | |
|----------|-------------------|-------|------|-----------------|------------|
| 09/06/11 | Dividend Rec'd on | 5,000 | Shs. | \$2,362.50 | |
| 12/06/11 | Dividend Rec'd on | 5,000 | Shs. | 2,362.50 | |
| 03/06/12 | Dividend Rec'd on | 5,000 | Shs. | 2,362.50 | |
| 06/06/12 | Dividend Rec'd on | 5,000 | Shs. | <u>2,450.00</u> | \$9,537.50 |

Spectra Energy Corp.

| | | | | | |
|----------|-------------------|--------|------|-----------------|-----------|
| 09/12/11 | Dividend Rec'd on | 10,000 | Shs. | \$2,600.00 | |
| 12/12/11 | Dividend Rec'd on | 10,000 | Shs. | 2,800.00 | |
| 03/12/12 | Dividend Rec'd on | 10,000 | Shs. | 2,800.00 | |
| 06/11/12 | Dividend Rec'd on | 10,000 | Shs. | <u>2,800.00</u> | 11,000.00 |

United Parcel SVC Inc. Class B

| | | | | | |
|----------|-------------------|-------|------|-----------------|----------|
| 09/07/11 | Dividend Rec'd on | 2,000 | Shs. | \$1,040.00 | |
| 11/30/11 | Dividend Rec'd on | 2,000 | Shs. | 1,040.00 | |
| 03/07/12 | Dividend Rec'd on | 2,000 | Shs. | 1,140.00 | |
| 05/30/12 | Dividend Rec'd on | 2,000 | Shs. | <u>1,140.00</u> | 4,360.00 |

Verizon Communications Inc.

| | | | | | |
|----------|-------------------|-------|------|-----------------|-----------|
| 11/01/11 | Dividend Rec'd on | 7,500 | Shs. | \$3,750.00 | |
| 02/01/12 | Dividend Rec'd on | 7,500 | Shs. | 3,750.00 | |
| 05/01/12 | Dividend Rec'd on | 7,500 | Shs. | 3,750.00 | |
| 08/01/12 | Dividend Rec'd on | 7,500 | Shs. | <u>3,750.00</u> | 15,000.00 |

