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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 2012, and ending

Alma Gibbs Donchian Charitable
Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508A Employer identification number
06-1514400B Telephone number (see the instructions)
203-661-1000C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,637,573.
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 1,147,717.

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

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

b Accounting fees (attach sch)

c Other prof fees (attach sch) See St 3

17 Interest

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

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

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

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter 0)

c Adjusted net income (if negative, enter 0)

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		492,175.	338,393.	338,393.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)	Statement 6	108,676.	111,136.	152,841.
	b	Investments — corporate stock (attach schedule)	Statement 7	3,128,151.	3,015,672.	3,695,971.
	c	Investments — corporate bonds (attach schedule)	Statement 8	1,042,062.	1,213,388.	1,450,368.
	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)		4,771,064.	4,678,589.	5,637,573.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds		4,771,064.	4,678,589.	
	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)		4,771,064.	4,678,589.	
31	Total liabilities and net assets/fund balances (see instructions)		4,771,064.	4,678,589.		

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	4,771,064.
2	Enter amount from Part I, line 27a	2	-92,475.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,678,589.
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	4,678,589.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Increases per Schedule A-2 (Exhibit 5)		P	Various	Various
b Decreases per Schedule B-1 (Exhibit 6)		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 799,582.		555,797.	243,785.
b 348,135.		413,317.	-65,182.
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			243,785.
b			-65,182.
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	178,603.
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	367,132.	5,720,229.	0.064181
2010	349,920.	5,412,781.	0.064647
2009	348,263.	4,884,434.	0.071301
2008	365,232.	5,972,107.	0.061156
2007	416,213.	6,777,183.	0.061414

2 Total of line 1, column (d)	2	0.322699
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	0.064540
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,587,251.
5 Multiply line 4 by line 3	5	360,601.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,769.
7 Add lines 5 and 6	7	363,370.
8 Enter qualifying distributions from Part XII, line 4	8	366,442.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	2,769.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,769.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,769.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	3,020.	
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	3,020.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	251.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 251. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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.agdonchian.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>N/A</u>	15		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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country: _____				

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

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

	Yes	No
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__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	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__ , 20__ , 20__ , 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 ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Pres/Treas/D 5.00	52,500.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	V Pres/Sec/D 5.00	28,500.	0.	0.
Holly Hitchcock c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Director 3.00	15,000.	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	5,257,316.
b Average of monthly cash balances	1 b	415,020.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	5,672,336.
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	5,672,336.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	85,085.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,587,251.
6 Minimum investment return. Enter 5% of line 5	6	279,363.

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	279,363.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,769.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	2,769.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	276,594.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	276,594.
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	276,594.

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	366,442.
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	366,442.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,769.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	363,673.

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				276,594.
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	88,796.			
b From 2008	71,445.			
c From 2009	106,401.			
d From 2010	83,935.			
e From 2011	87,157.			
f Total of lines 3a through e	437,734.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 366,442.				
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				276,594.
e Remaining amount distributed out of corpus	89,848.			
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	527,582.			
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)	88,796.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	438,786.			
10 Analysis of line 9.				
a Excess from 2008	71,445.			
b Excess from 2009	106,401.			
c Excess from 2010	83,935.			
d Excess from 2011	87,157.			
e Excess from 2012	89,848.			

BAA

Form 990-PF (2012)

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 7).			see attached	278,000.
Total			3 a	278,000.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	154,077.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	178,603.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Class Action Proceeds			14	127.	
b Interest on tax refund			14	1.	
c IShares S&P GSCI					
d USTreas Infl Indx OID			14	2,460.	
e					
12 Subtotal. Add columns (b), (d), and (e)				335,268.	
13 Total. Add line 12, columns (b), (d), and (e)				13	335,268.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2012

Federal Statements

Page 1

Client VY-02920

Alma Gibbs Donchian Charitable
Foundation, Inc.

06-1514400

5/14/13

06.09PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class Action Proceeds	\$ 127.	127.	
Interest on tax refund	1.	1.	
USTreas Infl Indx OID	2,460.	2,460.	
Total	\$ 2,588.	\$ 2,588.	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fogarty Cohen Selby & Nemiroff LLC	\$ 2,625.	\$ 2,625.		
Total	\$ 2,625.	\$ 2,625.		\$ 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 - Investment Advisory	\$ 40,902.	\$ 40,902.		
BNY Affiliated funds fee	60.	60.		
Total	\$ 40,962.	\$ 40,962.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 balance due	\$ 690.			
2011 refund	-582.			
2012 1st quarter estimate	755.			
2012 2nd quarter estimate	755.			
2012 3rd quarter estimate	173.			
2012 4th quarter estimate	755.			
2012 payment	582.			
Total	\$ 3,128.	\$ 0.		\$ 0.

Client VY-02920

Alma Gibbs Donchian Charitable
Foundation, Inc.

06-1514400

5/14/13

06.09PM

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
Counsel on Foundations	\$ 1,240.			\$ 1,240.
Federal Express	21.			
Hagendoorn & Emond Ins. - D&O Ins	2,300.			2,300.
Lacerte - computer fee for tax prep	65.	\$ 65.		
Secretary of State-annual report	100.			
Total	\$ 3,726.	\$ 65.		\$ 3,540.

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Government Obligations (Exhibit 4)	Cost	\$ 111,136.	\$ 152,841.
		\$ 111,136.	\$ 152,841.
Total		\$ 111,136.	\$ 152,841.

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks (Exhibit 4)	Cost	\$ 3,015,672.	\$ 3,695,971.
Total		\$ 3,015,672.	\$ 3,695,971.

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds (Exhibit 4)	Cost	\$ 1,213,388.	\$ 1,450,368.
Total		\$ 1,213,388.	\$ 1,450,368.

Client VY-02920

Alma Gibbs Donchian Charitable
Foundation, Inc.

06-1514400

5/14/13

06 09PM

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

Name of Grant Program:

Name:

Care Of:

Foundation Services LLC

Street Address:

640 West Putnam Avenue, 3rd floor

City, State, Zip Code:

Greenwich, CT 06830

Telephone:

203-629-8320

E-Mail Address:

Form and Content:

Any applicant should submit an application form and
certification as to its tax exempt status. The
application form is available from the website.

Submission Deadlines:

None

Restrictions on Awards:

Mission Statement and Guidelines attached as Exhibit 8.

2012

Federal Supporting Detail

Page 1

Client VY-02920

Alma Gibbs Donchian Charitable
Foundation, Inc.

06-1514400

5/14/13

06 14PM

Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	97,916.
Interest per Schedule A-4 (Exhibit 2)		55,111.
Other Income per Schedule A-5 (Exhibit 3)		<u>1,050.</u>
Total	\$	<u><u>154,077.</u></u>

Other Revenue
Net investment income
IShares S&P GSCI

Per Schedule K-1: Interest income	\$	30.
Net long-term loss		-55.
Deductions subject to 2% floor		<u>-332.</u>
Total	\$	<u><u>-357.</u></u>

Schedule A-3

DIVIDENDS RECEIVED

Accenture Ltd Class A

05/15/12	Dividend Rec'd on	1,200	Shs.	\$810.00	
11/15/12	Dividend Rec'd on	1,000	Shs.	<u>810.00</u>	\$1,620.00

Agilent Technologies

04/25/12	Dividend Rec'd on	525	Shs.		52.50
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Air Prods & Chems Inc.

