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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning , 2012, and endingHenry E. Niles Foundation
c/o FCSN 88 Field Point Road
Greenwich, CT 06830**A** Employer identification number
06-1252486**B** Telephone number (see the instructions)
203-661-1000**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 27,946,031.

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

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

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

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 4,480,105.

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 Stmt 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 Stmt 6

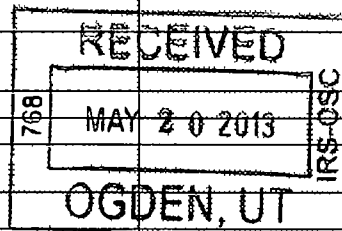
26 Total expenses and disbursements. Add lines 24 and 25

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)



04

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		1,662,178.	1,699,506.	1,699,506.
	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 7	489,040.	500,110.	687,784.	
	b	Investments — corporate stock (attach schedule) Statement 8	15,440,655.	15,184,885.	19,644,392.	
	c	Investments — corporate bonds (attach schedule) Statement 9	5,565,093.	5,636,617.	5,914,349.	
	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)	23,156,966.	23,021,118.	27,946,031.		
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.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds	23,156,966.	23,021,118.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	23,156,966.	23,021,118.		
	31	Total liabilities and net assets/fund balances (see instructions)	23,156,966.	23,021,118.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	23,156,966.
2	Enter amount from Part I, line 27a	2	-135,848.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	23,021,118.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	23,021,118.

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 3,534,714.		2,515,117.	1,019,597.
b 945,391.		1,193,021.	-247,630.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,019,597.
b			-247,630.
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	771,967.
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))
2011	1,600,259.	27,374,239.	0.058459
2010	1,560,494.	26,047,232.	0.059910
2009	1,768,984.	23,549,710.	0.075117
2008	1,603,472.	28,641,057.	0.055985
2007	1,819,090.	31,602,693.	0.057561

2 Total of line 1, column (d)	2	0.307032
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	0.061406
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,373,372.
5 Multiply line 4 by line 3	5	1,680,889.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,051.
7 Add lines 5 and 6	7	1,694,940.
8 Enter qualifying distributions from Part XII, line 4	8	1,507,965.

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	28,101.
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	28,101.
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	28,101.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	24,246.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	24,246.	
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	3,855.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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 2012 or the taxable year beginning in 2012 (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>www.heniles.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no. <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06836-2508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
16	At any time during calendar year 2012, 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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 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 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ Nob 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)?

5 b 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

6 b X

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

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

7 b

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

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
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	VP/Sec/Direc 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Treas/Direct 10.00	48,000.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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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	1 a	26,245,806.
b	Average of monthly cash balances	1 b	1,544,419.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	27,790,225.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,790,225.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	416,853.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,373,372.
6	Minimum investment return. Enter 5% of line 5	6	1,368,669.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,368,669.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	28,101.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	28,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,340,568.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,340,568.
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	1,340,568.

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	1 a	1,507,965.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,507,965.
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	1,507,965.

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.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,340,568.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	285,694.			
b From 2008	193,323.			
c From 2009	604,836.			
d From 2010	283,270.			
e From 2011	253,185.			
f Total of lines 3a through e	1,620,308.			
4 Qualifying distributions for 2012 from Part XII, line 4. $\blacktriangleright$ \$ 1,507,965.				
a Applied to 2011, 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 2012 distributable amount				1,340,568.
e Remaining amount distributed out of corpus	167,397.			
5 Excess distributions carryover applied to 2012 (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	1,787,705.			
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 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	285,694.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,502,011.			
10 Analysis of line 9.				
a Excess from 2008	193,323.			
b Excess from 2009	604,836.			
c Excess from 2010	283,270.			
d Excess from 2011	253,185.			
e Excess from 2012	167,397.			

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> See attached Schedule B-3 (Exhibit 8)				1,336,000.
Total				▶ 3 a 1,336,000.
<i>b Approved for future payment</i> See attached Installment Payment Schedule (Exhibit 9),				910,000.
Total				▶ 3 b 910,000.

Client HNILES

Henry E. Niles Foundation

06-1252486

5/13/13

10 20PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
AOL Class action proceeds	\$ 32.	\$ 32.	
B of A Cl action proceeds	65.	65.	
BNY Partners Fund III	85.	85.	
Chestnut Mansion (Trust)	700.	3,079.	
Colburn Fair Fd Cl Act	17.	17.	
Total	\$ 899.	\$ 3,278.	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Farrell Fritz, P.C.	\$ 109.	\$ 109.		
FCS&N - tax preparation	5,130.	5,130.		
Total	\$ 5,239.	\$ 5,239.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of New York - Affiliate Funds Adj				
\$ 7,738.	\$ 7,738.			
Bank of New York - Investment Advisor	125,647.	125,647.		
FCS&N - administrative fee	6,500.			\$ 6,500.
Total	\$ 139,885.	\$ 133,385.		\$ 6,500.

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
2012 2nd quarter estimated payment	\$ 2,029.			
2012 1st quarter estimated payment	952.			
2012 3rd quarter estimated payment	6,211.			
Total	\$ 9,192.	\$ 0.		\$ 0.

Client HNILES

Henry E. Niles Foundation

06-1252486

5/13/13

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Earthlink and domain name renewal \$	312.			
FCSN - Disbursements tax computer fee				
	65.	\$ 65.		
Federal Express	165.			
Hagendoorn & Emond Insurance, D&O Ins.				
	14,165.			\$ 14,165.
Secretary of State - annual report	50.			
Total	\$ 14,757.	\$ 65.		\$ 14,165.

Statement 6
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:

Donee's Name:

See attached Schedule B-3
 (Exhibit 8)

Donee's Address:

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

\$ 1,336,000.

Total \$ 1,336,000.

Statement 7
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>
Government Bonds	Cost	\$ 500,110.	\$ 687,784.
		\$ 500,110.	\$ 687,784.
Total		\$ 500,110.	\$ 687,784.

Client HNILES

Henry E. Niles Foundation

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Statement 8
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	\$ 15,184,885.	\$ 19,644,392.
	Total	<u>\$ 15,184,885.</u>	<u>\$ 19,644,392.</u>

Statement 9
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	\$ 5,636,617.	\$ 5,914,349.
	Total	<u>\$ 5,636,617.</u>	<u>\$ 5,914,349.</u>

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:

Ashley C. Garan

Care Of:

Fogarty Cohen Selby & Nemiroff LLC

Street Address:

88 Field Point Road

City, State, Zip Code:

Greenwich, CT 06830

Telephone:

203-629-7314

E-Mail Address:

Form and Content:

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

Submission Deadlines:

None

Restrictions on Awards:

Mission Statement and Guidelines attached as Exhibit 7.

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

<u>Other Revenue</u>	<u>(A) Busi- ness Code</u>	<u>(B) Unrelated Business Amount</u>	<u>(C) Exclu- sion Code</u>	<u>(D) Excluded Amount</u>	<u>(E) Related or Exempt Function</u>
AOL Class action proceeds			18	\$ 32.	
B of A Cl action proceeds			18	65.	
BNY Partners Fund III			14	85.	
Cambridge 1987 Drilling			18		
Cambridge 1987 Drilling II			18		

Client HNILES

Henry E. Niles Foundation

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Statement 11 (continued)
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
Chestnut Mansion (Estate)			14		
Chestnut Mansion (Trust)			14	\$ 700.	
Colburn Fair Fd Cl Act			18	17.	
Country Estates Assoc. LP			14		
IShares S&P GSCI			14		
Stratford Inc Properties			14		
Total		\$ 0.		\$ 899.	\$ 0.

Client HNILES

Henry E. Niles Foundation

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	336,963.
Interest per Schedule A-4 (Exhibit 2)		289,119.
Cambridge 87-2 Drilling		0.
Treasury Inflation Index receipts		11,070.
Other Income per Schedule A-5 (Exhibit 3)		142,731.
Total	\$	<u>779,883.</u>

Other Revenue
Net investment income
IShares S&P GSCI

Per Schedule K-1: Interest income	\$	142.
Net long term capital loss		-266.
Deductions subject to 2% floor		-1,588.
Total	\$	<u>-1,712.</u>

Other Revenue
Net investment income
Country Estates Assoc. LP

Per Schedule K-1: Net rental real estate income	\$	9,206.
Interest		3.
Ordinary dividends		179.
Net short capital gain		90.
Net section 1231 loss		-86.
Total	\$	<u>9,392.</u>

Other Revenue
Net investment income
Stratford Inc Properties

Per Schedule K-1: Net rental real estate income	\$	4,160.
Interest income		14.
Total	\$	<u>4,174.</u>

Other Revenue
Net investment income
Chestnut Mansion (Estate)

Per Schedule K-1: Net rental real estate income	\$	3,684.
Interest income		101.
Total	\$	<u>3,785.</u>

2012

Federal Supporting Detail

Page 2

Client HNILES

Henry E. Niles Foundation

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Other Revenue
Net investment income
Chestnut Mansion (Trust)

Per Schedule K-1: Net rental real estate income	\$	3,678.
Interest income		101.
Less amount received included in inc already		-700.
Total	\$	<u>3,079.</u>

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

James R. Lamb, expenses	\$	1,304.
Leland C. Selby, expenses		1,732.
Total	\$	<u>3,036.</u>

Schedule A-3

DIVIDENDS RECEIVED

Accenture PLC

05/15/12	Dividend Rec'd on	7,000	Shs.	\$4,725.00	
11/15/12	Dividend Rec'd on	6,000	Shs.	<u>4,860.00</u>	\$9,585.00

Agilent Technologies Inc

04/25/12	Dividend Rec'd on	2,000	Shs.		200.00
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Air Prods & Chems Inc

02/13/12	Dividend Rec'd on	1,500	Shs.	\$870.00	
05/14/12	Dividend Rec'd on	1,500	Shs.	960.00	
08/13/12	Dividend Rec'd on	1,500	Shs.	960.00	
11/13/12	Dividend Rec'd on	1,500	Shs.	<u>960.00</u>	3,750.00

Allergan Inc

03/16/12	Dividend Rec'd on	3,290	Shs.	\$164.50	
06/14/12	Dividend Rec'd on	3,290	Shs.	164.50	
09/13/12	Dividend Rec'd on	3,290	Shs.	164.50	
12/12/12	Dividend Rec'd on	1,690	Shs.	<u>84.50</u>	578.00

Allstate Corp.