TOTAL SCHEDULE A-3

\$214,715.74
=====

Schedule B-3

DISTRIBUTIONS

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| American Red Cross 51 Main Street New Canaan, CT 06840 <u>10/27/11 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions American Red Cross 51 Main Street New Canaan, CT 06840 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| Animal Rescue League of Boston 10 Chandler Street Boston, MA 02116 <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions Animal Rescue League of Boston 10 Chandler Street Boston, MA 02116 | <u>\$500.00</u> ===== | <u>\$500.00</u> ===== |
| Art of Elysium The 3278 Wilshire Blvd - Penthouse Los Angeles, CA 90010 <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions Art of Elysium The 3278 Wilshire Blvd - Penthouse Los Angeles, CA 90010 | <u>\$500.00</u> ===== | <u>\$500.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Avon Old Farms School - Class of 1959 Alumni Office Avon, CT 06001 | | |
| <u>10/27/11 Cash</u> | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions | | |
| Avon Old Farms School - Class of 1959 Alumni Office Avon, CT 06001 | \$2,000.00 ===== | \$2,000.00 ===== |
| Best Buddies, Inc. 5601 West Slauson Avenue, Suite 255 Culver City, CA 90230 | | |
| <u>08/22/12 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Best Buddies, Inc. 5601 West Slauson Avenue, Suite 255 Culver City, CA 90230 | \$500.00 ===== | \$500.00 ===== |
| Beth Israel Deaconess 330 Brookline Avenue (BR) Boston, MA 02215 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Beth Israel Deaconess 330 Brookline Avenue (BR) Boston, MA 02215 | \$500.00 ===== | \$500.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Boston Celtics Shamrock Foundation 226 Causeway Street, 4th Floor Boston, MA 02114 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Boston Celtics Shamrock Foundation 226 Causeway Street, 4th Floor Boston, MA 02114 | \$500.00 ===== | \$500.00 ===== |
| Boys and Girls Club of Boston 50 Congress Street, Suite 730 Boston, MA 02109 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Boys and Girls Club of Boston 50 Congress Street, Suite 730 Boston, MA 02109 | \$500.00 ===== | \$500.00 ===== |
| Boys and Girls of Santa Monica 1220 Lincoln Blvd Santa Monica, CA 90401 | | |
| <u>08/22/12 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| Boys and Girls of Santa Monica 1220 Lincoln Blvd Santa Monica, CA 90401 | \$1,000.00 ===== | \$1,000.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Cam Neely Foundation for Cancer Care 30 Winter Street, 2nd Floor Boston, MA 02108 | | |
| <u>11/08/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Cam Neely Foundation for Cancer Care 30 Winter Street, 2nd Floor Boston, MA 02108 | \$500.00 | \$500.00 |
| | ===== | ===== |
| Carnegie Hall Society, Inc. 881 Seventh Avenue New York, NY 10019-3210 | | |
| <u>10/27/11 Cash</u> | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions | | |
| Carnegie Hall Society, Inc. 881 Seventh Avenue New York, NY 10019-3210 | \$5,000.00 | \$5,000.00 |
| | ===== | ===== |
| Central Park Conservancy 14 East 60th Street, 8th Floor New York, NY 10021 | | |
| <u>10/27/11 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| Central Park Conservancy 14 East 60th Street, 8th Floor New York, NY 10021 | \$1,000.00 | \$1,000.00 |
| | ===== | ===== |
| Community Foundation (Ramsey Family Fnd) 7501 Boulders View Drive, Suite 110 Richmond, VA 23225 | | |
| <u>11/07/11 Cash</u> | <u>\$20,000.00</u> | <u>\$20,000.00</u> |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|-----------------------------|-------------------------------|
| Community Foundation (Ramsey Family Fnd) 7501 Boulders View Drive, Suite 110 Richmond, VA 23225 | | |
| (Cont'd) | | |
| 08/24/12 Cash | <u>\$12,500.00</u> | <u>\$12,500.00</u> |
| Total Distributions | | |
| Community Foundation (Ramsey Family Fnd) 7501 Boulders View Drive, Suite 110 Richmond, VA 23225 | <u>\$32,500.00</u> ===== | <u>\$32,500.00</u> ===== |
| Connecticut Challenge 1300 Post Road Fairfield, CT 06824 | | |
| 10/27/11 Cash | <u>\$1,500.00</u> | <u>\$1,500.00</u> |
| 08/22/12 Cash | <u>2,000.00</u> | <u>2,000.00</u> |
| Total Distributions | | |
| Connecticut Challenge 1300 Post Road Fairfield, CT 06824 | <u>\$3,500.00</u> ===== | <u>\$3,500.00</u> ===== |
| Ear Candy Charity P.O. Box 2555 Tempe, AZ 85280 | | |
| 08/22/12 Cash | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions | | |
| Ear Candy Charity P.O. Box 2555 Tempe, AZ 85280 | <u>\$2,000.00</u> ===== | <u>\$2,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Education Through Music, Inc. 122 East 42nd Street Suite 1501 New York, NY 10168 | | |