02/13/12	Dividend Rec'd on	525	Shs.	\$304.50	
05/14/12	Dividend Rec'd on	525	Shs.	336.00	
08/13/12	Dividend Rec'd on	525	Shs.	336.00	
11/13/12	Dividend Rec'd on	525	Shs.	<u>336.00</u>	1,312.50

Allstate Corp

01/03/12	Dividend Rec'd on	800	Shs.		168.00
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Apple Inc.

08/16/12	Dividend Rec'd on	250	Shs.	\$662.50	
11/15/12	Dividend Rec'd on	225	Shs.	<u>596.25</u>	1,258.75

AT&T Corp.

02/01/12	Dividend Rec'd on	250	Shs.	\$110.00	
05/01/12	Dividend Rec'd on	250	Shs.	110.00	
08/01/12	Dividend Rec'd on	250	Shs.	110.00	
11/01/12	Dividend Rec'd on	250	Shs.	<u>110.00</u>	440.00

Baxter International Inc

01/04/12	Dividend Rec'd on	850	Shs.	\$284.75	
04/02/12	Dividend Rec'd on	650	Shs.	217.75	
07/02/12	Dividend Rec'd on	650	Shs.	<u>217.75</u>	720.25

BB&T Corporation

02/01/12	Dividend Rec'd on	1,050	Shs.	\$168.00	
05/01/12	Dividend Rec'd on	1,300	Shs.	260.00	
08/01/12	Dividend Rec'd on	1,300	Shs.	260.00	
11/01/12	Dividend Rec'd on	1,300	Shs.	<u>260.00</u>	948.00

Schedule A-3 (Cont'd)

BNY Mellon International-M

01/17/12	Dividend Rec'd on	13,872.832 Shs.	\$19.97	
02/13/12	Dividend Rec'd on	13,872.832 Shs.	63.93	
03/12/12	Dividend Rec'd on	13,872.832 Shs.	63.79	
04/16/12	Dividend Rec'd on	11,819.444 Shs.	68.34	
05/14/12	Dividend Rec'd on	11,819.444 Shs.	55.08	
06/11/12	Dividend Rec'd on	11,819.444 Shs.	52.88	
07/16/12	Dividend Rec'd on	11,819.444 Shs.	49.71	
08/13/12	Dividend Rec'd on	11,819.444 Shs.	53.26	
09/17/12	Dividend Rec'd on	11,819.444 Shs.	55.85	
10/15/12	Dividend Rec'd on	11,819.444 Shs.	56.36	
11/13/12	Dividend Rec'd on	11,819.444 Shs.	58.43	
12/17/12	Dividend Rec'd on	11,819.444 Shs.	56.25	
12/19/12	Dividend Rec'd on	11,819.444 Shs.	<u>3,768.04</u>	\$4,421.89

BNY Mellon Mid Cap Stock Fund

01/17/12	Dividend Rec'd on	12,376.238 Shs.	\$85.93	
02/13/12	Dividend Rec'd on	12,376.238 Shs.	88.25	
03/12/12	Dividend Rec'd on	12,376.238 Shs.	88.18	
04/16/12	Dividend Rec'd on	12,376.238 Shs.	95.07	
05/14/12	Dividend Rec'd on	12,376.238 Shs.	91.15	
06/11/12	Dividend Rec'd on	12,376.238 Shs.	90.21	
07/16/12	Dividend Rec'd on	12,376.238 Shs.	83.86	
08/13/12	Dividend Rec'd on	12,376.238 Shs.	<u>88.77</u>	711.42

BNY Mellon Emerging Mkts-M

01/17/12	Dividend Rec'd on	36,764.706 Shs.	\$62.76	
02/13/12	Dividend Rec'd on	36,764.706 Shs.	205.00	
03/12/12	Dividend Rec'd on	36,764.706 Shs.	210.83	
04/16/12	Dividend Rec'd on	36,764.706 Shs.	224.73	
05/14/12	Dividend Rec'd on	36,764.706 Shs.	210.95	
06/11/12	Dividend Rec'd on	36,764.706 Shs.	201.73	
07/16/12	Dividend Rec'd on	36,764.706 Shs.	188.64	
08/13/12	Dividend Rec'd on	36,764.706 Shs.	198.56	
09/17/12	Dividend Rec'd on	36,764.706 Shs.	204.11	
10/15/12	Dividend Rec'd on	36,764.706 Shs.	202.34	
11/13/12	Dividend Rec'd on	36,764.706 Shs.	211.59	
12/17/12	Dividend Rec'd on	36,764.706 Shs.	203.09	
12/20/12	Dividend Rec'd on	36,764.706 Shs.	<u>3,617.65</u>	5,941.98

BNY Mellon Intl Equity Income Fund

04/16/12	Dividend Rec'd on	4,415.011 Shs.	\$1.98
05/14/12	Dividend Rec'd on	4,415.011 Shs.	28.81

Schedule A-3 (Cont'd)

BNY Mellon Intl Equity Income Fund

(Cont'd)

06/04/12	Dividend Rec'd on	4,415.011 Shs.	\$1,108.17	
06/11/12	Dividend Rec'd on	4,415.011 Shs.	27.00	
07/16/12	Dividend Rec'd on	4,415.011 Shs.	25.71	
08/13/12	Dividend Rec'd on	4,415.011 Shs.	27.70	
09/05/12	Dividend Rec'd on	4,415.011 Shs.	772.63	
09/17/12	Dividend Rec'd on	4,415.011 Shs.	28.95	
10/15/12	Dividend Rec'd on	4,415.011 Shs.	28.55	
11/13/12	Dividend Rec'd on	4,415.011 Shs.	29.72	
12/17/12	Dividend Rec'd on	4,415.011 Shs.	28.62	
12/31/12	Dividend Rec'd on	4,415.011 Shs.	<u>689.18</u>	\$2,797.02

BNY Mellon M/C Multi-Strategy Fund

09/17/12	Dividend Rec'd on	16,682.87 Shs.	\$99.16	
10/15/12	Dividend Rec'd on	16,682.87 Shs.	122.58	
11/13/12	Dividend Rec'd on	16,682.87 Shs.	125.52	
12/11/12	Dividend Rec'd on	16,682.87 Shs.	453.77	
12/11/12	Dividend Rec'd on	16,682.87 Shs.		
	Received from Principal -			
	Capital gain distribution			
	allocable to Income		4,042.26	
12/17/12	Dividend Rec'd on	16,682.87 Shs.	<u>96.53</u>	4,939.82

Cardinal Health Inc.

01/17/12	Dividend Rec'd on	500 Shs.		107.50
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Carnival Corp

03/16/12	Dividend Rec'd on	850 Shs.	\$212.50	
06/15/12	Dividend Rec'd on	850 Shs.	212.50	
09/14/12	Dividend Rec'd on	850 Shs.	212.50	
12/14/12	Dividend Rec'd on	850 Shs.	212.50	
12/28/12	Dividend Rec'd on	850 Shs.	<u>425.00</u>	1,275.00

Caterpillar Inc.