01/03/12	Dividend Rec'd on	4,000	Shs.		840.00
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Apple Inc

08/16/12	Dividend Rec'd on	1,275	Shs.	\$3,378.75	
11/15/12	Dividend Rec'd on	1,200	Shs.	<u>3,180.00</u>	6,558.75

AT&T Inc

02/01/12	Dividend Rec'd on	4,300	Shs.	\$1,892.00	
05/01/12	Dividend Rec'd on	4,300	Shs.	1,892.00	
08/01/12	Dividend Rec'd on	4,300	Shs.	1,892.00	
11/01/12	Dividend Rec'd on	4,300	Shs.	<u>1,892.00</u>	7,568.00

B B & T Corporation

02/01/12	Dividend Rec'd on	4,000	Shs.	\$640.00	
05/01/12	Dividend Rec'd on	6,000	Shs.	1,200.00	
08/01/12	Dividend Rec'd on	6,000	Shs.	1,200.00	
11/01/12	Dividend Rec'd on	6,000	Shs.	<u>1,200.00</u>	4,240.00

Schedule A-3 (Cont'd)

Baxter International

01/04/12	Dividend Rec'd on	4,200	Shs.	\$1,407.00	
04/02/12	Dividend Rec'd on	3,700	Shs.	1,239.50	
07/02/12	Dividend Rec'd on	3,700	Shs.	<u>1,239.50</u>	\$3,886.00

BNY Mellon Mid Cap Stock Fund
Class M Shares

01/17/12	Dividend Rec'd on	52,931.596	Shs.	\$367.52	
02/13/12	Dividend Rec'd on	52,931.596	Shs.	377.44	
03/12/12	Dividend Rec'd on	52,931.596	Shs.	377.13	
04/16/12	Dividend Rec'd on	52,931.596	Shs.	406.59	
05/14/12	Dividend Rec'd on	52,931.596	Shs.	389.83	
06/11/12	Dividend Rec'd on	52,931.596	Shs.	385.80	
07/16/12	Dividend Rec'd on	52,931.596	Shs.	358.68	
08/13/12	Dividend Rec'd on	52,931.596	Shs.	379.66	
09/17/12	Dividend Rec'd on	52,931.596	Shs.	388.92	
10/15/12	Dividend Rec'd on	52,931.596	Shs.	388.94	
11/13/12	Dividend Rec'd on	52,931.596	Shs.	398.25	
12/11/12	Dividend Rec'd on	52,931.596	Shs.	1,439.74	
12/17/12	Dividend Rec'd on	52,931.596	Shs.	<u>306.28</u>	5,964.78

Bristol-Myers Squibb Co

08/01/12	Dividend Rec'd on	6,000	Shs.		2,040.00
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Cardinal Health Inc

01/17/12	Dividend Rec'd on	5,330	Shs.		1,145.95
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Carnival Corp

03/16/12	Dividend Rec'd on	4,000	Shs.	\$1,000.00	
06/15/12	Dividend Rec'd on	4,000	Shs.	1,000.00	
09/14/12	Dividend Rec'd on	4,000	Shs.	1,000.00	
12/14/12	Dividend Rec'd on	4,000	Shs.	1,000.00	
12/28/12	Dividend Rec'd on	4,000	Shs.	<u>2,000.00</u>	6,000.00

Caterpillar Inc

02/21/12	Dividend Rec'd on	3,325	Shs.	\$1,529.50	
05/21/12	Dividend Rec'd on	3,325	Shs.	1,529.50	
08/20/12	Dividend Rec'd on	3,325	Shs.	1,729.00	
11/20/12	Dividend Rec'd on	3,325	Shs.	1,729.00	
12/31/12	Dividend Rec'd on	3,325	Shs.	<u>1,729.00</u>	8,246.00

Schedule A-3 (Cont'd)

Chevron Corporation

03/12/12	Dividend Rec'd on	4,350	Shs.	\$3,523.50	
06/11/12	Dividend Rec'd on	3,750	Shs.	3,375.00	
09/10/12	Dividend Rec'd on	3,750	Shs.	3,375.00	
12/10/12	Dividend Rec'd on	3,750	Shs.	<u>3,375.00</u>	\$13,648.50

Citigroup Inc

02/24/12	Dividend Rec'd on	3,200	Shs.	\$32.00	
05/25/12	Dividend Rec'd on	3,200	Shs.	32.00	
08/24/12	Dividend Rec'd on	3,200	Shs.	<u>32.00</u>	96.00

Coca-Cola Company

04/02/12	Dividend Rec'd on	2,500	Shs.	\$1,275.00	
07/02/12	Dividend Rec'd on	2,500	Shs.	1,275.00	
10/01/12	Dividend Rec'd on	5,000	Shs.	1,275.00	
12/17/12	Dividend Rec'd on	5,000	Shs.	<u>1,275.00</u>	5,100.00

Comcast Corporation New Class A

10/24/12	Dividend Rec'd on	3,000	Shs.		487.50
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ConocoPhillips

03/01/12	Dividend Rec'd on	2,450	Shs.	\$1,617.00	
06/01/12	Dividend Rec'd on	2,450	Shs.	1,617.00	
09/04/12	Dividend Rec'd on	2,450	Shs.	1,617.00	
12/03/12	Dividend Rec'd on	2,450	Shs.	<u>1,617.00</u>	6,468.00

Costco Whsl Corp.

11/30/12	Dividend Rec'd on	1,000	Shs.	\$275.00	
12/18/12	Dividend Rec'd on	1,000	Shs.	<u>7,000.00</u>	7,275.00

Dover Corp.

03/15/12	Dividend Rec'd on	2,500	Shs.	\$787.50	
06/15/12	Dividend Rec'd on	2,500	Shs.	787.50	
09/17/12	Dividend Rec'd on	2,500	Shs.	875.00	
12/17/12	Dividend Rec'd on	2,500	Shs.	<u>875.00</u>	3,325.00

Duke Energy Corp

03/16/12	Dividend Rec'd on	10,825	Shs.	\$2,706.25	
06/18/12	Dividend Rec'd on	9,000	Shs.	<u>2,250.00</u>	4,956.25

Schedule A-3 (Cont'd)

Duke Energy Corp.

09/17/12	Dividend Rec'd on	3,000	Shs.	\$2,295.00	
12/17/12	Dividend Rec'd on	3,000	Shs.	<u>2,295.00</u>	\$4,590.00

DuPont (E I) De Nemours & Company

03/14/12	Dividend Rec'd on	4,200	Shs.	\$1,722.00	
06/12/12	Dividend Rec'd on	4,200	Shs.	1,806.00	
09/12/12	Dividend Rec'd on	4,200	Shs.	1,806.00	
12/14/12	Dividend Rec'd on	4,200	Shs.	<u>1,806.00</u>	7,140.00

Eaton Corp

02/24/12	Dividend Rec'd on	4,800	Shs.	<u>\$1,824.00</u>	
05/25/12	Dividend Rec'd on	4,800	Shs.	1,824.00	
08/24/12	Dividend Rec'd on	4,800	Shs.	1,824.00	
10/19/12	Dividend Rec'd on	4,800	Shs.	<u>1,824.00</u>	7,296.00

Exxon Mobil Corp

03/09/12	Dividend Rec'd on	6,125	Shs.	\$2,878.75	
06/11/12	Dividend Rec'd on	5,600	Shs.	3,192.00	
09/10/12	Dividend Rec'd on	5,600	Shs.	3,192.00	
12/10/12	Dividend Rec'd on	5,600	Shs.	<u>3,192.00</u>	12,454.75

Freeport-McMoran Copper & Gold Inc

02/01/12	Dividend Rec'd on	6,000	Shs.	\$1,500.00	
05/01/12	Dividend Rec'd on	6,000	Shs.	1,875.00	
08/01/12	Dividend Rec'd on	6,000	Shs.	1,875.00	
11/01/12	Dividend Rec'd on	6,000	Shs.	<u>1,875.00</u>	7,125.00

General Electric Company

01/25/12	Dividend Rec'd on	12,500	Shs.	\$2,125.00	
04/25/12	Dividend Rec'd on	12,500	Shs.	2,125.00	
07/25/12	Dividend Rec'd on	11,000	Shs.	1,870.00	
10/25/12	Dividend Rec'd on	11,000	Shs.	<u>1,870.00</u>	7,990.00

Home Depot Inc

03/22/12	Dividend Rec'd on	5,000	Shs.	\$1,450.00	
06/14/12	Dividend Rec'd on	5,000	Shs.	1,450.00	
09/13/12	Dividend Rec'd on	5,000	Shs.	1,450.00	
12/13/12	Dividend Rec'd on	5,000	Shs.	<u>1,450.00</u>	5,800.00

Schedule A-3 (Cont'd)

Honeywell Int Inc

03/09/12	Dividend Rec'd on	3,700	Shs.	\$1,378.25	
06/08/12	Dividend Rec'd on	3,700	Shs.	1,378.25	
09/10/12	Dividend Rec'd on	3,700	Shs.	1,378.25	
12/10/12	Dividend Rec'd on	3,700	Shs.	<u>1,517.00</u>	\$5,651.75

Ingersoll-Rand PLC

03/30/12	Dividend Rec'd on	3,000	Shs.	\$480.00	
06/29/12	Dividend Rec'd on	3,000	Shs.	480.00	
09/28/12	Dividend Rec'd on	3,000	Shs.	480.00	
12/28/12	Dividend Rec'd on	3,000	Shs.	<u>480.00</u>	1,920.00

Intel Corp

03/01/12	Dividend Rec'd on	12,000	Shs.	\$2,520.00	
06/01/12	Dividend Rec'd on	12,000	Shs.	2,520.00	
09/04/12	Dividend Rec'd on	10,000	Shs.	2,250.00	
12/03/12	Dividend Rec'd on	10,000	Shs.	<u>2,250.00</u>	9,540.00

International Business Machines Corporation

03/12/12	Dividend Rec'd on	2,500	Shs.	\$1,875.00	
06/11/12	Dividend Rec'd on	2,500	Shs.	2,125.00	
09/10/12	Dividend Rec'd on	2,000	Shs.	1,700.00	
12/10/12	Dividend Rec'd on	2,000	Shs.	<u>1,700.00</u>	7,400.00

Invesco Limited

03/09/12	Dividend Rec'd on	11,040	Shs.	\$1,352.40	
06/08/12	Dividend Rec'd on	11,040	Shs.	1,904.40	
09/07/12	Dividend Rec'd on	11,040	Shs.	1,904.40	
12/07/12	Dividend Rec'd on	11,040	Shs.	<u>1,904.40</u>	7,065.60

Johnson & Johnson

03/13/12	Dividend Rec'd on	3,000	Shs.		1,710.00
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Johnson Ctls Inc

01/03/12	Dividend Rec'd on	5,700	Shs.	\$1,026.00	
04/03/12	Dividend Rec'd on	5,700	Shs.	1,026.00	
07/03/12	Dividend Rec'd on	5,700	Shs.	1,026.00	
10/02/12	Dividend Rec'd on	5,700	Shs.	1,026.00	
12/28/12	Dividend Rec'd on	5,700	Shs.	<u>1,083.00</u>	5,187.00

Schedule A-3 (Cont'd)

Kimberly Clark Corp

01/04/12	Dividend Rec'd on	2,000	Shs.	\$1,400.00	
04/03/12	Dividend Rec'd on	2,000	Shs.	1,480.00	
07/03/12	Dividend Rec'd on	2,000	Shs.	1,480.00	
10/02/12	Dividend Rec'd on	2,000	Shs.	<u>1,480.00</u>	\$5,840.00

Kraft Foods Inc Cl A

01/13/12	Dividend Rec'd on	5,825	Shs.	\$1,689.25	
04/16/12	Dividend Rec'd on	5,825	Shs.	1,689.25	
07/16/12	Dividend Rec'd on	5,825	Shs.	1,689.25	
10/15/12	Dividend Rec'd on	5,825	Shs.	<u>1,689.25</u>	6,757.00

Lilly Eli & Co.

12/10/12	Dividend Rec'd on	5,000	Shs.		2,450.00
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Marathon Oil Corp.

03/12/12	Dividend Rec'd on	3,000	Shs.	\$510.00	
06/11/12	Dividend Rec'd on	3,000	Shs.	510.00	
09/10/12	Dividend Rec'd on	3,000	Shs.	510.00	
12/10/12	Dividend Rec'd on	3,000	Shs.	<u>510.00</u>	2,040.00

Mead Johnson Nutrition

04/03/12	Dividend Rec'd on	1,400	Shs.	\$420.00	
07/06/12	Dividend Rec'd on	1,400	Shs.	420.00	
10/01/12	Dividend Rec'd on	1,400	Shs.	<u>420.00</u>	1,260.00

Merck & Co

04/06/12	Dividend Rec'd on	4,000	Shs.	\$1,680.00	
07/09/12	Dividend Rec'd on	4,000	Shs.	1,680.00	
10/05/12	Dividend Rec'd on	4,000	Shs.	<u>1,680.00</u>	5,040.00

Metlife Inc.