| 08/22/12 Cash | <u>\$2,500.00</u> | <u>\$2,500.00</u> |
| Total Distributions | | |
| Education Through Music, Inc. 122 East 42nd Street Suite 1501 New York, NY 10168 | <u>\$2,500.00</u> ===== | <u>\$2,500.00</u> ===== |
| The Fender Music Foundation P.O. Box 67 Agoura Hills, CA 91376 | | |
| 08/22/12 Cash | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions | | |
| The Fender Music Foundation P.O. Box 67 Agoura Hills, CA 91376 | <u>\$2,000.00</u> ===== | <u>\$2,000.00</u> ===== |
| Fessenden School-Capital Fund 250 Waltham Street West Newton, MA 02165 | | |
| 08/22/12 Cash | | |
| Annual Fund | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| Fessenden School-Capital Fund 250 Waltham Street West Newton, MA 02165 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| Fessenden School 250 Waltham Street West Newton, MA 02465 | | |
| 10/27/11 Cash | | |
| Parker Boys Scholarship Fund | \$5,000.00 | \$5,000.00 |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Fessenden School 250 Waltham Street West Newton, MA 02465 (Cont'd) | | |
| 08/22/12 Cash Parker Boys Scholarship Fund | \$500.00 | \$500.00 |
| 08/22/12 Cash | <u>1,000.00</u> | <u>1,000.00</u> |
| Total Distributions Fessenden School 250 Waltham Street West Newton, MA 02465 | \$6,500.00 ===== | \$6,500.00 ===== |
| FXB USA 515 Madison Avenue New York, NY 10022 | | |
| 11/07/11 Cash | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions FXB USA 515 Madison Avenue New York, NY 10022 | \$2,000.00 ===== | \$2,000.00 ===== |
| Girl Scouts of Eastern Massachusetts 95 Berkeley Street Boston, MA 02116 | | |
| 10/27/11 Cash | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions Girl Scouts of Eastern Massachusetts 95 Berkeley Street Boston, MA 02116 | \$5,000.00 ===== | \$5,000.00 ===== |
| Golf Fights Cancer 300 Arnold Palmer Blvd Norton, MA 02461 | | |
| 10/27/11 Cash | \$1,000.00 | \$1,000.00 |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Golf Fights Cancer 300 Arnold Palmer Blvd Norton, MA 02461 <u>(Cont'd)</u> | | |
| 08/22/12 Cash | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions Golf Fights Cancer 300 Arnold Palmer Blvd Norton, MA 02461 | <u>\$3,000.00</u> ===== | <u>\$3,000.00</u> ===== |
| GROW Associates, Inc. 101 Wales Avenue Avon, MA 02322 <u></u> | | |
| 08/22/12 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions GROW Associates, Inc. 101 Wales Avenue Avon, MA 02322 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| Henrico CASA 3001 Hungary Spring Road, Suite A Henrico, VA 23228 <u></u> | | |
| 10/27/11 Cash | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions Henrico CASA 3001 Hungary Spring Road, Suite A Henrico, VA 23228 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Hospital for Special Surgery 535 East 70th Street New York, NY 10021 | | |
| <u>10/27/11 Cash</u> | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions | | |
| Hospital for Special Surgery 535 East 70th Street New York, NY 10021 | \$2,000.00 ===== | \$2,000.00 ===== |
| Jacob's Ladder P.O. Box 555 Urbanna, VA 23175 | | |
| <u>10/27/11 Cash</u> | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions | | |
| Jacob's Ladder P.O. Box 555 Urbanna, VA 23175 | \$5,000.00 ===== | \$5,000.00 ===== |
| Kevin Youkilis Hits for Kids P.O. Box 600311 Newtonville, MA 02460 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Kevin Youkilis Hits for Kids P.O. Box 600311 Newtonville, MA 02460 | \$500.00 ===== | \$500.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Lacrosse the Nations P.O. Box 692 Littleton, CO 80160-0692 | | |
| 10/27/11 Cash | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions Lacrosse the Nations P.O. Box 692 Littleton, CO 80160-0692 | <u>\$500.00</u> ===== | <u>\$500.00</u> ===== |
| Los Angeles Clippers Foundation 6951 South Centinela Avenue Playa Vista, CA 90094 | | |
| 08/22/12 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions Los Angeles Clippers Foundation 6951 South Centinela Avenue Playa Vista, CA 90094 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| The Lynn Chase Wildlife Foundation 45 East End Avenue, Suite 12J New York, NY 10026 | | |
| 04/23/12 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions The Lynn Chase Wildlife Foundation 45 East End Avenue, Suite 12J New York, NY 10026 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|-----------------------------|-------------------------------|
| Make-A-Wish Foundation P.O. Box 6062 <u>Albert Lea, MN 56007-6662</u> 10/27/11 Cash | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions Make-A-Wish Foundation P.O. Box 6062 Albert Lea, MN 56007-6662 | <u>\$500.00</u> ===== | <u>\$500.00</u> ===== |