02/21/12	Dividend Rec'd on	475 Shs.	\$218.50	
05/21/12	Dividend Rec'd on	475 Shs.	218.50	
08/17/12	Dividend Rec'd on	475 Shs.	247.00	
11/20/12	Dividend Rec'd on	475 Shs.	247.00	
12/31/12	Dividend Rec'd on	475 Shs.	<u>247.00</u>	1,178.00

Schedule A-3 (Cont'd)

Chevron Corporation

03/12/12	Dividend	Rec'd on	375	Shs.	\$303.75	
06/11/12	Dividend	Rec'd on	375	Shs.	337.50	
09/10/12	Dividend	Rec'd on	375	Shs.	337.50	
12/10/12	Dividend	Rec'd on	375	Shs.	<u>337.50</u>	\$1,316.25

Citigroup Inc

02/24/12	Dividend	Rec'd on	650	Shs.	\$6.50	
05/25/12	Dividend	Rec'd on	650	Shs.	6.50	
08/24/12	Dividend	Rec'd on	650	Shs.	<u>6.50</u>	19.50

Coca Cola Co

04/02/12	Dividend	Rec'd on	650	Shs.	\$331.50	
07/02/12	Dividend	Rec'd on	650	Shs.	331.50	
10/01/12	Dividend	Rec'd on	1,300	Shs.	331.50	
12/17/12	Dividend	Rec'd on	1,300	Shs.	<u>331.50</u>	1,326.00

Comcast Corp Cl A

10/24/12	Dividend	Rec'd on	1,000	Shs.		162.50
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Costco Whsl Corp New

11/30/12	Dividend	Rec'd on	200	Shs.	\$55.00	
12/18/12	Dividend	Rec'd on	200	Shs.	<u>1,400.00</u>	1,455.00

Covidien PLC

02/22/12	Dividend	Rec'd on	675	Shs.	\$151.88	
05/07/12	Dividend	Rec'd on	675	Shs.	151.88	
08/16/12	Dividend	Rec'd on	675	Shs.	151.88	
11/05/12	Dividend	Rec'd on	675	Shs.	175.50	
12/27/12	Dividend	Rec'd on	675	Shs.	<u>175.50</u>	806.64

ConocoPhillips

03/01/12	Dividend	Rec'd on	500	Shs.	\$330.00	
06/01/12	Dividend	Rec'd on	500	Shs.	330.00	
09/04/12	Dividend	Rec'd on	500	Shs.	330.00	
12/03/12	Dividend	Rec'd on	500	Shs.	<u>330.00</u>	1,320.00

Dover Corp.

03/15/12	Dividend	Rec'd on	525	Shs.	\$165.38	
06/15/12	Dividend	Rec'd on	525	Shs.	165.38	

Schedule A-3 (Cont'd)

Dover Corp.
(Cont'd)

09/17/12	Dividend Rec'd on	525	Shs.	\$183.75	
12/17/12	Dividend Rec'd on	525	Shs.	<u>183.75</u>	\$698.26

Dreyfus Pre Strat Inter ST-I

01/17/12	Dividend Rec'd on	9,750.268	Shs.	\$45.43	
02/13/12	Dividend Rec'd on	9,750.268	Shs.	62.17	
03/12/12	Dividend Rec'd on	9,750.268	Shs.	61.85	
04/16/12	Dividend Rec'd on	8,282.917	Shs.	66.83	
05/14/12	Dividend Rec'd on	8,282.917	Shs.	55.09	
06/11/12	Dividend Rec'd on	8,282.917	Shs.	54.42	
07/16/12	Dividend Rec'd on	8,282.917	Shs.	51.39	
08/13/12	Dividend Rec'd on	8,282.917	Shs.	55.26	
09/17/12	Dividend Rec'd on	8,282.917	Shs.	57.20	
10/15/12	Dividend Rec'd on	8,282.917	Shs.	56.68	
11/13/12	Dividend Rec'd on	8,282.917	Shs.	58.77	
12/17/12	Dividend Rec'd on	8,282.917	Shs.	56.73	
12/31/12	Dividend Rec'd on	8,282.917	Shs.	<u>1,981.27</u>	2,663.09

Dreyfus Emerging Markets Fund

01/17/12	Dividend Rec'd on	27,167.731	Shs.		123.34
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Dreyfus Diversified Intl-I

01/17/12	Dividend Rec'd				18.49
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Dreyfus/Newton International
Equity-I

01/17/12	Dividend Rec'd on	5,446.623	Shs.	\$41.02	
02/13/12	Dividend Rec'd on	5,446.623	Shs.	41.43	
03/12/12	Dividend Rec'd on	5,446.623	Shs.	41.33	
04/16/12	Dividend Rec'd on	4,833.502	Shs.	44.69	
05/14/12	Dividend Rec'd on	4,833.502	Shs.	38.45	
06/11/12	Dividend Rec'd on	4,833.502	Shs.	37.71	
07/16/12	Dividend Rec'd on	4,833.502	Shs.	35.79	
08/13/12	Dividend Rec'd on	4,833.502	Shs.	38.31	
09/17/12	Dividend Rec'd on	4,833.502	Shs.	39.88	
10/15/12	Dividend Rec'd on	4,833.502	Shs.	40.04	
11/13/12	Dividend Rec'd on	4,833.502	Shs.	41.78	
12/14/12	Dividend Rec'd on	4,833.502	Shs.	1,268.79	
12/17/12	Dividend Rec'd on	4,833.502	Shs.	<u>39.88</u>	1,749.10

Schedule A-3 (Cont'd)

Dreyfus Opportunistic S/C

01/17/12	Dividend Rec'd on	2,024.291 Shs.	\$29.84	
02/13/12	Dividend Rec'd on	2,024.291 Shs.	30.98	
03/12/12	Dividend Rec'd on	2,024.291 Shs.	31.37	
04/16/12	Dividend Rec'd on	2,024.291 Shs.	33.93	
05/14/12	Dividend Rec'd on	2,024.291 Shs.	32.43	
06/11/12	Dividend Rec'd on	2,024.291 Shs.	31.67	
07/16/12	Dividend Rec'd on	2,024.291 Shs.	29.34	
08/13/12	Dividend Rec'd on	2,024.291 Shs.	31.65	
09/17/12	Dividend Rec'd on	2,024.291 Shs.	32.73	
10/15/12	Dividend Rec'd on	2,024.291 Shs.	33.57	
11/13/12	Dividend Rec'd on	2,024.291 Shs.	33.59	
12/17/12	Dividend Rec'd on	2,024.291 Shs.	<u>31.81</u>	\$382.91