12/14/12	Dividend Rec'd on	2,200	Shs.		1,628.00
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Midcap SPDR Trust Series 1

Standard & Poor's Midcap 400

01/31/12	Dividend Rec'd on	1,900	Shs.	\$1,005.82	
04/30/12	Dividend Rec'd on	1,900	Shs.	728.54	
07/31/12	Dividend Rec'd on	1,900	Shs.	969.29	
10/31/12	Dividend Rec'd on	1,900	Shs.	<u>780.10</u>	3,483.75

Schedule A-3 (Cont'd)

Noble Energy Inc.

05/21/12	Dividend Rec'd on	1,000	Shs.	\$220.00	
08/20/12	Dividend Rec'd on	1,000	Shs.	220.00	
11/19/12	Dividend Rec'd on	1,000	Shs.	<u>250.00</u>	\$690.00

Pepsico Inc

01/03/12	Dividend Rec'd on	5,500	Shs.	\$2,832.50	
03/30/12	Dividend Rec'd on	5,500	Shs.	2,832.50	
06/29/12	Dividend Rec'd on	5,500	Shs.	2,956.25	
09/28/12	Dividend Rec'd on	5,500	Shs.	<u>2,956.25</u>	11,577.50

Pfizer Inc

09/05/12	Dividend Rec'd on	10,000	Shs.	\$2,200.00	
12/04/12	Dividend Rec'd on	10,000	Shs.	<u>2,200.00</u>	4,400.00

Philip Morris International

01/10/12	Dividend Rec'd on	4,550	Shs.	\$3,503.50	
04/12/12	Dividend Rec'd on	4,550	Shs.	3,503.50	
07/12/12	Dividend Rec'd on	4,550	Shs.	3,503.50	
10/11/12	Dividend Rec'd on	4,550	Shs.	<u>3,867.50</u>	14,378.00

PNC Financial Services Group

02/06/12	Dividend Rec'd on	2,000	Shs.	\$700.00	
05/07/12	Dividend Rec'd on	3,000	Shs.	1,200.00	
08/06/12	Dividend Rec'd on	3,000	Shs.	1,200.00	
11/05/12	Dividend Rec'd on	3,000	Shs.	<u>1,200.00</u>	4,300.00

The Procter & Gamble Company

02/15/12	Dividend Rec'd on	4,650	Shs.	\$2,441.25	
05/15/12	Dividend Rec'd on	4,650	Shs.	2,613.30	
08/15/12	Dividend Rec'd on	4,650	Shs.	2,613.30	
11/15/12	Dividend Rec'd on	4,650	Shs.	<u>2,613.30</u>	10,281.15

Qualcomm Inc

03/23/12	Dividend Rec'd on	1,350	Shs.	\$290.25	
06/20/12	Dividend Rec'd on	1,350	Shs.	337.50	
09/26/12	Dividend Rec'd on	2,200	Shs.	550.00	
12/21/12	Dividend Rec'd on	2,200	Shs.	<u>550.00</u>	1,727.75

Schedule A-3 (Cont'd)

Schlumberger Limited

01/06/12	Dividend	Rec'd on	3,100	Shs.	\$775.00	
04/13/12	Dividend	Rec'd on	3,100	Shs.	852.50	
07/13/12	Dividend	Rec'd on	3,100	Shs.	852.50	
10/12/12	Dividend	Rec'd on	3,100	Shs.	<u>852.50</u>	\$3,332.50

Sempra Energy

01/17/12	Dividend	Rec'd on	2,000	Shs.	\$960.00	
04/16/12	Dividend	Rec'd on	2,000	Shs.	1,200.00	
07/16/12	Dividend	Rec'd on	2,000	Shs.	1,200.00	
10/15/12	Dividend	Rec'd on	2,000	Shs.	<u>1,200.00</u>	4,560.00

Shire PLC

04/12/12	Dividend	Rec'd on	1,250	Shs.	\$472.13	
10/04/12	Dividend	Rec'd on	1,250	Shs.	<u>102.38</u>	574.51

State Street Corp

01/17/12	Dividend	Rec'd on	4,380	Shs.	\$788.40	
04/16/12	Dividend	Rec'd on	4,380	Shs.	1,051.20	
07/16/12	Dividend	Rec'd on	4,380	Shs.	1,051.20	
10/12/12	Dividend	Rec'd on	4,380	Shs.	<u>1,051.20</u>	3,942.00

Union Pac Corp

01/03/12	Dividend	Rec'd on	1,750	Shs.	\$1,050.00	
04/02/12	Dividend	Rec'd on	1,750	Shs.	1,050.00	
07/02/12	Dividend	Rec'd on	1,750	Shs.	1,050.00	
10/01/12	Dividend	Rec'd on	1,500	Shs.	<u>900.00</u>	4,050.00

United Technologies Corp

03/12/12	Dividend	Rec'd on	2,500	Shs.	\$1,200.00	
06/11/12	Dividend	Rec'd on	2,500	Shs.	1,200.00	
09/10/12	Dividend	Rec'd on	2,500	Shs.	1,337.50	
12/10/12	Dividend	Rec'd on	2,500	Shs.	<u>1,337.50</u>	5,075.00

US Bancorp

01/17/12	Dividend	Rec'd on	3,500	Shs.	\$437.50	
04/16/12	Dividend	Rec'd on	3,500	Shs.	682.50	
07/16/12	Dividend	Rec'd on	3,500	Shs.	682.50	
10/15/12	Dividend	Rec'd on	3,500	Shs.	<u>682.50</u>	2,485.00

Schedule A-3 (Cont'd)

Valero Energy Corp New

03/14/12	Dividend Rec'd on	7,540	Shs.	\$1,131.00	
06/20/12	Dividend Rec'd on	7,540	Shs.	1,131.00	
09/12/12	Dividend Rec'd on	7,540	Shs.	1,319.50	
12/12/12	Dividend Rec'd on	7,540	Shs.	<u>1,319.50</u>	\$4,901.00

Vanguard Small-Cap Vipers

03/28/12	Dividend Rec'd on	2,340	Shs.		44.46
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Verizon Communications

02/01/12	Dividend Rec'd on	5,200	Shs.	\$2,600.00	
05/01/12	Dividend Rec'd on	5,200	Shs.	2,600.00	
08/01/12	Dividend Rec'd on	5,200	Shs.	2,600.00	
11/01/12	Dividend Rec'd on	5,200	Shs.	<u>2,678.00</u>	10,478.00

Wal Mart Stores Inc

01/03/12	Dividend Rec'd on	4,000	Shs.	\$1,460.00	
04/04/12	Dividend Rec'd on	4,000	Shs.	1,590.00	
06/04/12	Dividend Rec'd on	4,000	Shs.	1,590.00	
09/04/12	Dividend Rec'd on	4,000	Shs.	1,590.00	
12/27/12	Dividend Rec'd on	4,000	Shs.	<u>1,590.00</u>	7,820.00

Walt Disney Co

01/18/12	Dividend Rec'd on	8,230	Shs.	\$4,938.00	
12/28/12	Dividend Rec'd on	7,500	Shs.	<u>5,625.00</u>	10,563.00

Wells Fargo & Company

03/01/12	Dividend Rec'd on	8,500	Shs.	\$1,020.00	
03/30/12	Dividend Rec'd on	8,500	Shs.	850.00	
06/01/12	Dividend Rec'd on	8,500	Shs.	1,870.00	
09/04/12	Dividend Rec'd on	8,500	Shs.	1,870.00	
12/03/12	Dividend Rec'd on	8,500	Shs.	<u>1,870.00</u>	7,480.00

Yum! Brands Inc.

02/03/12	Dividend Rec'd on	2,500	Shs.	\$712.50	
05/04/12	Dividend Rec'd on	2,500	Shs.	712.50	
08/03/12	Dividend Rec'd on	2,500	Shs.	712.50	
11/02/12	Dividend Rec'd on	2,500	Shs.	<u>837.50</u>	2,975.00

TOTAL SCHEDULE A-3

\$336,962.45
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Schedule A-4

INTEREST RECEIVED

Abbott Laboratories

5.875% Due 05/15/16

05/15/12	Interest	Rec'd on	\$125,000.00	\$3,671.88	
11/13/12	Interest	Rec'd on	\$125,000.00	<u>3,631.08</u>	\$7,302.96

Allstate Corporation

7.5% Due 06/15/13

06/15/12	Interest	Rec'd on	\$100,000.00	\$3,750.00	
12/17/12	Interest	Rec'd on	\$100,000.00	<u>3,750.00</u>	7,500.00

Astrazeneca PLC

54% Due 06/01/14

06/01/12	Interest	Rec'd on	\$150,000.00	\$4,050.00	
12/03/12	Interest	Rec'd on	\$150,000.00	<u>4,050.00</u>	8,100.00

Bank of America Corp

7.75% Due 08/15/15

02/15/12	Interest	Rec'd on	\$50,000.00	\$1,937.50	
08/15/12	Interest	Rec'd on	\$50,000.00	<u>1,937.50</u>	3,875.00

Barclays Bank PLC

5% Due 09/22/16

03/22/12	Interest	Rec'd on	\$250,000.00	\$6,250.00	
09/24/12	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	
				\$12,500.00	
02/23/12	Less: Interest Paid on Purchase			<u>1,048.61-</u>	11,451.39

Berkshire Hathaway Inc.

3.4% Due 01/31/22

10/10/12	Less: Interest Paid on Purchase				1,322.22-
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Blackrock Inc

6.25% Due 09/15/17

03/15/12	Interest	Rec'd on	\$250,000.00	\$7,812.50	
09/17/12	Interest	Rec'd on	\$250,000.00	<u>7,812.50</u>	
				\$15,625.00	
02/24/12	Less: Interest Paid on Purchase			<u>1,380.21-</u>	14,244.79

Schedule A-4 (Cont'd)

Boeing Capital Corp.