| Manchester High School 36 Lincoln Street <u>Manchester, MA 01944</u> 10/27/11 Cash | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions Manchester High School 36 Lincoln Street Manchester, MA 01944 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |
| Massachusetts Golf Association, Inc. 300 Arnold Palmer Blvd <u>Norton, MA 02766</u> 11/08/11 Cash | <u>\$10,000.00</u> | <u>\$10,000.00</u> |
| 08/22/12 Cash First Tee | <u>2,000.00</u> | <u>2,000.00</u> |
| Total Distributions Massachusetts Golf Association, Inc. 300 Arnold Palmer Blvd Norton, MA 02766 | <u>\$12,000.00</u> ===== | <u>\$12,000.00</u> ===== |
| Memorial Sloan Kettering 1275 York Avenue <u>New York, NY 10021</u> 10/27/11 Cash | | |
| Sharon Chaikin Memorial Fund | <u>\$2,500.00</u> | <u>\$2,500.00</u> |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Memorial Sloan Kettering 1275 York Avenue New York, NY 10021 | | |
| (Cont'd) | | |
| 10/27/11 Cash | \$3,000.00 | \$3,000.00 |
| 08/22/12 Cash | | |
| Sharon Chaiklin Memorial Fund | <u>1,000.00</u> | <u>1,000.00</u> |
| Total Distributions | | |
| Memorial Sloan Kettering 1275 York Avenue New York, NY 10021 | \$6,500.00 ===== | \$6,500.00 ===== |
| Metropolitan Opera Association Lincoln Center New York, NY 10023 | | |
| 10/27/11 Cash | \$30,000.00 | \$30,000.00 |
| 08/22/12 Cash | | |
| 2012/2013 season | <u>10,000.00</u> | <u>10,000.00</u> |
| Total Distributions | | |
| Metropolitan Opera Association Lincoln Center New York, NY 10023 | \$40,000.00 ===== | \$40,000.00 ===== |
| Miss Porter's School 60 Main Street Farmington, CT 06032 | | |
| 10/27/11 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| Miss Porter's School 60 Main Street Farmington, CT 06032 | \$1,000.00 ===== | \$1,000.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Mission Continues The 1141 South 7th Street St. Louis, MO 63104 <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions Mission Continues The 1141 South 7th Street St. Louis, MO 63104 | \$500.00 ===== | \$500.00 ===== |
| Mr. Holland's Opus Foundation 4370 Tujunga Avenue, Suite 330 Studio City, CA 91604 <u>08/22/12 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions Mr. Holland's Opus Foundation 4370 Tujunga Avenue, Suite 330 Studio City, CA 91604 | \$1,000.00 ===== | \$1,000.00 ===== |
| National Pancreas Foundation The 101 Federal Street, Suite 1900 Boston, MA 02110 <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions National Pancreas Foundation The 101 Federal Street, Suite 1900 Boston, MA 02110 | \$500.00 ===== | \$500.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|-------------------------------|-------------------------------|
| New Canaan Library 151 Main Street New Canaan, CT 06840 <u>12/14/11 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions New Canaan Library 151 Main Street New Canaan, CT 06840 | \$1,000.00 ===== | \$1,000.00 ===== |
| New Canaan Volunteer Fire Dept. 60 Main Street New Canaan, CT 06840 <u>10/27/11 Cash</u> | <u>\$3,000.00</u> | <u>\$3,000.00</u> |
| Total Distributions New Canaan Volunteer Fire Dept. 60 Main Street New Canaan, CT 06840 | \$3,000.00 ===== | \$3,000.00 ===== |
| The New York Botanical Gardens Bronx, NY 10458-5126 <u>10/27/11 Cash</u> | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| 04/10/12 Cash Reversal - lost check | 2,000.00- | 2,000.00- |
| 04/11/12 Cash | <u>2,000.00</u> | <u>2,000.00</u> |
| Total Distributions The New York Botanical Gardens Bronx, NY 10458-5126 | \$2,000.00 ===== | \$2,000.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| New York Presbyterian Fund, Inc. 654 West 170th Street New York, NY 10032 | | |
| 08/22/12 Cash | | |
| Moffett Cochran - Fine Cancer Research Fund | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions | | |
| New York Presbyterian Fund, Inc. 654 West 170th Street New York, NY 10032 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |
| Noble and Greenough School 10 Campus Drive Dedham, MA 02026 | | |
| 08/22/12 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| Noble and Greenough School 10 Campus Drive Dedham, MA 02026 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| Northeast Accessible Golf Association P.O. Box 81246 Wellesley Hills, MA 02481 | | |
| 10/27/11 Cash | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Northeast Accessible Golf Association P.O. Box 81246 Wellesley Hills, MA 02481 | <u>\$500.00</u> ===== | <u>\$500.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|-----------------------------|-------------------------------|