Dreyfus High Yield-I

01/03/12	Dividend Rec'd on	13,769.363 Shs.	\$549.60	
01/17/12	Dividend Rec'd on	13,769.363 Shs.	40.97	
02/02/12	Dividend Rec'd on	13,769.363 Shs.	541.78	
02/13/12	Dividend Rec'd on	13,769.363 Shs.	41.63	
03/02/12	Dividend Rec'd on	13,769.363 Shs.	506.41	
03/12/12	Dividend Rec'd on	13,769.363 Shs.	39.70	
04/03/12	Dividend Rec'd on	13,769.363 Shs.	517.43	
04/16/12	Dividend Rec'd on	13,769.363 Shs.	42.62	
05/02/12	Dividend Rec'd on	13,769.363 Shs.	531.35	
05/14/12	Dividend Rec'd on	13,769.363 Shs.	41.03	
06/01/12	Dividend Rec'd on	13,769.363 Shs.	532.67	
06/11/12	Dividend Rec'd on	13,769.363 Shs.	42.31	
07/02/12	Dividend Rec'd on	13,769.363 Shs.	477.90	
07/16/12	Dividend Rec'd on	13,769.363 Shs.	40.44	
08/01/12	Dividend Rec'd on	13,769.363 Shs.	511.78	
08/13/12	Dividend Rec'd on	13,769.363 Shs.	42.56	
09/04/12	Dividend Rec'd on	13,769.363 Shs.	493.44	
09/17/12	Dividend Rec'd on	13,769.363 Shs.	42.97	
10/01/12	Dividend Rec'd on	13,769.363 Shs.	451.75	
10/15/12	Dividend Rec'd on	13,769.363 Shs.	42.06	
11/02/12	Dividend Rec'd on	13,769.363 Shs.	537.12	
11/13/12	Dividend Rec'd on	13,769.363 Shs.	43.58	
12/03/12	Dividend Rec'd on	13,769.363 Shs.	510.39	
12/17/12	Dividend Rec'd on	13,769.363 Shs.	<u>42.01</u>	6,663.50

Duke Energy Holding Corp

03/16/12	Dividend Rec'd on	2,450 Shs.	\$612.50	
06/18/12	Dividend Rec'd on	1,950 Shs.	<u>487.50</u>	1,100.00

Schedule A-3 (Cont'd)

Duke Energy Corp.

09/17/12	Dividend Rec'd on	650	Shs.	\$497.25	
12/17/12	Dividend Rec'd on	650	Shs.	<u>497.25</u>	\$994.50

Eaton Corporation Common

02/24/12	Dividend Rec'd on	950	Shs.	\$361.00	
05/25/12	Dividend Rec'd on	950	Shs.	361.00	
08/24/12	Dividend Rec'd on	950	Shs.	361.00	
10/19/12	Dividend Rec'd on	950	Shs.	<u>361.00</u>	1,444.00

E I DuPont DeNemours & Company

03/14/12	Dividend Rec'd on	600	Shs.	\$246.00	
06/12/12	Dividend Rec'd on	600	Shs.	258.00	
09/12/12	Dividend Rec'd on	600	Shs.	258.00	
12/14/12	Dividend Rec'd on	600	Shs.	<u>258.00</u>	1,020.00

Exxon Mobil

03/09/12	Dividend Rec'd on	1,600	Shs.	\$752.00	
06/11/12	Dividend Rec'd on	1,350	Shs.	769.50	
09/10/12	Dividend Rec'd on	1,350	Shs.	769.50	
12/10/12	Dividend Rec'd on	1,350	Shs.	<u>769.50</u>	3,060.50

Freeport McMoran Copper & Gold
Inc Class B

02/01/12	Dividend Rec'd on	1,600	Shs.	\$400.00	
05/01/12	Dividend Rec'd on	1,600	Shs.	500.00	
08/01/12	Dividend Rec'd on	1,600	Shs.	500.00	
11/01/12	Dividend Rec'd on	1,600	Shs.	<u>500.00</u>	1,900.00

General Electric

01/25/12	Dividend Rec'd on	2,600	Shs.	\$442.00	
04/25/12	Dividend Rec'd on	2,600	Shs.	442.00	
07/25/12	Dividend Rec'd on	2,075	Shs.	352.75	
10/25/12	Dividend Rec'd on	2,075	Shs.	<u>352.75</u>	1,589.50

Home Depot

03/22/12	Dividend Rec'd on	900	Shs.	\$261.00	
06/14/12	Dividend Rec'd on	900	Shs.	261.00	
09/13/12	Dividend Rec'd on	900	Shs.	261.00	
12/13/12	Dividend Rec'd on	900	Shs.	<u>261.00</u>	1,044.00

Schedule A-3 (Cont'd)

Honeywell International Inc.

03/09/12	Dividend Rec'd on	1,000	Shs.	\$372.50	
06/08/12	Dividend Rec'd on	1,000	Shs.	372.50	
09/10/12	Dividend Rec'd on	1,000	Shs.	372.50	
12/10/12	Dividend Rec'd on	1,000	Shs.	<u>410.00</u>	\$1,527.50

Ingersoll-Rand PLC

03/30/12	Dividend Rec'd on	650	Shs.	\$104.00	
06/29/12	Dividend Rec'd on	650	Shs.	104.00	
09/28/12	Dividend Rec'd on	650	Shs.	104.00	
12/28/12	Dividend Rec'd on	650	Shs.	<u>104.00</u>	416.00

Intel Corporation

03/01/12	Dividend Rec'd on	2,800	Shs.	\$588.00	
06/01/12	Dividend Rec'd on	2,800	Shs.	588.00	
09/04/12	Dividend Rec'd on	2,150	Shs.	483.75	
12/03/12	Dividend Rec'd on	2,150	Shs.	<u>483.75</u>	2,143.50

International Business Machines

03/12/12	Dividend Rec'd on	475	Shs.	\$356.25	
06/11/12	Dividend Rec'd on	475	Shs.	403.75	
09/10/12	Dividend Rec'd on	400	Shs.	340.00	
12/10/12	Dividend Rec'd on	400	Shs.	<u>340.00</u>	1,440.00

Johnson Ctls Inc.

01/03/12	Dividend Rec'd on	800	Shs.	\$144.00	
04/03/12	Dividend Rec'd on	800	Shs.	144.00	
07/03/12	Dividend Rec'd on	800	Shs.	144.00	
10/02/12	Dividend Rec'd on	800	Shs.	144.00	
12/28/12	Dividend Rec'd on	800	Shs.	<u>152.00</u>	728.00

JP Morgan Chase & Co.

01/31/12	Dividend Rec'd on	1,175	Shs.	\$293.75	
04/30/12	Dividend Rec'd on	1,175	Shs.	352.50	
07/31/12	Dividend Rec'd on	1,175	Shs.	352.50	
10/31/12	Dividend Rec'd on	1,175	Shs.	<u>352.50</u>	1,351.25

Kimberly Clark Corporation

01/04/12	Dividend Rec'd on	500	Shs.	\$350.00	
04/03/12	Dividend Rec'd on	500	Shs.	370.00	
07/03/12	Dividend Rec'd on	500	Shs.	370.00	

Schedule A-3 (Cont'd)

Kimberly Clark Corporation
(Cont'd)

10/02/12	Dividend Rec'd on	500	Shs.	<u>\$370.00</u>	\$1,460.00
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Kraft Foods Inc. Cl A

01/13/12	Dividend Rec'd on	1,300	Shs.	\$377.00	
04/16/12	Dividend Rec'd on	1,300	Shs.	377.00	
07/16/12	Dividend Rec'd on	1,300	Shs.	377.00	
10/15/12	Dividend Rec'd on	1,300	Shs.	<u>377.00</u>	1,508.00

Lily Eli & Co

12/10/12	Dividend Rec'd on	1,000	Shs.		490.00
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Marathon Oil Corp.

03/12/12	Dividend Rec'd on	700	Shs.	\$119.00	
06/11/12	Dividend Rec'd on	700	Shs.	119.00	
09/10/12	Dividend Rec'd on	700	Shs.	119.00	
12/10/12	Dividend Rec'd on	700	Shs.	<u>119.00</u>	476.00

Mead Johnson Nutrition

04/03/12	Dividend Rec'd on	300	Shs.	\$90.00	
07/06/12	Dividend Rec'd on	300	Shs.	90.00	
10/01/12	Dividend Rec'd on	300	Shs.	<u>90.00</u>	270.00

Merck & Co Inc.