3.25% Due 10/27/14

04/27/12	Interest	Rec'd on	\$150,000.00	\$2,437.50	
10/29/12	Interest	Rec'd on	\$150,000.00	<u>2,437.50</u>	\$4,875.00

Cisco Systems Inc

4.45% Due 01/15/20

01/17/12	Interest	Rec'd on	\$200,000.00	\$4,450.00	
07/16/12	Interest	Rec'd on	\$200,000.00	<u>4,450.00</u>	8,900.00

Comcast Corporation

5.3% Due 01/15/14

01/17/12	Interest	Rec'd on	\$250,000.00	\$6,625.00	
07/16/12	Interest	Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

CRA 12 (BNY Mellon, Na, Member
FDIC)

11/01/12	Interest	Rec'd		\$73.10	
12/03/12	Interest	Rec'd		<u>88.10</u>	161.20

Credit Suisse Fb USA

5.125% Due 08/15/15

02/15/12	Interest	Rec'd on	\$250,000.00	\$6,406.25	
08/15/12	Interest	Rec'd on	\$250,000.00	<u>6,406.25</u>	12,812.50

Deutsche Bank

34.5% Due 03/30/15

03/30/12	Interest	Rec'd on	\$150,000.00	\$2,587.50	
10/01/12	Interest	Rec'd on	\$150,000.00	<u>2,587.50</u>	5,175.00

Dominion Resources Inc

5% Due 03/15/13

03/15/12	Interest	Rec'd on	\$250,000.00	\$6,250.00	
09/17/12	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Federated Government Obligation
Fund (Fund #395)

01/03/12	Interest	Rec'd		\$14.50	
02/01/12	Interest	Rec'd		13.51	
03/01/12	Interest	Rec'd		12.30	

Schedule A-4 (Cont'd)

Federated Government Obligation
Fund (Fund #395)
(Cont'd)

04/02/12	Interest Rec'd		\$10.46	
05/01/12	Interest Rec'd		11.29	
06/01/12	Interest Rec'd		12.11	
07/02/12	Interest Rec'd		11.58	
08/01/12	Interest Rec'd		12.86	
09/04/12	Interest Rec'd		16.35	
10/01/12	Interest Rec'd		14.57	
11/01/12	Interest Rec'd		<u>5.37</u>	\$134.90

General Electric Company

5% Due 02/01/13

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

Goldman Sachs Group Inc

5.5% Due 11/15/14

05/15/12	Interest Rec'd on	\$250,000.00	\$6,875.00	
11/15/12	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	13,750.00

Goldman Sachs Group Inc

5.15% Due 01/15/14

01/17/12	Interest Rec'd on	\$250,000.00	\$6,437.50	
07/16/12	Interest Rec'd on	\$250,000.00	<u>6,437.50</u>	12,875.00

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

01/23/12	Interest Rec'd on	\$250,000.00	\$6,093.75	
07/10/12	Interest Rec'd on	\$250,000.00	<u>5,721.35</u>	11,815.10

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

09/28/12	Interest Rec'd on	\$200,000.00	\$4,200.00	
08/29/12	Less: Interest Paid on Purchase		<u>3,523.33-</u>	676.67

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

10/10/12	Less: Interest Paid on Purchase			280.00-
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Schedule A-4 (Cont'd)

Merrill Lynch & Company

5.3% Due 09/30/15

03/30/12	Interest Rec'd on	\$250,000.00	\$6,625.00	
10/01/12	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	\$13,250.00

Morgan Stanley

5.3% Due 03/01/13

03/01/12	Interest Rec'd on	\$200,000.00	\$5,300.00	
09/04/12	Interest Rec'd on	\$200,000.00	<u>5,300.00</u>	
			\$10,600.00	
02/23/12	Less: Interest Paid on Purchase		<u>1,266.11-</u>	9,333.89

Oracle Corp

5.75% Due 04/15/18

04/16/12	Interest Rec'd on	\$200,000.00	\$5,750.00	
10/15/12	Interest Rec'd on	\$200,000.00	<u>5,750.00</u>	11,500.00

Philip Morris Intl

4.5% Due 03/26/20

03/26/12	Interest Rec'd on	\$250,000.00	\$5,625.00	
09/26/12	Interest Rec'd on	\$250,000.00	<u>5,625.00</u>	11,250.00

Royal BK of Scotland

3.95% Due 09/21/15

03/20/12	Interest Rec'd on	\$150,000.00	\$2,962.50	
09/18/12	Interest Rec'd on	\$150,000.00	<u>2,929.58</u>	5,892.08

SBC Communications

5.1% Due 09/15/14

03/15/12	Interest Rec'd on	\$250,000.00	\$6,375.00	
09/17/12	Interest Rec'd on	\$250,000.00	<u>6,375.00</u>	12,750.00

Shell International Fin

3.25% Due 09/22/15

03/22/12	Interest Rec'd on	\$200,000.00	\$3,250.00	
09/24/12	Interest Rec'd on	\$200,000.00	<u>3,250.00</u>	6,500.00

Treasury Inflation IX

2% Due 01/15/26

01/18/12	Interest Rec'd on	\$513,391.50	\$5,131.62	
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Schedule A-4 (Cont'd)

Treasury Inflation IX
2% Due 01/15/26
(Cont'd)

07/17/12	Interest Rec'd on	\$521,608.50	<u>\$5,213.88</u>	\$10,345.50
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Verizon Communications
5.55% Due 02/15/16

02/15/12	Interest Rec'd on	\$250,000.00	\$6,937.50	
08/15/12	Interest Rec'd on	\$250,000.00	<u>6,937.50</u>	13,875.00

Wachovia Corporation
5.25% Due 08/01/14

02/01/12	Interest Rec'd on	\$150,000.00	\$3,937.50	
08/01/12	Interest Rec'd on	\$150,000.00	<u>3,937.50</u>	7,875.00

Wyeth
5.5% Due 02/01/14

02/01/12	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/01/12	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	<u>13,750.00</u>

TOTAL SCHEDULE A-4

\$289,118.76
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Schedule A-5

OTHER INCOME RECEIVED

Affiliated Client Credit Adj

05/14/12 Income Rec'd

\$662.95-

BNY Mellon Emerging Mkts-M

01/17/12	Income Rec'd on	147,058.823	Units	\$251.04
02/13/12	Income Rec'd on	147,058.823	Units	819.99
03/12/12	Income Rec'd on	147,058.823	Units	843.33
04/16/12	Income Rec'd on	147,058.823	Units	898.94
05/14/12	Income Rec'd on	147,058.823	Units	843.81
06/11/12	Income Rec'd on	147,058.823	Units	806.93
07/16/12	Income Rec'd on	147,058.823	Units	754.56
08/13/12	Income Rec'd on	147,058.823	Units	794.25
09/17/12	Income Rec'd on	147,058.823	Units	816.44
10/15/12	Income Rec'd on	147,058.823	Units	809.35
11/13/12	Income Rec'd on	147,058.823	Units	846.37
12/17/12	Income Rec'd on	147,058.823	Units	812.36
12/20/12	Income Rec'd on	147,058.823	Units	<u>14,470.59</u>

23,767.96

BNY Mellon International-M

01/17/12	Income Rec'd on	57,803.468	Units	\$83.20
02/13/12	Income Rec'd on	57,803.468	Units	266.38
03/12/12	Income Rec'd on	57,803.468	Units	265.81
04/16/12	Income Rec'd on	57,803.468	Units	287.49
05/14/12	Income Rec'd on	57,803.468	Units	269.35
06/11/12	Income Rec'd on	57,803.468	Units	258.60
07/16/12	Income Rec'd on	57,803.468	Units	243.11
08/13/12	Income Rec'd on	57,803.468	Units	260.46
09/17/12	Income Rec'd on	57,803.468	Units	273.12
10/15/12	Income Rec'd on	57,803.468	Units	275.63
11/13/12	Income Rec'd on	57,803.468	Units	285.75
12/17/12	Income Rec'd on	57,803.468	Units	275.11
12/19/12	Income Rec'd on	57,803.468	Units	<u>18,427.75</u>

21,471.76

BNY Mellon S/C Multi-Strategy Fund

09/17/12	Income Rec'd on	8,741.258	Units	\$18.69
10/15/12	Income Rec'd on	8,741.258	Units	72.46
11/13/12	Income Rec'd on	17,244.66	Units	141.56
12/06/12	Income Rec'd on	17,244.66	Units	358.69
12/17/12	Income Rec'd on	17,244.66	Units	135.40
12/31/12	Income Rec'd on	17,244.66	Units	<u>144.86</u>

871.66

Schedule A-5 (Cont'd)

BNY Mellon Sm/Mid Cap-M

11/13/12	Income Rec'd on	13,177.71 Units	\$94.61	
12/17/12	Income Rec'd on	13,177.71 Units	101.73	
12/20/12	Income Rec'd on	13,177.71 Units	<u>2,794.99</u>	\$2,991.33

Cambridge 87-1 Drilling

03/12/12	Income Rec'd			30.00
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Cambridge 87-2 Drilling

03/12/12	Income Rec'd			520.00
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Country Estates Association
LTD Partnership (aka Chestnut
Mansion Associates)

04/03/12	Income Rec'd			3,059.00
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Dreyfus Diversified International
Fund

01/17/12	Income Rec'd on	40,979.071 Units		60.81
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Dreyfus Emerging Markets Fund-I

01/17/12	Income Rec'd on	103,218.889 Units		468.62
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Dreyfus High Yield-I

01/03/12	Income Rec'd on	75,906.958 Units	\$2,840.16	
01/17/12	Income Rec'd on	75,906.958 Units	211.95	
02/02/12	Income Rec'd on	75,906.958 Units	2,986.71	
02/13/12	Income Rec'd on	75,906.958 Units	229.51	
03/02/12	Income Rec'd on	75,906.958 Units	2,791.68	
03/12/12	Income Rec'd on	75,906.958 Units	218.87	
04/03/12	Income Rec'd on	75,906.958 Units	2,852.45	
04/16/12	Income Rec'd on	75,906.958 Units	234.96	
05/02/12	Income Rec'd on	75,906.958 Units	2,929.17	
05/14/12	Income Rec'd on	75,906.958 Units	226.19	
06/01/12	Income Rec'd on	75,906.958 Units	2,936.47	
06/11/12	Income Rec'd on	75,906.958 Units	233.24	
07/02/12	Income Rec'd on	75,906.958 Units	2,634.53	
07/16/12	Income Rec'd on	75,906.958 Units	222.95	
08/01/12	Income Rec'd on	106,962.859 Units	3,510.05	
08/13/12	Income Rec'd on	106,962.859 Units	296.64	
09/04/12	Income Rec'd on	106,962.859 Units	3,833.15	

Schedule A-5 (Cont'd)

Dreyfus High Yield-I
(Cont'd)

09/17/12	Income Rec'd on	106,962.859	Units	\$333.78	
10/01/12	Income Rec'd on	106,962.859	Units	3,509.29	
10/15/12	Income Rec'd on	106,962.859	Units	326.72	
11/02/12	Income Rec'd on	106,962.859	Units	4,172.46	
11/13/12	Income Rec'd on	106,962.859	Units	338.55	
12/03/12	Income Rec'd on	106,962.859	Units	3,964.75	
12/17/12	Income Rec'd on	106,962.859	Units	<u>326.34</u>	\$42,160.57

Dreyfus/Newton Intern Eqty-I

01/17/12	Income Rec'd on	13,927.577	Units	\$33.11	
02/13/12	Income Rec'd on	13,927.577	Units	105.93	
03/12/12	Income Rec'd on	13,927.577	Units	105.67	
04/16/12	Income Rec'd on	13,927.577	Units	115.12	
05/14/12	Income Rec'd on	13,927.577	Units	110.79	
06/11/12	Income Rec'd on	13,927.577	Units	108.66	
07/16/12	Income Rec'd on	13,927.577	Units	103.13	
08/13/12	Income Rec'd on	13,927.577	Units	110.40	
09/17/12	Income Rec'd on	13,927.577	Units	114.91	
10/15/12	Income Rec'd on	13,927.577	Units	115.37	
11/13/12	Income Rec'd on	13,927.577	Units	120.39	
12/14/12	Income Rec'd on	13,927.577	Units	3,655.99	
12/17/12	Income Rec'd on	13,927.577	Units	<u>114.91</u>	4,914.38

Dreyfus Opportunistic Small Cap Fund

01/17/12	Income Rec'd on	2,875.767	Units	\$42.39	
02/13/12	Income Rec'd on	2,875.767	Units	44.02	
03/12/12	Income Rec'd on	2,875.767	Units	44.57	
04/16/12	Income Rec'd on	2,875.767	Units	48.21	
05/14/12	Income Rec'd on	2,875.767	Units	46.08	
06/11/12	Income Rec'd on	2,875.767	Units	44.99	
07/16/12	Income Rec'd on	2,875.767	Units	41.68	
08/13/12	Income Rec'd on	2,875.767	Units	44.96	
09/17/12	Income Rec'd on	2,875.767	Units	46.49	
10/15/12	Income Rec'd on	2,875.767	Units	47.68	
11/13/12	Income Rec'd on	2,875.767	Units	47.72	
12/17/12	Income Rec'd on	2,875.767	Units	<u>45.19</u>	543.98