| Open Paths Counseling Center 12655 W Washington Blvd., Suite 101 Los Angeles, CA 90066 | | |
| 10/27/11 Cash | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions | | |
| Open Paths Counseling Center 12655 W Washington Blvd., Suite 101 Los Angeles, CA 90066 | <u>\$2,000.00</u> ===== | <u>\$2,000.00</u> ===== |
| Ouimet Scholarship Fund, Inc. 300 Arnold Palmer Blvd Norton, MA 02766 | | |
| 10/27/11 Cash | | |
| 100th Anniversary | \$1,000.00 | \$1,000.00 |
| 10/27/11 Cash | | |
| Priscilla D. Ramsey Scholarship Fund | 15,000.00 | 15,000.00 |
| 08/22/12 Cash | | |
| Priscilla D. Ramsey Scholarship Fund) | <u>5,000.00</u> | <u>5,000.00</u> |
| Total Distributions | | |
| Ouimet Scholarship Fund, Inc. 300 Arnold Palmer Blvd Norton, MA 02766 | <u>\$21,000.00</u> ===== | <u>\$21,000.00</u> ===== |
| The Penn Fund - University of PA 601 Franklin Bldg, 3451 Walnut Street Philadelphia, PA 19104-6285 | | |
| 10/27/11 Cash | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions | | |
| The Penn Fund - University of PA 601 Franklin Bldg, 3451 Walnut Street Philadelphia, PA 19104-6285 | <u>\$2,000.00</u> ===== | <u>\$2,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Philharmonic-Symphony Society of NY 10 Lincoln Center Plaza New York, NY 10023-6970 | | |
| 10/27/11 Cash | <u>\$6,000.00</u> | <u>\$6,000.00</u> |
| Total Distributions | | |
| Philharmonic-Symphony Society of NY 10 Lincoln Center Plaza New York, NY 10023-6970 | <u>\$6,000.00</u> ===== | <u>\$6,000.00</u> ===== |
| | | |
| Pomfret School P.O. Box 128 Pomfret, CT 06258-0128 | | |
| 10/27/11 Cash | <u>\$4,000.00</u> | <u>\$4,000.00</u> |
| Total Distributions | | |
| Pomfret School P.O. Box 128 Pomfret, CT 06258-0128 | <u>\$4,000.00</u> ===== | <u>\$4,000.00</u> ===== |
| | | |
| The Roots of Music 929 Euterpe Street New Orleans, LA 70130 | | |
| 08/22/12 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| The Roots of Music 929 Euterpe Street New Orleans, LA 70130 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|--|--|
| Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480 <u>12/14/11 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| South Boston Pop Warner Football P.O. Box 51134 Boston, MA 02205 <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions South Boston Pop Warner Football P.O. Box 51134 Boston, MA 02205 | <u>\$500.00</u> ===== | <u>\$500.00</u> ===== |
| St. Andrews School 227 S Cherry Street Richmond, VA 23220 <u>10/27/11 Cash</u> | <u>\$3,000.00</u> | <u>\$3,000.00</u> |
| Total Distributions St. Andrews School 227 S Cherry Street Richmond, VA 23220 | <u>\$3,000.00</u> ===== | <u>\$3,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| St. Lawrence University 23 Romoda Drive Canton, NY 13617-1475 | | |
| 10/27/11 Cash | <u>\$2,500.00</u> | <u>\$2,500.00</u> |
| Total Distributions | | |
| St. Lawrence University 23 Romoda Drive Canton, NY 13617-1475 | <u>\$2,500.00</u> ===== | <u>\$2,500.00</u> ===== |
| St. Mark's Episcopal Church 111 Oenoke Ridge Road New Canaan, CT 06840 | | |
| 10/27/11 Cash | <u>\$4,000.00</u> | <u>\$4,000.00</u> |
| 08/22/12 Cash | <u>2,500.00</u> | <u>2,500.00</u> |
| Total Distributions | | |
| St. Mark's Episcopal Church 111 Oenoke Ridge Road New Canaan, CT 06840 | <u>\$6,500.00</u> ===== | <u>\$6,500.00</u> ===== |
| St. Mark's School P.O. Box 9105 Southborough, MA 01772-9105 | | |
| 10/27/11 Cash | | |
| Annul Fund | <u>\$4,000.00</u> | <u>\$4,000.00</u> |
| Total Distributions | | |
| St. Mark's School P.O. Box 9105 Southborough, MA 01772-9105 | <u>\$4,000.00</u> ===== | <u>\$4,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Stepping Stones Museum for Children Mathews Park, 303 West Avenue Norwalk, CT 06850 | | |
| <u>10/27/11 Cash</u> | <u>\$2,500.00</u> | <u>\$2,500.00</u> |
| Total Distributions | | |
| Stepping Stones Museum for Children Mathews Park, 303 West Avenue Norwalk, CT 06850 | \$2,500.00 ===== | \$2,500.00 ===== |
| Stoughton Association for Exeptional Citizens P.O. Box 153 Stoughton, MA 02072 | | |
| <u>10/27/11 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| Stoughton Association for Exeptional Citizens P.O. Box 153 Stoughton, MA 02072 | \$1,000.00 ===== | \$1,000.00 ===== |
| Susan G. Komen for the Cure 89 South Street, Suite 406 Boston, MA 02111 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions | | |
| Susan G. Komen for the Cure 89 South Street, Suite 406 Boston, MA 02111 | \$500.00 ===== | \$500.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|---------------------------------------|---------------------------------------|