04/06/12	Dividend Rec'd on	850	Shs.	\$357.00	
07/09/12	Dividend Rec'd on	850	Shs.	357.00	
10/05/12	Dividend Rec'd on	850	Shs.	<u>357.00</u>	1,071.00

Metlife Inc.

12/14/12	Dividend Rec'd on	525	Shs.		388.50
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Noble Energy Inc.

05/21/12	Dividend Rec'd on	200	Shs.	\$44.00	
08/20/12	Dividend Rec'd on	200	Shs.	44.00	
11/19/12	Dividend Rec'd on	200	Shs.	<u>50.00</u>	138.00

Procter & Gamble

02/15/12	Dividend Rec'd on	1,000	Shs.	\$525.00	
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Schedule A-3 (Cont'd)

Procter & Gamble
(Cont'd)

05/15/12	Dividend Rec'd on	1,000	Shs.	\$562.00	
08/15/12	Dividend Rec'd on	1,000	Shs.	562.00	
11/15/12	Dividend Rec'd on	1,000	Shs.	<u>562.00</u>	\$2,211.00

Pepsico Inc.

01/03/12	Dividend Rec'd on	1,300	Shs.	\$669.50	
03/30/12	Dividend Rec'd on	1,300	Shs.	669.50	
06/29/12	Dividend Rec'd on	1,300	Shs.	698.75	
09/28/12	Dividend Rec'd on	1,300	Shs.	<u>698.75</u>	2,736.50

Philip Morris International, Inc.

01/10/12	Dividend Rec'd on	925	Shs.	\$712.25	
04/12/12	Dividend Rec'd on	925	Shs.	712.25	
07/12/12	Dividend Rec'd on	775	Shs.	596.75	
10/11/12	Dividend Rec'd on	775	Shs.	<u>658.75</u>	2,680.00

PNC Financial Services Group

02/06/12	Dividend Rec'd on	450	Shs.	\$157.50	
05/07/12	Dividend Rec'd on	650	Shs.	260.00	
08/06/12	Dividend Rec'd on	650	Shs.	260.00	
11/05/12	Dividend Rec'd on	650	Shs.	<u>260.00</u>	937.50

Pfizer Inc.

03/06/12	Dividend Rec'd on	650	Shs.	\$143.00	
06/05/12	Dividend Rec'd on	650	Shs.	143.00	
09/05/12	Dividend Rec'd on	2,600	Shs.	572.00	
12/04/12	Dividend Rec'd on	2,600	Shs.	<u>572.00</u>	1,430.00

Qualcomm

03/23/12	Dividend Rec'd on	450	Shs.	\$96.75	
06/20/12	Dividend Rec'd on	450	Shs.	112.50	
09/26/12	Dividend Rec'd on	450	Shs.	112.50	
12/21/12	Dividend Rec'd on	450	Shs.	<u>112.50</u>	434.25

Schlumberger Limited

01/06/12	Dividend Rec'd on	1,000	Shs.	\$250.00	
04/13/12	Dividend Rec'd on	1,000	Shs.	275.00	
07/13/12	Dividend Rec'd on	1,000	Shs.	275.00	
10/12/12	Dividend Rec'd on	1,000	Shs.	<u>275.00</u>	1,075.00

Schedule A-3 (Cont'd)

Sempra Energy

01/17/12	Dividend Rec'd on	600	Shs.	\$288.00	
04/16/12	Dividend Rec'd on	600	Shs.	360.00	
07/16/12	Dividend Rec'd on	600	Shs.	360.00	
10/15/12	Dividend Rec'd on	600	Shs.	<u>360.00</u>	\$1,368.00

Shire PLC

04/12/12	Dividend Rec'd on	300	Shs.	\$113.31	
10/04/12	Dividend Rec'd on	300	Shs.	<u>24.57</u>	137.88

SPDR S&P Midcap 400

01/31/12	Dividend Rec'd on	650	Shs.	\$344.10	
04/30/12	Dividend Rec'd on	650	Shs.	249.24	
07/31/12	Dividend Rec'd on	500	Shs.	255.08	
10/31/12	Dividend Rec'd on	250	Shs.	<u>102.65</u>	951.07

State Street Corp.

10/12/12	Dividend Rec'd on	500	Shs.		120.00
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TCW Emerging Markets Income Fund

02/01/12	Dividend Rec'd on	10,349.288	Shs.	\$439.84	
03/01/12	Dividend Rec'd on	10,349.288	Shs.	439.84	
04/02/12	Dividend Rec'd on	10,349.288	Shs.	413.97	
05/01/12	Dividend Rec'd on	10,349.288	Shs.	413.97	
06/01/12	Dividend Rec'd on	10,349.288	Shs.	413.97	
07/03/12	Dividend Rec'd on	10,349.288	Shs.	413.97	
08/02/12	Dividend Rec'd on	10,349.288	Shs.	465.72	
09/04/12	Dividend Rec'd on	10,349.288	Shs.	465.72	
10/01/12	Dividend Rec'd on	10,349.288	Shs.	465.72	
11/05/12	Dividend Rec'd on	10,349.288	Shs.	465.72	
12/03/12	Dividend Rec'd on	10,349.288	Shs.	<u>465.72</u>	4,864.16

Union Pacific Corp.

01/03/12	Dividend Rec'd on	300	Shs.	\$180.00	
04/02/12	Dividend Rec'd on	300	Shs.	180.00	
07/02/12	Dividend Rec'd on	300	Shs.	180.00	
10/01/12	Dividend Rec'd on	300	Shs.	<u>180.00</u>	720.00

United Technologies Corporation

03/12/12	Dividend Rec'd on	600	Shs.	\$288.00	
06/11/12	Dividend Rec'd on	600	Shs.	288.00	

Schedule A-3 (Cont'd)

United Technologies Corporation
(Cont'd)

09/10/12	Dividend Rec'd on	600	Shs.	\$321.00	
12/10/12	Dividend Rec'd on	600	Shs.	<u>321.00</u>	\$1,218.00

US Bancorp

01/17/12	Dividend Rec'd on	600	Shs.	\$75.00	
04/16/12	Dividend Rec'd on	600	Shs.	117.00	
07/16/12	Dividend Rec'd on	600	Shs.	117.00	
10/15/12	Dividend Rec'd on	600	Shs.	<u>117.00</u>	426.00

Valero Energy Corp New

03/14/12	Dividend Rec'd on	1,000	Shs.	\$150.00	
06/20/12	Dividend Rec'd on	1,000	Shs.	150.00	
09/12/12	Dividend Rec'd on	1,000	Shs.	175.00	
12/12/12	Dividend Rec'd on	1,000	Shs.	<u>175.00</u>	650.00

Verizon Communications

02/01/12	Dividend Rec'd on	800	Shs.	\$400.00	
05/01/12	Dividend Rec'd on	800	Shs.	400.00	
08/01/12	Dividend Rec'd on	800	Shs.	400.00	
11/01/12	Dividend Rec'd on	800	Shs.	<u>412.00</u>	1,612.00

Walt Disney Co.