Dreyfus S&P Midcap Index

01/17/12	Income Rec'd on	11,088.71	Units	\$64.62	
02/13/12	Income Rec'd on	11,088.71	Units	64.57	
03/12/12	Income Rec'd on	11,088.71	Units	64.48	

Schedule A-5 (Cont'd)

Dreyfus S&P Midcap Index
(Cont'd)

04/16/12	Income	Rec'd on	11,088.71	Units	\$69.93	
05/14/12	Income	Rec'd on	11,088.71	Units	67.09	
06/11/12	Income	Rec'd on	11,088.71	Units	67.05	
07/16/12	Income	Rec'd on	11,088.71	Units	62.77	
08/13/12	Income	Rec'd on	11,088.71	Units	66.74	
09/17/12	Income	Rec'd on	11,088.71	Units	68.30	
10/15/12	Income	Rec'd on	11,088.71	Units	68.69	
11/13/12	Income	Rec'd on	11,088.71	Units	69.97	
12/17/12	Income	Rec'd on	11,088.71	Units	67.34	
12/28/12	Income	Rec'd on	11,088.71	Units	<u>3,736.90</u>	\$4,538.45

Dreyfus Select Managers Small Cap
Value Fund

01/17/12	Income	Rec'd on	4,080.522	Units	\$58.29	
02/13/12	Income	Rec'd on	4,080.522	Units	56.32	
03/12/12	Income	Rec'd on	4,080.522	Units	56.35	
04/16/12	Income	Rec'd on	4,080.522	Units	33.49	
05/14/12	Income	Rec'd on	4,080.522	Units	32.04	
06/11/12	Income	Rec'd on	4,080.522	Units	31.59	
07/16/12	Income	Rec'd on	4,080.522	Units	30.00	
08/17/12	Income	Rec'd on	4,080.522	Units	32.31	
09/17/12	Income	Rec'd on	4,080.522	Units	33.05	
10/15/12	Income	Rec'd on	4,080.522	Units	33.48	
11/13/12	Income	Rec'd on	4,080.522	Units	34.11	
12/17/12	Income	Rec'd on	4,080.522	Units	32.39	
12/31/12	Income	Rec'd on	4,080.522	Units	<u>319.91</u>	783.33

Dreyfus Strategic International
Stock Fund

01/17/12	Income	Rec'd on	40,417.004	Units	\$183.59	
02/13/12	Income	Rec'd on	40,417.004	Units	257.72	
03/12/12	Income	Rec'd on	40,417.004	Units	256.38	
04/16/12	Income	Rec'd on	40,417.004	Units	279.77	
05/14/12	Income	Rec'd on	40,417.004	Units	268.83	
06/11/12	Income	Rec'd on	40,417.004	Units	265.55	
07/16/12	Income	Rec'd on	40,417.004	Units	250.74	
08/13/12	Income	Rec'd on	40,417.004	Units	269.65	
09/17/12	Income	Rec'd on	40,417.004	Units	279.12	
10/15/12	Income	Rec'd on	40,417.004	Units	276.55	
11/13/12	Income	Rec'd on	40,417.004	Units	286.75	
12/17/12	Income	Rec'd on	40,417.004	Units	276.81	
12/31/12	Income	Rec'd on	40,417.004	Units	<u>9,667.75</u>	12,819.21

Schedule A-5 (Cont'd)

TCW Emerging Markets Income
Fund-I

02/01/12	Income Rec'd on	51,899.727 Units	\$2,205.73	
03/01/12	Income Rec'd on	51,899.727 Units	2,205.73	
04/02/12	Income Rec'd on	51,899.727 Units	2,076.00	
05/01/12	Income Rec'd on	51,899.727 Units	2,075.99	
06/01/12	Income Rec'd on	51,899.727 Units	2,075.99	
07/03/12	Income Rec'd on	51,899.727 Units	2,076.00	
08/02/12	Income Rec'd on	51,899.727 Units	2,335.48	
09/04/12	Income Rec'd on	51,899.727 Units	2,335.48	
10/01/12	Income Rec'd on	51,899.727 Units	2,335.49	
11/05/12	Income Rec'd on	51,899.727 Units	2,335.49	
12/03/12	Income Rec'd on	51,899.727 Units	<u>2,335.48</u>	<u>\$24,392.86</u>

TOTAL SCHEDULE A-5

\$142,730.97
=====

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>					
Abbott Laboratories					
5.875% Due 05/15/16					
11/13/12	\$125,000.00		\$147,935.00	\$126,126.25	\$21,808.75
Lloyds Tsb Bank PLC					
4.875% Due 01/21/16					
07/10/12	\$250,000.00		263,495.00	257,865.00	5,630.00
Lloyds Tsb Bank PLC					
4.2% Due 03/28/17					
10/01/12	\$200,000.00		220,068.00	211,514.00	8,554.00
Royal BK of Scotland					
3.95% Due 09/21/15					
09/18/12	\$150,000.00		159,475.50	148,159.50	11,316.00
<u>Stock and Common Funds</u>					
Accenture PLC					
06/25/12	1,000	Shs.	59,958.65	22,873.57	37,085.08
Allergan Inc					
08/28/12	1,600	Shs.	135,919.03	92,799.36	43,119.67
Apple Inc					
02/17/12	150	Shs.	75,697.55	12,943.98	62,753.57
03/21/12	225	Shs.	131,811.34	19,415.97	112,395.37
08/28/12	75	Shs.	49,888.13	6,471.99	43,416.14
Baxter International					
03/06/12	500	Shs.	29,012.63	22,090.00	6,922.63

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Baxter International</u>					
(Cont'd)					
06/11/12	3,700	Shs.	\$185,540.48	\$163,466.00	\$22,074.48
BNY Mellon Mid Cap Stock Fund					
Class M Shares					
12/11/12	52,931.596	Shs.			
Received LT capital gain distribution - Increase recognized on receipt			38,163.68	.00	38,163.68
12/11/12	52,931.596	Shs.			
Received ST capital gain distribution - Increase recognized on receipt			12,825.33	.00	12,825.33
<u>Cameron International Corp</u>					
02/15/12	4,300	Shs.	241,578.82	197,710.13	43,868.69
<u>Cardinal Health Inc</u>					
02/22/12	5,330	Shs.	222,183.44	183,016.21	39,167.23
<u>Chevron Corporation</u>					
04/05/12	600	Shs.	65,108.68	40,950.93	24,157.75
<u>Dreyfus S&P Midcap Index</u>					
03/28/12	11,088.71	Units			
Received LT capital gain distribution - Increase recognized on receipt			148.59	.00	148.59
03/28/12	11,088.71	Units			
Received ST capital gain distribution - Increase recognized on receipt			5.54	.00	5.54

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Dreyfus S&P Midcap Index</u>					
(Cont'd)					
12/28/12	11,088.71	Units			
Received LT capital gain					
distribution - Increase					
recognized on receipt			\$11,498.99	\$.00	\$11,498.99
12/28/12	11,088.71	Units			
Received ST capital gain					
distribution - Increase					
recognized on receipt			532.26	.00	532.26
<u>Dreyfus Select Managers Small Cap</u>					
<u>Value Fund</u>					
03/29/12	4,080.522	Units			
Received LT capital gain					
distribution - Increase					
recognized on receipt			4.90	.00	4.90
03/29/12	4,080.522	Units			
Received ST capital gain					
distribution - Increase					
recognized on receipt			.82	.00	.82
12/31/12	4,080.522	Units			
Received LT capital gain					
distribution - Increase					
recognized on receipt			2,218.58	.00	2,218.58
12/31/12	4,080.522	Units			
Received ST capital gain					
distribution - Increase					
recognized on receipt			1,821.14	.00	1,821.14
<u>Duke Energy Corp</u>					
02/22/12	1,825	Shs.	38,653.17	33,990.63	4,662.54
<u>Exxon Mobil Corp</u>					
04/05/12	525	Shs.	45,811.89	22,248.58	23,563.31

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Intel Corp</u>					
06/25/12	2,000	Shs.	\$54,898.97	\$43,670.32	\$11,228.65
<u>International Business Machines Corporation</u>					
06/25/12	500	Shs.	99,357.77	45,744.28	53,613.49
<u>Ishares S&P Gsci Commodity-Index Trust</u>					
09/17/12	8,500	Shs.	294,834.59	218,110.00	76,724.59
<u>Johnson & Johnson</u>					
05/02/12	3,000	Shs.	194,501.54	126,767.02	67,734.52
<u>Kraft Foods Group Inc.</u>					
10/26/12	0.6666	Shs.	30.16	15.85	14.31
<u>Midcap SPDR Trust Series 1 Standard & Poor's Midcap 400</u>					
10/03/12	900	Shs.	162,385.25	100,311.23	62,074.02
10/10/12	1,000	Shs.	180,736.05	111,456.93	69,279.12
<u>Phillips 66-W/I</u>					
06/04/12	1,225	Shs.	37,312.66	22,821.14	14,491.52
<u>Union Pac Corp</u>					
06/25/12	250	Shs.	29,414.35	11,919.85	17,494.50
<u>Vanguard Small-Cap Vipers</u>					
08/28/12	1,340	Shs.	103,799.83	74,419.31	29,380.52
10/03/12	1,000	Shs.	80,310.40	55,536.80	24,773.60

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Walt Disney Co</u>					
06/25/12	730	Shs.	\$34,769.12	\$21,735.97	\$13,033.15
<u>Zimmer Holdings Inc</u>					
02/22/12	2,000	Shs.	<u>123,006.58</u>	<u>120,965.80</u>	<u>2,040.78</u>
TOTAL-SCHEDULE A-2	-----	-----	-\$3,534,714.41 =====	-\$2,515,116.60 =====	\$1,019,597.81 =====

Schedule B-1

DECREASE ON SALE OR REDEMPTION OF ASSETS

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds</u>					
<u>Agilent Technologies Inc</u>					
06/13/12	2,000	Shs.	\$96,964.00	\$79,356.62	\$17,607.38
<u>Bristol-Myers Squibb Co</u>					
08/28/12	6,000	Shs.	200,089.80	193,072.06	7,017.74
<u>Citigroup Inc</u>					
08/08/12	3,200	Shs.	136,640.00	87,550.04	49,089.96
<u>General Electric Company</u>					
04/05/12	1,500	Shs.	35,940.27	30,059.32	5,880.95
<u>Newfield Expl Co</u>					
01/05/12	2,000	Shs.	129,637.60	76,681.32	52,956.28
<u>Noble Energy Inc.</u>					
12/10/12	1,000	Shs.	103,899.00	95,596.36	8,302.64
<u>Rovi Corp.</u>					
04/23/12	2,000	Shs.	116,967.00	58,858.68	58,108.32
<u>Rydex Managed Futures Strategy Fd-Y</u>					
08/10/12	9,370.315	Units	250,000.00	208,676.92	41,323.08
<u>Walgreen Co.</u>					
01/05/12	3,500	Shs.	<u>122,883.60</u>	<u>115,539.78</u>	<u>7,343.82</u>
TOTAL SCHEDULE B-1			\$1,193,021.27 =====	\$945,391.10 =====	\$247,630.17 =====

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2012

Line 10 a	U S and State Government Obligations	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
\$ 524,461 50	Treasury Inflation Index, 2% due 1/15/2026	\$ 500,110 44	\$ 687,784 06