| Sweetbrier College Box G <u>Sweetbrier, VA 24595-9988</u> 10/27/11 Cash | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions Sweetbrier College Box G Sweetbrier, VA 24595-9988 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |
| The Tiny Miracles Foundation Inc. 25-13 Old King's Highway North, #189 <u>Darien, CT 06820-4608</u> 10/27/11 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions The Tiny Miracles Foundation Inc. 25-13 Old King's Highway North, #189 Darien, CT 06820-4608 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| Trustees of Columbia University Harkness Pavilion 9-964 180 Fort Washington Avenue <u>New York, NY 10032</u> 08/22/12 Cash Toni Stabile Osteoporosis Center | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions Trustees of Columbia University Harkness Pavilion 9-964 180 Fort Washington Avenue New York, NY 10032 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| Trustees of Tufts University 200 Westboro Road North Grafton, MA 01536 | | |
| 10/27/11 Cash | | |
| Wildlife Clinic | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions | | |
| Trustees of Tufts University 200 Westboro Road North Grafton, MA 01536 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |
| University of Denver 2190 South High Street, Room 109 Denver, CO 80208 | | |
| 10/27/11 Cash | <u>\$3,000.00</u> | <u>\$3,000.00</u> |
| Total Distributions | | |
| University of Denver 2190 South High Street, Room 109 Denver, CO 80208 | <u>\$3,000.00</u> ===== | <u>\$3,000.00</u> ===== |
| University of Pennsylvania 601 Franklin Bldg, 3451 Walnut Street Philadelphia, PA 19104-6285 | | |
| 10/27/11 Cash | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions | | |
| University of Pennsylvania 601 Franklin Bldg, 3451 Walnut Street Philadelphia, PA 19104-6285 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| USSGA Memorial Fund c/o United States Seniors' Golf Assoc. 49 Knollwood Road | | |
| <u>10/27/11 Cash</u> | <u>\$25,000.00</u> | <u>\$25,000.00</u> |
| Total Distributions USSGA Memorial Fund c/o United States Seniors' Golf Assoc. 49 Knollwood Road | \$25,000.00 ===== | \$25,000.00 ===== |
| V Foundation for Cancer Research The 106 Towerview Court Cary, NC 27513 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| Total Distributions V Foundation for Cancer Research The 106 Towerview Court Cary, NC 27513 | \$500.00 ===== | \$500.00 ===== |
| Vanderbilt University PMB 407727; 2301 Vanderbilt Place Nashville, TN 37240-7727 | | |
| <u>08/22/12 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions Vanderbilt University PMB 407727; 2301 Vanderbilt Place Nashville, TN 37240-7727 | \$1,000.00 ===== | \$1,000.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|--|----------------------------|-------------------------------|
| VH1 Save the Music Foundation 1515 Broadway, 20th Floor New York, NY 10036 <u>08/22/12 Cash</u> | <u>\$2,500.00</u> | <u>\$2,500.00</u> |
| Total Distributions VH1 Save the Music Foundation 1515 Broadway, 20th Floor New York, NY 10036 | \$2,500.00 ===== | \$2,500.00 ===== |
| Virginia Center for the Creative Arts 154 San Angelo Drive Amherst, VA 24521 <u>10/27/11 Cash</u> | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions Virginia Center for the Creative Arts 154 San Angelo Drive Amherst, VA 24521 | \$5,000.00 ===== | \$5,000.00 ===== |
| Virginia Engineering Foundation P.O. Box 400256 Charlottesville, VA 22904-4256 <u>10/27/11 Cash</u> | <u>\$25,000.00</u> | <u>\$25,000.00</u> |
| Total Distributions Virginia Engineering Foundation P.O. Box 400256 Charlottesville, VA 22904-4256 | \$25,000.00 ===== | \$25,000.00 ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|----------------------------|-------------------------------|
| Wakeman Boys & Girls Club Smilow-Burroughs Clubhouse 244 Fairfield Avenue Bridgeport, CT 06605 <u>08/22/12 Cash</u> | <u>\$1,000.00</u> | <u>\$1,000.00</u> |
| Total Distributions Wakeman Boys & Girls Club Smilow-Burroughs Clubhouse 244 Fairfield Avenue Bridgeport, CT 06605 | <u>\$1,000.00</u> ===== | <u>\$1,000.00</u> ===== |
| Waveney Care Center 3 Farm Road New Canaan, CT 06840 <u>10/27/11 Cash</u> | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions Waveney Care Center 3 Farm Road New Canaan, CT 06840 | <u>\$2,000.00</u> ===== | <u>\$2,000.00</u> ===== |
| WGBH Educational Foundation The Ralph Lowell Society 125 Western Avenue, Boston, MA 02134 <u>10/27/11 Cash</u> | <u>\$5,000.00</u> | <u>\$5,000.00</u> |
| Total Distributions WGBH Educational Foundation The Ralph Lowell Society 125 Western Avenue, Boston, MA 02134 | <u>\$5,000.00</u> ===== | <u>\$5,000.00</u> ===== |