01/18/12	Dividend Rec'd on	800	Shs.	\$480.00	
12/28/12	Dividend Rec'd on	800	Shs.	<u>600.00</u>	1,080.00

Wells Fargo & Company

03/01/12	Dividend Rec'd on	650	Shs.	\$78.00	
03/30/12	Dividend Rec'd on	650	Shs.	65.00	
06/01/12	Dividend Rec'd on	650	Shs.	143.00	
09/04/12	Dividend Rec'd on	650	Shs.	143.00	
12/03/12	Dividend Rec'd on	650	Shs.	<u>143.00</u>	572.00

YUM! Brands Inc.

02/03/12	Dividend Rec'd on	450	Shs.	\$128.25	
05/04/12	Dividend Rec'd on	450	Shs.	128.25	
08/03/12	Dividend Rec'd on	450	Shs.	128.25	

Schedule A-3 (Cont'd)

YUM! Brands Inc.
(Cont'd)

11/02/12	Dividend Rec'd on	450	Shs.	<u>\$150.75</u>	<u>\$535.50</u>
TOTAL SCHEDULE A-3					\$97,916.32 =====

Schedule A-4

INTEREST RECEIVED

Astrazeneca PLC
5.4% Due 06/01/14

06/01/12	Interest Rec'd on	\$50,000.00	\$1,350.00	
12/03/12	Interest Rec'd on	\$50,000.00	<u>1,350.00</u>	\$2,700.00

AT&T, Inc.
5.8% Due 02/15/19

02/15/12	Interest Rec'd on	\$50,000.00	\$1,450.00	
08/15/12	Interest Rec'd on	\$50,000.00	<u>1,450.00</u>	2,900.00

Barclays Bank PLC
5% Due 09/22/16

03/22/12	Interest Rec'd on	\$50,000.00	\$1,250.00	
09/24/12	Interest Rec'd on	\$50,000.00	<u>1,250.00</u>	
			<u>\$2,500.00</u>	
02/23/12	Less: Interest Paid on Purchase		<u>1,048.61-</u>	1,451.39

Blackrock, Inc.
6.25% Due 09/15/17

03/15/12	Interest Rec'd on	\$50,000.00	\$1,562.50	
09/17/12	Interest Rec'd on	\$50,000.00	<u>1,562.50</u>	3,125.00

Boeing Capital Corp.
3.25% Due 12/15/11

04/27/12	Interest Rec'd on	\$35,000.00	\$568.75	
10/29/12	Interest Rec'd on	\$35,000.00	<u>568.75</u>	1,137.50

Bristol Myers Squibb Company
4.75% Due 10/01/06

08/01/12	Interest Rec'd on	\$1,300.00		442.00
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Cisco Systems, Inc.
1.625% Due 03/14/14

09/14/12	Interest Rec'd on	\$50,000.00	\$406.25	
04/13/12	Less: Interest Paid on Purchase		<u>65.45-</u>	340.80

Schedule A-4 (Cont'd)

CRA 12 (BNY Mellon, NA, Member
FDIC)

11/01/12	Interest Rec'd		\$25.07	
12/03/12	Interest Rec'd		<u>31.38</u>	\$56.45

Credit Suisse Fb USA

5.125% Due 08/15/15

02/15/12	Interest Rec'd on	\$50,000.00	\$1,281.25	
08/15/12	Interest Rec'd on	\$50,000.00	<u>1,281.25</u>	2,562.50

Deutsche Bank AG Lond

3.45% Due 03/30/15

03/30/12	Interest Rec'd on	\$50,000.00	\$862.50	
10/01/12	Interest Rec'd on	\$50,000.00	<u>862.50</u>	1,725.00

Dominion Resources Inc.

5% Due 03/15/13

03/15/12	Interest Rec'd on	\$100,000.00	\$2,500.00	
09/17/12	Interest Rec'd on	\$100,000.00	<u>2,500.00</u>	5,000.00

Federated Government Obligation

Fund No 395

01/03/12	Interest Rec'd		\$4.18	
02/01/12	Interest Rec'd		3.76	
03/01/12	Interest Rec'd		3.61	
04/02/12	Interest Rec'd		3.83	
05/01/12	Interest Rec'd		3.25	
06/01/12	Interest Rec'd		3.05	
07/02/12	Interest Rec'd		3.00	
08/01/12	Interest Rec'd		3.23	
09/04/12	Interest Rec'd		4.48	
10/01/12	Interest Rec'd		3.20	
11/01/12	Interest Rec'd		<u>1.38</u>	36.97

General Electric Capital Corp.

5.25% Due 10/19/12

04/19/12	Interest Rec'd on	\$50,000.00	\$1,312.50	
10/19/12	Interest Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

Schedule A-4 (Cont'd)

General Electric Capital Corp.

5.625% Due 05/01/18

11/30/12	Less: Interest Paid on Purchase			\$226.56-
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Goldman Sachs Group Inc.

5.25% Due 10/15/13

04/16/12	Interest Rec'd on	\$100,000.00	\$2,625.00	
10/15/12	Interest Rec'd on	\$100,000.00	<u>2,625.00</u>	5,250.00

HSBC Finance Corp.

5% Due 06/30/15

07/02/12	Interest Rec'd on	\$50,000.00	\$1,250.00	
12/31/12	Interest Rec'd on	\$50,000.00	<u>1,250.00</u>	2,500.00

Intel Corp

1.95% Due 10/01/16

10/01/12	Interest Rec'd on	\$50,000.00	\$487.50	
08/29/12	Less: Interest Paid on Purchase		<u>400.83-</u>	86.67

John Deere Capital Corp.

5.1% Due 01/15/13

01/17/12	Interest Rec'd on	\$50,000.00	\$1,275.00	
07/16/12	Interest Rec'd on	\$50,000.00	<u>1,275.00</u>	2,550.00

JP Morgan Chase & Co.

5.25% Due 05/01/15

05/01/12	Interest Rec'd on	\$50,000.00	\$1,312.50	
11/01/12	Interest Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

01/23/12	Interest Rec'd on	\$50,000.00	\$1,218.75	
07/10/12	Interest Rec'd on	\$50,000.00	<u>1,144.27</u>	2,363.02

Lloyds Tsb Bank PCL

4.2% Due 03/28/17

09/28/12	Interest Rec'd on	\$50,000.00	\$1,050.00	
08/29/12	Less: Interest Paid on Purchase		880.83-	
11/30/12	Less: Interest Paid on Purchase		<u>361.67-</u>	192.50-

Schedule A-4 (Cont'd)

Morgan Stanley
5.3% Due 03/01/13

03/01/12	Interest Rec'd on	\$50,000.00	\$1,325.00	
09/04/12	Interest Rec'd on	\$50,000.00	<u>1,325.00</u>	\$2,650.00

Oracle Corp.
5.25% Due 01/15/16

01/17/12	Interest Rec'd on	\$50,000.00	\$1,312.50	
07/16/12	Interest Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

Rabobank Netherland
2.125% Due 10/13/15

10/15/12	Interest Rec'd on	\$50,000.00	\$531.25	
08/29/12	Less: Interest Paid on Purchase		<u>401.39-</u>	129.86

Royal BK of Scotland
3.95% Due 09/21/15

03/20/12	Interest Rec'd on	\$50,000.00	\$987.50	
09/18/12	Interest Rec'd on	\$50,000.00	<u>976.53</u>	
			\$1,964.03	
02/23/12	Less: Interest Paid on Purchase		<u>839.37-</u>	1,124.66