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2011

Line 10 b	Corporate Stock	BOOK VALUE	FAIR MARKET VALUE
6,000	shs Accenture Ltd, Class A	\$ 137,241 39	\$ 399,000 00
1,500	shs Air Products & Chemicals Inc	\$ 109,873 05	\$ 126,030 00
1,690	shs Allergan Inc	\$ 98,019 32	\$ 155,023 70
625	shs Amazon com Inc	\$ 122,841 37	\$ 156,793 75
1,200	shs Apple Computer Inc	\$ 103,551 84	\$ 638,607 60
4,300	shs AT&T Inc	\$ 161,161 63	\$ 144,953 00
6,000	shs B B & T Corporation	\$ 156,488 80	\$ 174,660 00
885	shs BNY Cayman III, LLC	\$ 800,085 00	\$ 817,111 65
147,058 823	shs BNY Mellon Emerging Mkts-M	\$ 1,300,000 00	\$ 1,507,352 94
57,803 468	shs BNY Mellon International -M	\$ 500,000 00	\$ 580,924 85
52,931 596	shs BNYMellon Mid Cap Stock Fund	\$ 650,000 00	\$ 592,833 88
17,244 660	shs BNYMellon S/C Multi-Strategy Fund	\$ 200,000 00	\$ 205,556 35
13,177 710	shs BNYMellon Sm/Mid Cap-M	\$ -175,000 00	\$ 169,992 46
4,000	shs Carnival Corp	\$ 137,656 00	\$ 147,080 00
3,325	shs Caterpillar Inc	\$ 111,515 18	\$ 297,948 26
3,750	shs Chevron Corporation	\$ 255,943 28	\$ 405,525 00
5,000	shs Coca-Cola Company	\$ 163,732 75	\$ 181,250 00
3,000	shs Comcast Corporation New Class A	\$ 101,759 70	\$ 112,080 00
2,450	shs ConocoPhillips	\$ 76,791 01	\$ 142,075 50
1,000	shs Costco Whls Corp	\$ 95,066 90	\$ 98,730 00
2,500	shs Dover Corp	\$ 139,141 00	\$ 164,275 00
106,962 86	shs Dreyfus High Yield - I	\$ 650,000 00	\$ 713,442 27
13,927 577	shs Dreyfus/Newton Intern Eqty-I	\$ 200,000 00	\$ 245,125 36
2,875 767	shs Dreyfus Opportunistic Small Cap Fund	\$ 75,000 00	\$ 78,882 29
11,088 71	shs Dreyfus S&P Midcap Index	\$ 275,000 00	\$ 320,796 38
4,080 522	shs Dreyfus Select Managers Small Cap Value Fund	\$ 75,000 00	\$ 79,325 35
40,417 004	shs Dreyfus Strategic International Stock Fund	\$ 500,000 00	\$ 586,046 56
3,000	shs Duke Energy Corp	\$ 167,625 00	\$ 191,400 00
4,200	shs Du Pont, E I	\$ 186,901 88	\$ 188,909 70
2,400	shs Eaton Corporation	\$ 181,073 61	\$ 260,064 00
5,300	shs E M C Corp	\$ 145,389 60	\$ 134,090 00
2,500	shs Express Scripts Holding Co	\$ 131,433 00	\$ 135,000 00
5,600	shs Exxon Mobil Corporation	\$ 237,318 16	\$ 484,680 00
6,000	shs Freeport McMoran	\$ 78,929 14	\$ 205,200 00
11,000	shs General Electric	\$ 263,562 01	\$ 230,890 00
2,800	shs Gilead Sciences Inc	\$ 129,892 00	\$ 205,660 00
11,676 788	shs Highbridge Dynamic Comm Strat Fund-E	\$ 250,000 00	\$ 163,124 73
5,000	shs Home Depot	\$ 155,645 75	\$ 309,250 00
3,700	shs Honeywell International, Inc	\$ 126,350 42	\$ 234,839 00
3,000	shs Ingersoll-Rand PLC	\$ 122,851 20	\$ 143,880 00
10,000	shs Intel	\$ 218,351 60	\$ 206,200 00
2,000	shs International Business Machines	\$ 182,977 11	\$ 383,100 00
11,040	shs Invesco Limited	\$ 222,788.30	\$ 288,033 60
5,700	shs Johnson Controls, Inc	\$ 169,374 42	\$ 174,819 00
2,000	shs Kimberly Clark Corp	\$ 130,056.80	\$ 168,860 00
1,941	shs Kraft Foods Group Inc	\$ 46,165 10	\$ 88,257 27
5,000	shs Lilly Eli & Co	\$ 212,031 00	\$ 246,600 00
3,000	shs Marathon Oil Corp	\$ 88,640 70	\$ 91,980 00
1,400	shs Mead Johnson Nutrition	\$ 95,628 68	\$ 92,246 00
4,000	shs Merck & Co	\$ 152,495 60	\$ 163,760 00
2,200	shs Metlife Inc	\$ 65,171 70	\$ 72,468 00
5,825	shs Mondelez International W/I	\$ 85,426 19	\$ 148,264 89
5,500	shs Pepsico, Inc	\$ 274,654 29	\$ 376,365 00
10,000	shs Pfizer Inc	\$ 218,129 00	\$ 250,793 00
4,550	shs Philip Morris International	\$ 220,812 87	\$ 380,562 00
3,000	shs PNC Financial Servicers Group	\$ 170,917 80	\$ 174,930 00

4,650	shs	Procter & Gamble Co	\$	185,002 89	\$	315,688 50
2,200	shs	Qualcomm Inc	\$	126,908 42	\$	136,091 12
750	shs	Salesforce Com Inc	\$	79,974 45	\$	126,075 00
3,100	shs	Schlumberger Limited	\$	202,038 78	\$	214,825 66
2,000	shs	Sempra Energy	\$	105,256 00	\$	141,880 00
1,250	shs	Shire PLC	\$	111,456 37	\$	115,225 00
3,000	shs	Southwestern Energy Co	\$	103,240 50	\$	100,230 00
4,380	shs	State Street Corp	\$	195,358 51	\$	205,903 80
51,899 727	shs	TCW Emerging Markets Income Fund-I	\$	450,000 00	\$	483,705 46
2,000	shs	Teradata Corporation	\$	100,294 80	\$	123,780 00
1,500	shs	Union Pac Corp	\$	71,519 10	\$	188,580 00
2,500	shs	United Technologies Corporation	\$	43,476 57	\$	205,025 00
3,500	shs	US Bancorp	\$	73,849 30	\$	111,790 00
7,540	shs	Valero Energy Corp New	\$	144,089 40	\$	257,264 80
5,200	shs	Verizon Communications	\$	189,004 05	\$	225,004 00
4,000	shs	Wal Mart Stores, Inc	\$	211,087 74	\$	272,920 00
7,500	shs	Walt Disney Co	\$	223,314 75	\$	373,425 00
1,800	shs	Watson Pharmaceuticals Inc	\$	109,407 06	\$	154,800 00
8,500	shs	Wells Fargo & Co	\$	234,203 08	\$	290,530 00
2,500	shs	Yum! Brands Inc	\$	123,942 50	\$	166,000 00
1	shs	Worldcom, Inc	\$	-		
				\$15,184,885 42		\$19,644,391-68

Henry E Niles Foundation
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Part II Balance Sheet

December 31, 2011

Line 10 c	Corporate Bonds	BOOK VALUE	FAIR MARKET VALUE
\$100,000	Allstate Corp, 7 5%, due 06/15/2013	\$ 108,578 10	\$ 103,150 00
\$150,000	Astrazeneca PLC 5 4% due 06/01/2014	\$ 167,955 00	\$ 160,291 50
\$50,000	Bank of America Copr, 7 75%, due 08/15/2015	\$ 55,019 55	\$ 56,673 50
\$250,000	Barclays Bank PLC 5%, due 09/22/2016	\$ 259,722 50	\$ 280,222 50
\$200,000	Bershire Hathaway Inc 3 4%, due 01/31/2022	\$ 216,394 00	\$ 215,442 00
\$250,000	Blackrock Inc 6 25%, due 09/15/2017	\$ 280,352 00	\$ 305,522 50
\$150,000	Boeing Capital Corp 3 25% due 10/27/2014	\$ 160,150 50	\$ 157,390 50
\$200,000	Cisco Systems Inc 4 45% due 01/15/2020	\$ 199,392 00	\$ 231,914 00
\$250,000	Comcast Corporation, 5 3%, due 01/15/2014	\$ 244,895 00	\$ 262,295 00
\$250,000	Credit Suisse Fb USA 5 125% due 08/15/2015	\$ 274,412 50	\$ 277,452 50
\$150,000	Deutsche Bank 3 45% due 03/30/2015	\$ 156,184 50	\$ 158,152 50
\$250,000	Dominion Resources Inc , 5%, due 03/15/2013	\$ 250,202 50	\$ 252,342 50
\$500,000	General Electric Company, 5%, due 02/01/2013	\$ 490,305 00	\$ 501,905 00
\$250,000	Goldman Sachs Group, Inc , 5 5%, due 11/15/2014	\$ 258,540 00	\$ 269,535 00
\$250,000	Goldman Sachs Group, Inc , 5 15%, due 01/15/2014	\$ 244,445 00	\$ 260,727 50
\$200,000	Lloyds Tsb Bank PLC 4 2% due 03/28/2017	\$ 221,536 00	\$ 221,728 00
\$250,000	Merrill Lynch, 5 3%, due 09/30/2015	\$ 246,662 50	\$ 273,712 50
\$200,000	Morgan Stanley 5 3% due 09/30/2013	\$ 201,863 00	\$ 201,092 00
\$200,000	Oracle Corp , 5 75%, due 04/15/2018	\$ 220,374 00	\$ 243,402 00
\$250,000	Philip Morris Intl , 4 5%, due 03/26/2020	\$ 272,725 00	\$ 291,032 50
\$250,000	SBC Communications	\$ 243,215 00	\$ 268,550 00
\$200,000	Shell International Fin, 3 25%, due 09/22/2015	\$ 201,074 00	\$ 213,624 00
\$250,000	Verizon Communications, 5 55%, due 2/15/16	\$ 250,701 75	\$ 284,685 00
\$150,000	Wachovia Corporation 5 25% due 08/01/2014	\$ 160,909 50	\$ 159,951 00
\$250,000	Wyeth, 5 5%, due 2/1/14	\$ 251,007 50	\$ 263,555 00
		\$5,636,616 40	\$5,914,348 50

Henry E. Niles Foundation
EIN 06-1252486

Part II Balance Sheet

December 31, 2011

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

<u>Book</u>	<u>FMV</u>
\$21,321,612 26	\$26,246,524 24
<u>\$ 1,699,505 71</u>	<u>\$ 1,699,505 71</u>
\$ 23,021,117 97	\$27,946,029 95

THE HENRY E. NILES FOUNDATION

Mission and Guidelines

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

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

Primary Program Interests

The Board is currently highlighting the following areas:

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

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

Guiding Principles & Considerations

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

Approved May 6, 2004

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
A Better Chance in Darien PO Box 3204 Darien, CT 06820		
06/19/12 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
A Better Chance in Darien PO Box 3204 Darien, CT-06820	\$5,000.00	\$5,000.00
	=====	=====
 ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830		
10/05/12 Cash		
Youth Services	\$10,000.00	\$10,000.00
Total Distributions		
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830	\$10,000.00	\$10,000.00
	=====	=====
 Adoption and Foster Care Mentoring 727 Atlantic Avenue, 3rd Floor Boston, MA 02111		
02/21/12 Cash		
Mentoring for Youth in Foster Care	\$5,000.00	\$5,000.00
Total Distributions		
Adoption and Foster Care Mentoring 727 Atlantic Avenue, 3rd Floor Boston, MA 02111	\$5,000.00	\$5,000.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Friends of Oxford 190 Madison Avenue, 13th Floor New York, NY 10016		
03/16/12 Cash		
PRV Flexible Accomod at the Norham Mnr Cmps (1 of3)	\$25,000.00	\$25,000.00
Total Distributions		
American Friends of Oxford 190 Madison Avenue, 13th Floor New York, NY 10016	\$25,000.00	\$25,000.00
	=====	=====
Americares 88 Hamilton Avenue Stamford, CT 06902		
09/20/12 Cash		
Emergency Response Capability Program (2 of 3)	\$25,000.00	\$25,000.00
11/05/12 Cash		
Hurricane Sandy Relief	10,000.00	10,000.00
Total Distributions		
Americares 88 Hamilton Avenue Stamford, CT 06902	\$35,000.00	\$35,000.00
	=====	=====
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424		
07/13/12 Cash		
Kenya Project (2 of 3)	\$20,000.00	\$20,000.00
Total Distributions		
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424	\$20,000.00	\$20,000.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Beacon House P.O.Box 29629 <u>Washington, DC 20017</u> 11/09/12 Cash Targeting the Future	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Beacon House P.O.Box 29629 Washington, DC 20017	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
Behind the Book 171 W. 23rd Street 4C <u>New York, NY 10011</u> 06/19/12 Cash Elementary School Initiative	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
Total Distributions Behind the Book 171 W. 23rd Street 4C New York, NY 10011	 <u>\$10,000.00</u> =====	 <u>\$10,000.00</u> =====
Bikes Not Bombs 284 Amory Street <u>Jamaica Plain, MA 02130</u> 07/13/12 Cash Ability Bikes Cooperative	 <u>\$2,500.00</u>	 <u>\$2,500.00</u>
Total Distributions Bikes Not Bombs 284 Amory Street Jamaica Plain, MA 02130	 <u>\$2,500.00</u> =====	 <u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Boston Rescue Mission 39 Kingston Street Boston, MA 02111		
03/16/12 Cash		
New Directions	\$20,000.00	\$20,000.00
Total Distributions Boston Rescue Mission 39 Kingston Street Boston, MA 02111	\$20,000.00 =====	\$20,000.00 =====
Bowery Mission 132 Madison Avenue New York, NY 10016		
06/19/12 Cash		
A New Beginning for Women in Crisis (1 of 3)	\$100,000.00	\$100,000.00
12/17/12 Cash		
Greenwich Benefit	5,000.00	5,000.00
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10016	\$105,000.00 =====	\$105,000.00 =====
Boys & Girls Clubs of Northeastern Pennsylvania 609 Ash Street Scranton, PA 18510		
02/21/12 Cash		
After School Program	\$2,500.00	\$2,500.00
Total Distributions Boys & Girls Clubs of Northeastern Pennsylvania 609 Ash Street Scranton, PA 18510	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Career Gear 120 Broadway, 36th Floor New York, NY 10271		
09/20/12 Cash		
Mast Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Career Gear 120 Broadway, 36th Floor New York, NY 10271	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Cathedral Kitchen 642 Market Street Camden, NJ 08102		
06/19/12 Cash		
Meal Program Crisis (1 of 3)	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Cathedral Kitchen 642 Market Street Camden, NJ 08102	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Choices, MFCGC 100 East Avenue Norwalk, CT 06851		
09/20/12 Cash		
Computer Lab to Support Digital Learning	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Choices, MFCGC 100 East Avenue Norwalk, CT 06851	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Church World Service 475 Riverside Drive New York, NY 10115		
<u>06/19/12</u> Cash		
Water/Food Security/Safe Zone (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Church World Service 475 Riverside Drive New York, NY 10115	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016		
<u>10/05/12</u> Cash		
Middle School Adolescent Library & Health Education Program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016	<u>\$20,000.00</u>	<u>\$20,000.00</u>
College Access Program 35 Redden Avenue New London, CT 06320		
<u>09/20/12</u> Cash		
Cap	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions College Access Program 35 Redden Avenue New London, CT 06320	<u>\$2,500.00</u>	<u>\$2,500.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Common Ground High School 358 Springside Avenue <u>New Haven, CT 06515</u> 03/16/12 Cash Above & Beyond	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Common Ground High School 358 Springside Avenue New Haven, CT 06515	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Common Hope 550 Vandalia Street PO Box 14298 <u>St Paul, MN 55114</u> 09/20/12 Cash Health Care Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Compassionate Care Hospice 11 Independence Way <u>Newark, DE 19713</u> 06/19/12 Cash Financial Help for Needy Hospice Patients & Families	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Compassionate Care Hospice 11 Independence Way Newark, DE 19713	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604		
05/21/12 Cash		
US Livelihoods Sector 2012	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830		
09/20/12 Cash		
Humanitarian Assistance & Scholarship & Leadership Program	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Corporation for Supportive Housing 77 Buckingham Street Hartford, CT 06106		
12/17/12 Cash		
Changing Systems, Improving Lives	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Corporation for Supportive Housing 77 Buckingham Street Hartford, CT 06106	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016		
12/17/12 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
CURE International 701 Bosler Avenue Lemoyne, PA 17033		
04/12/12 Cash		
Hydrocephalus Program (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
CURE International 701 Bosler Avenue Lemoyne, PA 17033	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
East Meets West Foundation PO Box 29292 Oakland, CA 94604		
11/09/12 Cash		
Breath of Life in the Philippines (2 of 2)	<u>\$37,500.00</u>	<u>\$37,500.00</u>
Total Distributions		
East Meets West Foundation PO Box 29292 Oakland, CA 94604	<u>\$37,500.00</u> =====	<u>\$37,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168		
11/09/12 Cash		
New York City Partner School Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168	<u>\$7,500.00</u>	<u>\$7,500.00</u>
	=====	=====
El Porvenir 48 Clifford Terrace San Francisco, CA 94117		
11/09/12 Cash		
Water & Sanitation in Rural Nicaragua (2 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
El Porvenir 48 Clifford Terrace San Francisco, CA 94117	<u>\$50,000.00</u>	<u>\$50,000.00</u>
	=====	=====
Episcopal Relief & Development 815 Second Avenue New York, NY 10017		
02/21/12 Cash		
Child Survival, Angola	<u>\$50,000.00</u>	<u>\$50,000.00</u>
12/17/12 Cash		
General Purposes	<u>7,500.00</u>	<u>7,500.00</u>
Total Distributions		
Episcopal Relief & Development 815 Second Avenue New York, NY 10017	<u>\$57,500.00</u>	<u>\$57,500.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Esperanza Academy 198 Garden Street <u>Lawrence, MA 01840</u> 02/21/12 Cash Extended Day Program	\$5,000.00	\$5,000.00
Total Distributions Esperanza Academy 198 Garden Street Lawrence, MA 01840	\$5,000.00 =====	\$5,000.00 =====
Fairfield County Tres Dias 438 Wheeler Park Avenue <u>Fairfield, CT 06432</u> 12/17/12 Cash General Purposes	\$3,000.00	\$3,000.00
Total Distributions Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432	\$3,000.00 =====	\$3,000.00 =====
Family Centers 40 Arch Street <u>Greenwich, CT 06830</u> 09/20/12 Cash Reaching Independence Through Employment (2 of 3)	\$15,000.00	\$15,000.00
Total Distributions Family Centers 40 Arch Street Greenwich, CT 06830	\$15,000.00 =====	\$15,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Family Service 430 North Canal Street Lawrence, MA 01840		
03/16/12 Cash		
Stand & Deliver	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Family Service 430 North Canal Street Lawrence, MA 01840	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601		
09/20/12 Cash		
National Produce Program	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Girard College Development Fund 2102 S. College Avenue Philadelphia, PA 19121		
03/16/12 Cash		
Step Up To Stem	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Girard College Development Fund 2102 S. College Avenue Philadelphia, PA 19121	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Global Health Media Probject Limited 30 Common Road Waitsfield, VT 05673		
02/21/12 Cash		
Expanding the Global Reach of the Story of Cholera	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Global Health Media Probject Limited 30 Common Road Waitsfield, VT 05673	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
Grace Christian School 602 High Ridge Road Stamford, CT 06905		
12/17/12 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Grace Christian School 602 High Ridge Road Stamford, CT 06905	<u>\$5,000.00</u>	<u>\$5,000.00</u>
	=====	=====
Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
07/13/12 Cash		
General Purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Greenwich Council of Boy Scouts of America 63 Mason Street Greenwich, CT 06830	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Habitat for Humanity of Greater Lowell 124 Main Street Westford, MA 01886		
12/17/12 Cash		
Transforming Neighborhood, Transforming Lives	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Habitat for Humanity of Greater Lowell 124 Main Street Westford, MA 01886	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====
Harlem Lacrosse and Leadership 2581 Adam Clayton Powell Blvd. New York, NY 10039		
12/17/12 Cash		
Travel Programming	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Harlem Lacrosse and Leadership 2581 Adam Clayton Powell Blvd. New York, NY 10039	<u>\$5,000.00</u>	<u>\$5,000.00</u>
	=====	=====
Hartford Youth Scholars 201 Ann Street, 5th Floor Hartford, CT 06103		
04/12/12 Cash		
Steppingstone Academy	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Hartford Youth Scholars 201 Ann Street, 5th Floor Hartford, CT 06103	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Hearing & Speech Center of Rochester 1000 Elmwood Avenue Rochester, NY 14620		
04/12/12 Cash		
Summer Services Outreach	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Hearing & Speech Center of Rochester 1000 Elmwood Avenue Rochester, NY 14620	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Innovations for Poverty Action 101 Whitney Avenue New Haven, CT 06510		
06/19/12 Cash		
General Purposes (1 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Innovations for Poverty Action 101 Whitney Avenue New Haven, CT 06510	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845		
10/05/12 Cash		
General Operating Support (1 of 3)	<u>\$100,000.00</u>	<u>\$100,000.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845 <u>(Cont'd)</u>		
10/05/12 Cash Professional Procurement Coordinator (1 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845	<u>\$125,000.00</u> =====	<u>\$125,000.00</u> =====
 Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101 <u>09/20/12 Cash</u>		
Fiscal Year 2013	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
 Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830 <u>02/21/12 Cash</u>		
Traveling Tunes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Junior Tennis Champions Center 5200 Paint Branch Parkway College Park, MD 20740		
05/21/12 Cash		
Game On	\$2,500.00	\$2,500.00
Total Distributions		
Junior Tennis Champions Center 5200 Paint Branch Parkway College Park, MD 20740	\$2,500.00 =====	\$2,500.00 =====
Kids in Crisis 1 Salem Street Cos Cob, CT 06807		
11/09/12 Cash		
Safe Haven for Kids	\$5,000.00	\$5,000.00
Total Distributions		
Kids in Crisis 1 Salem Street Cos Cob, CT 06807	\$5,000.00 =====	\$5,000.00 =====
Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118		
03/16/12 Cash		
Be Great: Graduate	\$2,500.00	\$2,500.00
Total Distributions		
Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Martin House P.O. Box 857 401 West Thomas Street, Bldg 700 Norwich, CT 06360		
02/21/12 Cash		
Adult Education/Living Skills Development Program	\$2,500.00	\$2,500.00
Total Distributions		
Martin House P.O. Box 857 401 West Thomas Street, Bldg 700 Norwich, CT 06360	\$2,500.00 =====	\$2,500.00 =====
Marymount Manhattan College 221 East 71st Street New York, NY 10021		
09/20/12 Cash		
Bedford Hills College Program	\$5,000.00	\$5,000.00
Total Distributions		
Marymount Manhattan College 221 East 71st Street New York, NY 10021	\$5,000.00 =====	\$5,000.00 =====
Meals on Wheels of Northampton County 4240 Fritch Drive Bethlehem, PA 18020		
04/12/12 Cash		
Facility Infrastructure Improvement Project	\$2,500.00	\$2,500.00
Total Distributions		
Meals on Wheels of Northampton County 4240 Fritch Drive Bethlehem, PA 18020	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Montana History Foundation PO Box 863 Helena, MT 59624		
12/17/12 Cash		
General Purposes	\$2,500.00	\$2,500.00
Total Distributions		
Montana History Foundation PO Box 863 Helena, MT 59624	\$2,500.00 =====	\$2,500.00 =====
Museum of the Confederacy 1201 East Clay Street Richmond, VA 25219		
12/17/12 Cash		
Library Intern Program	\$2,500.00	\$2,500.00
Total Distributions		
Museum of the Confederacy 1201 East Clay Street Richmond, VA 25219	\$2,500.00 =====	\$2,500.00 =====
Network for Teaching Entrepreneurship 70 West Red Oak Lane White Plains, NY 10604		
12/17/12 Cash		
Youth Entrepreneurship Education Program	\$40,000.00	\$40,000.00
Total Distributions		
Network for Teaching Entrepreneurship 70 West Red Oak Lane White Plains, NY 10604	\$40,000.00 =====	\$40,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
New England Center for Homeless Veterans 17 Court Street Boston, MA 02108		
06/19/12 Cash		
Refunding Veterans Training School	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
New England Center for Homeless Veterans		
17 Court Street		
Boston, MA 02108	<u>\$2,500.00</u>	<u>\$2,500.00</u>
	=====	=====
New York City Rescue Mission 90 Lafayette Street New York, NY 10013		
10/05/12 Cash		
General Operating Support	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
New York City Rescue Mission		
90 Lafayette Street		
New York, NY 10013	<u>\$10,000.00</u>	<u>\$10,000.00</u>
	=====	=====
New York Road Runners 9 East 89th Street New York, NY 10128		
12/17/12 Cash		
Mighty Milers Expansion & Enhancement	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New York Road Runners		
9 East 89th Street		
New York, NY 10128	<u>\$5,000.00</u>	<u>\$5,000.00</u>
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
NYU Stern School Henry Kaufman Management Center 44 West 4th Street, Suite 10-53 New York, NY 10012		
03/16/12 Cash		
Supplement for Niles Scholars	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
NYU Stern School Henry Kaufman Management Center 44 West 4th Street, Suite 10-53 New York, NY 10012	----- \$25,000.00 =====	----- \$25,000.00 =====
Open Hearth P.O. Box 1077 Hartford, CT 06143-1077		
12/17/12 Cash		
Transitional Living Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Open Hearth P.O. Box 1077 Hartford, CT 06143-1077	----- \$5,000.00 =====	----- \$5,000.00 =====
ORBIS 520 8th Avenue, 11th Floor New York, NY 10018		
10/05/12 Cash		
Eye Care in Bangladesh (2 of 2)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
ORBIS 520 8th Avenue, 11th Floor New York, NY 10018	----- \$40,000.00 =====	----- \$40,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036		
03/16/12 Cash		
Arts Education Programs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Philabundance 36616 South Galloway St Philadelphia, PA 19148		
09/20/12 Cash		
Community Kitchen	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Philabundance 36616 South Galloway St Philadelphia, PA 19148	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Pivot Ministries 485 Jane Street Bridgeport, CT 06608		
12/17/12 Cash		
General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Pivot Ministries 485 Jane Street Bridgeport, CT 06608	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Police Athletic League 34-1/2 East 12th Street New York, NY 10003		
09/20/12 Cash		
Rise	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Police Athletic League 34-1/2 East 12th Street New York, NY 10003	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624		
05/21/12 Cash		
Intervention Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Reach The World 329 East 82nd Street New York, NY 10028		
07/13/12 Cash		
Global Competence for College Readiness Initiative	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Reach The World 329 East 82nd Street New York, NY 10028	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001		
03/16/12 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
ReSurge Internation (f/k/a Interplast) 857 Maude Avenue Mountain View, CA 94043		
02/21/12 Cash		
Visiting Educator Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
ReSurge Internation (f/k/a Interplast) 857 Maude Avenue Mountain View, CA 94043	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
ROC Wheels 301 Gallatin Park Drive Bozeman, MT 59715		
07/13/12 Cash		
Wheels for Afghan Kids	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
ROC Wheels 301 Gallatin Park Drive Bozeman, MT 59715	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Ronald McDonald House Charities of Burlington, VT 16 South Winooksi Avenue Burlington, VT 05401		
02/21/12 Cash		
Ronald McDonald Care Mobile Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Ronald McDonald House Charities of Burlington, VT 16 South Winooksi Avenue Burlington, VT 05401	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101		
03/16/12 Cash		
Literacy Skills Building	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Salisbury School 251 Canaan Road Salisbury, CT 06068		
12/17/12 Cash		
Endowment Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Salisbury School 251 Canaan Road Salisbury, CT 06068	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Salvation Army P.O. Box 509 Hartford, CT 06141-0509 11/05/12 Cash Hurricane Sandy Relief	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Salvation Army P.O. Box 509 Hartford, CT 06141-0509	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029 09/20/12 Cash Reach for the Stars Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Shakespeare on Base United Way of Cumberland County 222 Maiden Lane Fayetteville, NC 28301 06/19/12 Cash General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Shakespeare on Base United Way of Cumberland County 222 Maiden Lane Fayetteville, NC 28301	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Shelter for the Homeless PO Box 1252 Stamford, CT 06902		
<u>02/21/12</u> Cash		
Work Force Development Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Shelter for the Homeless PO Box 1252 Stamford, CT 06902	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Sightsavers International PO Box 293 Washington, DC 20004		
<u>11/09/12</u> Cash		
Ghana Neglected Tropical Diseases Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Sightsavers International PO Box 293 Washington, DC 20004	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005		
<u>05/21/12</u> Cash		
Scholars Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Vincent Depaul Place 617 Main Street <u>Middletown, CT 06457</u> 02/21/12 Cash Meals & Community Assistance Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions St. Vincent Depaul Place 617 Main Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Steps to Success 19 Kennard Road <u>Brookline, MA 02445</u> 06/04/12 Cash School Success Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Steps to Success 19 Kennard Road Brookline, MA 02445	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Surgical Eye Expeditions International 6950 Hollister Ave., Suite 250 <u>Santa Barbara, CA 93117-2807</u> 05/21/12 Cash Diabetic Retinopathy Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Surgical Eye Expeditions International 6950 Hollister Ave., Suite 250 Santa Barbara, CA 93117-2807	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Teach For America 1441 K Street NW 12th Floor Washington, DC 20005		
<u>05/21/12</u> Cash		
General Operating Support	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Teach For America 1441 K Street NW 12th Floor Washington, DC 20005	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210		
<u>11/09/12</u> Cash		
Connections 2012	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
University of Michigan Law School PO Box 966 Ann Arbor, MI 48106		
<u>12/17/12</u> Cash		
Law School Fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
University of Michigan Law School PO Box 966 Ann Arbor, MI 48106	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162		
12/17/12 Cash		
Penn Fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001		
06/19/12 Cash		
Replication & Scaling of Eyeglasses Delivery	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890		
02/21/12 Cash		
Smilow-Burroughs Clubhouse After School Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016		
10/05/12 Cash		
Improving Wash Services for Idps Affected by Mali Crisis (1 of 2)	\$25,000.00	\$25,000.00
Total Distributions		
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016	\$25,000.00	\$25,000.00
	=====	=====
Water for People 6666 West Quincy Avenue Denver, CO 80235		
02/21/12 Cash		
Sanitation Education & Capacity Building (2 of 2)	\$40,000.00	\$40,000.00
Total Distributions		
Water for People 6666 West Quincy Avenue Denver, CO 80235	\$40,000.00	\$40,000.00
	=====	=====
World Vision Inc PO Box 9716 Federal Way, WA 98063-9716		
06/19/12 Cash		
Ethiopia Wash Program (1 of 5)	\$50,000.00	\$50,000.00
Total Distributions		
World Vision Inc PO Box 9716 Federal Way, WA 98063-9716	\$50,000.00	\$50,000.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Yellowstone Park Foundation 222 East Main Street Suite 301 <u>Bozeman, MT 59715</u> 12/17/12 Cash General Purposes	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions Yellowstone Park Foundation 222 East Main Street Suite 301 <u>Bozeman, MT 59715</u>	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Youth Transitions 4941 Angelina Drive <u>Knoxville, TN 37921</u> 09/20/12 Cash Culinary Student Internship	<u>\$6,000.00</u>	<u>\$6,000.00</u>
Total Distributions Youth Transitions 4941 Angelina Drive Knoxville, TN 37921	<u>\$6,000.00</u> =====	<u>\$6,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$1,336,000.00</u> =====	<u>\$1,336,000.00</u> =====