Schedule B-3 (Cont'd)

| | <u>Inventory Value</u> | <u>Distribution Value</u> |
|---|------------------------------|-------------------------------|
| Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460 | | |
| <u>10/27/11 Cash</u> | <u>\$2,000.00</u> | <u>\$2,000.00</u> |
| Total Distributions Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460 | <u>\$2,000.00</u> ===== | <u>\$2,000.00</u> ===== |
| World Pediatric Project (aka International Children's Hospital) 7201 Glen Forest Drive Richmond, VA 23226 | | |
| <u>11/07/11 Cash</u> | <u>\$15,000.00</u> | <u>\$15,000.00</u> |
| Total Distributions World Pediatric Project (aka International Children's Hospital) 7201 Glen Forest Drive Richmond, VA 23226 | <u>\$15,000.00</u> ===== | <u>\$15,000.00</u> ===== |
| Wounded Warriors Family Support 920 S. 107th Avenue, Suite 250 Omaha, NE 68114 | | |
| <u>10/27/11 Cash</u> | <u>\$500.00</u> | <u>\$500.00</u> |
| <u>08/22/12 Cash</u> | <u>1,000.00</u> | <u>1,000.00</u> |
| Total Distributions Wounded Warriors Family Support 920 S. 107th Avenue, Suite 250 Omaha, NE 68114 | <u>\$1,500.00</u> ===== | <u>\$1,500.00</u> ===== |
| TOTAL SCHEDULE B-3 | <u>\$332,000.00</u> ===== | <u>\$332,000.00</u> ===== |