Shell International
3.25% Due 09/22/15

03/22/12	Interest Rec'd on	\$50,000.00	\$812.50	
09/24/12	Interest Rec'd on	\$50,000.00	<u>812.50</u>	1,625.00

Target Corp.
5.875% Due 03/01/12

03/01/12	Interest Rec'd on	\$50,000.00		1,468.75
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United States Treasury Inflation
IX
2% Due 01/15/26

01/18/12	Interest Rec'd on	\$114,087.00	\$1,140.36	
07/17/12	Interest Rec'd on	\$115,913.00	<u>1,158.64</u>	2,299.00

Verizon Global Fdg Cor.
4.9% Due 09/15/15

03/15/12	Interest Rec'd on	\$50,000.00	\$1,225.00	
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Schedule A-4 (Cont'd)

Verizon Global Fdg Cor.
4.9% Due 09/15/15
(Cont'd)

09/17/12	Interest Rec'd on	\$50,000.00	<u>\$1,225.00</u>	\$2,450.00
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Wachovia Bank N.A.
4.8% Due 11/01/14

05/01/12	Interest Rec'd on	\$35,000.00	\$840.00	
11/01/12	Interest Rec'd on	\$35,000.00	<u>840.00</u>	<u>1,680.00</u>

TOTAL SCHEDULE A-4

\$55,110.51
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Schedule A-5

OTHER INCOME RECEIVED

BNY Mellon Small/Mid Cap Fund-M

01/17/12	Income Rec'd on	3,389.83 Units	\$26.67	
02/13/12	Income Rec'd on	3,389.83 Units	27.37	
03/12/12	Income Rec'd on	3,389.83 Units	27.50	
04/16/12	Income Rec'd on	3,389.83 Units	29.65	
05/14/12	Income Rec'd on	3,389.83 Units	28.22	
06/11/12	Income Rec'd on	3,389.83 Units	27.73	
07/16/12	Income Rec'd on	3,389.83 Units	26.03	
08/13/12	Income Rec'd on	3,389.83 Units	27.83	
09/17/12	Income Rec'd on	3,389.83 Units	27.79	
10/15/12	Income Rec'd on	3,389.83 Units	27.76	
11/13/12	Income Rec'd on	3,389.83 Units	28.00	
12/17/12	Income Rec'd on	3,389.83 Units	26.17	
12/20/12	Income Rec'd on	3,389.83 Units	<u>718.98</u>	<u>\$1,049.70</u>

TOTAL SCHEDULE A-5

\$1,049.70
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Schedule B-4

ASSETS ON HAND AS OF 12/31/12

<u>Bonds, Notes, etc.</u>	<u>Market Value</u>	<u>Inventory Value</u>
Astrazeneca PLC 5.4% Due 06/01/14 \$50,000.00	\$53,430.50	\$52,564.00
AT&T, Inc. 5.8% Due 02/15/19 \$50,000.00	61,351.50	53,425.00
Barclays Bank PLC 5% Due 09/22/16 \$50,000.00	56,044.50	53,800.50
Blackrock, Inc. 6.25% Due 09/15/17 \$50,000.00	61,104.50	55,012.00
Boeing Capital Corp. 3.25% Due 12/15/11 \$35,000.00	36,724.45	37,368.45
Cisco Systems, Inc. 1.625% Due 03/14/14 \$50,000.00	50,748.00	51,082.00
Credit Suisse Fb USA 5.125% Due 08/15/15 \$50,000.00	55,490.50	54,882.50
Deutsche Bank AG Lond 3.45% Due 03/30/15 \$50,000.00	52,717.50	52,061.50
Dominion Resources Inc. 5% Due 03/15/13 \$100,000.00	100,937.00	100,081.00
General Electric Capital Corp. 5.625% Due 05/01/18 \$50,000.00	59,376.50	59,451.00
Goldman Sachs Group Inc. 5.25% Due 10/15/13 \$100,000.00	103,501.00	101,714.00

Schedule B-4 (Cont'd)

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
HSBC Finance Corp. 5% Due 06/30/15 \$50,000.00	\$54,199.00	\$51,062.50
Intel Corp 1.95% Due 10/01/16 \$50,000.00	51,655.00	52,455.00
John Deere Capital Corp. 5.1% Due 01/15/13 \$50,000.00	50,073.50	48,980.00
JP Morgan Chase & Co. 5.25% Due 05/01/15 \$50,000.00	54,391.50	50,872.00
Lloyds Tsb Bank PCL 4.2% Due 03/28/17 \$50,000.00	55,432.00	55,248.50
Morgan Stanley 5.3% Due 03/01/13 \$50,000.00	50,273.00	51,467.00
Oracle Corp. 5.25% Due 01/15/16 \$50,000.00	56,580.50	48,156.00
Rabobank Netherland 2.125% Due 10/13/15 \$50,000.00	51,605.00	51,081.50
Shell International 3.25% Due 09/22/15 \$50,000.00	53,406.00	50,268.50
United States Treasury Inflation IX 2% Due 01/15/26 \$116,547.00	152,840.90	111,135.65
Verizon Global Fdg Cor. 4.9% Due 09/15/15 \$50,000.00	55,463.00	45,324.00

Schedule B-4 (Cont'd)

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Wachovia Bank N.A. 4.8% Due 11/01/14 \$35,000.00	\$37,567.25	\$37,030.70
<u>Stock and Common Funds</u>		
Accenture Ltd Class A 1,000 Shs.	66,500.00	23,654.67
Air Prods & Chems Inc. 525 Shs.	44,110.50	34,554.33
Amazon.Com Inc. 150 Shs.	37,630.50	29,481.93
Apple Inc. 225 Shs.	119,738.93	21,298.66
AT&T Corp. 600 Shs.	20,226.00	20,589.76
BB&T Corporation 1,300 Shs.	37,843.00	32,789.81
BNY Mellon International-M 11,819.444 Shs.	118,785.41	102,238.19
BNY Mellon Small/Mid Cap Fund-M 3,389.83 Units	43,728.81	50,000.00
BNY Mellon Emerging Mkts-M 36,764.706 Shs.	376,838.24	325,000.00
BNY Mellon Intl Equity Income Fund 4,415.011 Shs.	61,766.00	60,000.00
BNY Mellon M/C Multi-Strategy Fund 16,682.87 Shs.	186,848.14	200,000.00
Broadcom Corp Cl A 900 Shs.	29,889.00	28,871.91

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Carnival Corp 850 Shs.	\$31,254.50	\$30,321.20
Caterpillar Inc. 475 Shs.	42,564.04	14,496.95
Chevron Corporation 375 Shs.	40,552.50	24,167.89
Coca Cola Co 1,300 Shs.	47,125.00	42,570.52
Comcast Corp Cl A 1,000 Shs.	37,360.00	33,920.00
Costco Whsl Corp New 200 Shs.	19,746.00	19,013.38
Covidien PLC 675 Shs.	38,974.50	29,045.12
ConocoPhillips 500 Shs.	28,995.00	25,158.32
Dover Corp. 525 Shs.	34,497.75	29,219.61
Dreyfus Pre Strat Inter ST-I 8,282.917 Shs.	120,102.30	101,940.79
Dreyfus/Newton International Equity-I 4,833.502 Shs.	85,069.64	88,743.10
Dreyfus Opportunistic S/C 2,024.291 Shs.	55,526.30	65,000.00
Dreyfus High Yield-I 13,769.363 Shs.	91,841.65	80,000.00
Duke Energy Corp. 650 Shs.	41,470.00	36,318.75
Eaton Corp PLC 950 Shs.	51,471.00	37,282.61