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
1-Q 2013	Family Health International (f/k/a SatelLife) Mobile Health Information System	\$50,000	\$150,000	(3 of 3)
Feb-13	Episcopal Relief & Development Child Survival Program (Angola)	\$50,000	\$250,000	(5 of 5)
Mar-13	American Friends of Oxford, Kellogg College to provide flexible accommodation at the Norham Manor Campus	\$25,000	\$75,000	(2 of 3)
Jul-13	Aqua Clara Foundation Kenya Project	\$20,000	\$60,000	(3 of 3)
Jul-13	Bowery Mission A New Beginning for Women in Crisis	\$50,000	\$200,000	(2 of 3)
Jul-13	Innovations for Poverty Action Making Evidence Have Influence	\$50,000	\$150,000	(2 of 3)
Jul-13	World Vision For Every Child Ethiopia WASH Program	\$50,000	\$250,000	(2 of 5)
Aug-13	Americares Emergency Response Capability Platform	\$25,000	\$75,000	(3 of 3)
Aug-13	Family Centers, Inc Reaching Independence Through Employment	\$15,000	\$45,000	(3 of 3)
Oct-13	IMEC General Purposes	\$100,000	\$300,000	(2 of 3)
Oct-13	IMEC Professional Procurement Coordinator	\$25,000	\$50,000	(2 of 2)
Oct-13	WaterAid America Improving WASH Services	\$25,000	\$50,000	(2 of 2)
Nov-13	El Porvenir Water & Sanitation in Rural Nicaragua Focusing on Boaco Province	\$50,000	\$150,000	(3 of 3)
TOTAL SCHEDULED GRANTS 2013		\$535,000		

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Mar-14	American Friends of Oxford, Kellogg College to provide flexible accommodation at the Norham Manor Campus	\$25,000	\$75,000	(3 of 3)
Jul-14	Bowery Mission A New Beginning for Women in Crisis	\$50,000	\$200,000	(3 of 3)
Jul-14	Innovations for Poverty Action Making Evidence Have Influence	\$50,000	\$150,000	(3 of 3)
Jul-14	World Vision For Every Child Ethiopia WASH Program	\$50,000	\$250,000	(3 of 5)
Oct-14	IMEC General Purposes	\$100,000	\$300,000	(3 of 3)
TOTAL SCHEDULED GRANTS 2014		\$275,000		
Jul-15	World Vision For Every Child Ethiopia WASH Program	\$50,000	\$250,000	(4 of 5)
TOTAL SCHEDULED GRANTS 2015		\$50,000		
Jul-16	World Vision For Every Child Ethiopia WASH Program	\$50,000	\$250,000	(5 of 5)
TOTAL SCHEDULED GRANTS 2016		\$50,000		
TOTAL SCHEDULED GRANTS		\$910,000		