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
E I DuPont DeNemours & Company 600 Shs.	\$26,987.10	\$25,294.62
E M C Corp Mass 1,500 Shs.	37,950.00	41,125.35
Express Scripts Holding Co. 650 Shs.	35,100.00	34,235.63
Exxon Mobil 1,350 Shs.	116,842.50	58,774.85
Freeport McMoran Copper & Gold Inc Class B 1,600 Shs.	54,720.00	21,373.78
General Electric 2,075 Shs.	43,554.25	32,506.60
Gilead Sciences Inc 500 Shs.	36,725.00	23,192.80
Highbridge Dynamic Comm Strat Fund-E 2,802.429 Shs.	39,149.93	60,000.00
Home Depot 900 Shs.	55,665.00	24,951.60
Honeywell International Inc. 1,000 Shs.	63,470.00	33,211.85
Ingersoll-Rand PLC 650 Shs.	31,174.00	26,617.76
Intel Corporation 2,150 Shs.	44,333.00	36,685.39
International Business Machines 400 Shs.	76,620.00	36,595.42
Johnson Ctls Inc. 800 Shs.	24,536.00	12,951.32

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
JP Morgan Chase & Co. 1,175 Shs.	\$51,663.69	\$47,668.43
Kimberly Clark Corporation 500 Shs.	42,215.00	30,873.50
Kraft Foods Group Inc. 433 Shs.	19,688.51	11,551.84
Lily Eli & Co 1,000 Shs.	49,320.00	42,397.50
Marathon Oil Corp. 700 Shs.	21,462.00	20,682.83
Mead Johnson Nutrition 300 Shs.	19,767.00	20,491.86
Merck & Co Inc. 850 Shs.	34,799.00	32,405.32
Metlife Inc. 525 Shs.	17,293.50	15,552.34
Mondelez International-W/I 1,300 Shs.	33,089.16	21,385.20
Procter & Gamble 1,000 Shs.	67,890.00	29,290.10
Pepsico Inc. 1,300 Shs.	88,959.00	70,631.56
Philip Morris International, Inc. 775 Shs.	64,821.00	36,861.81
PNC Financial Services Group 650 Shs.	37,901.50	36,938.13
Pfizer Inc. 2,600 Shs.	65,206.18	61,952.49
Qualcomm 450 Shs.	27,836.82	24,705.00

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Salesforce.com Inc. 160 Shs.	\$26,896.00	\$17,061.22
Schlumberger Limited 1,000 Shs.	69,298.60	33,557.72
Sempra Energy 600 Shs.	42,564.00	30,610.20
Shire PLC 300 Shs.	27,654.00	26,749.53
Southwestern Energy Co. 750 Shs.	25,057.50	25,810.13
State Street Corp. 500 Shs.	23,505.00	20,552.60
TCW Emerging Markets Income Fund 10,349.288 Shs.	96,455.36	80,000.00
Teradata Corporation 525 Shs.	32,492.25	26,327.39
Union Pacific Corp. 300 Shs.	37,716.00	13,840.98
United Technologies Corporation 600 Shs.	49,206.00	26,984.80
US Bancorp 600 Shs.	19,164.00	12,743.22
Valero Energy Corp New 1,000 Shs.	34,120.00	19,599.20
Verizon Communications 800 Shs.	34,616.00	27,960.83
Walt Disney Co. 800 Shs.	39,832.00	33,495.28
Watson Pharmaceuticals Inc. 400 Shs.	34,400.00	24,312.68

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Wells Fargo & Company 650 Shs.	\$22,217.00	\$15,306.07
YUM! Brands Inc. 450 Shs.	29,880.00	24,178.28
<u>Cash and Cash Equivalents</u>		
Cash	<u>338,393.02</u>	<u>338,393.02</u>
TOTAL SCHEDULE B-4	\$5,637,573.18 =====	\$4,678,588.83 =====

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>					
General Electric Capital Corp.					
<u>5.25% Due 10/19/12</u>					
10/19/12	\$50,000.00		\$50,000.00	\$49,630.00	\$370.00
Lloyds Tsb Bank PLC					
<u>4.875% Due 01/21/16</u>					
07/10/12	\$50,000.00		52,699.00	51,573.00	1,126.00
Lloyds Tsb Bank PCL					
<u>4.2% Due 03/28/17</u>					
10/01/12	\$50,000.00		55,017.00	52,878.50	2,138.50
Royal BK of Scotland					
<u>3.95% Due 09/21/15</u>					
09/18/12	\$50,000.00		53,158.50	50,869.00	2,289.50
<u>Stock and Common Funds</u>					
Accenture Ltd Class A					
06/25/12	200	Shs.	11,991.73	4,730.93	7,260.80
Apple Inc.					
02/17/12	100	Shs.	50,465.03	9,466.08	40,998.95
03/21/12	50	Shs.	29,291.41	4,733.04	24,558.37
08/28/12	25	Shs.	16,629.38	2,366.52	14,262.86
Baxter International Inc					
03/06/12	200	Shs.	11,605.05	8,857.80	2,747.25
06/11/12	650	Shs.	32,594.95	28,787.85	3,807.10

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>BNY Mellon International-M</u>					
03/30/12	2,053.388	Shs.	\$20,000.00	\$17,761.81	\$2,238.19
<u>BNY Mellon M/C Multi-Strategy Fund</u>					
12/11/12	16,682.87	Shs.			
Received long term capital gain distribution - Increase recognized on receipt			12,028.35	.00	12,028.35
<u>Cameron International Corp</u>					
02/15/12	1,000	Shs.	56,181.12	45,979.10	10,202.02
<u>Cardinal Health Inc.</u>					
02/22/12	500	Shs.	20,832.87	12,159.86	8,673.01
<u>Dreyfus Pre Strat Inter ST-I</u>					
03/30/12	1,467.351	Shs.	20,000.00	18,059.21	1,940.79
<u>Duke Energy Holding Corp</u>					
02/22/12	500	Shs.	10,589.91	9,312.50	1,277.41
<u>Exxon Mobil</u>					
04/05/12	250	Shs.	21,815.19	10,884.23	10,930.96
<u>General Electric</u>					
04/05/12	525	Shs.	10,520.76	8,224.56	2,296.20
<u>Intel Corporation</u>					
06/25/12	650	Shs.	17,842.17	11,090.93	6,751.24

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>International Business Machines</u>					
06/25/12	75	Shs.	\$14,903.67	\$6,861.64	\$8,042.03
<u>IShares S&P GSCI</u>					
09/17/12	1,775	Shs.	61,568.40	45,546.50	16,021.90
<u>Kraft Foods Group Inc.</u>					
10/26/12	0.333	Shs.	15.08	8.88	6.20
<u>Philip Morris International, Inc.</u>					
04/05/12	150	Shs.	13,399.11	7,134.54	6,264.57
<u>Phillips 66-W/I</u>					
06/04/12	250	Shs.	7,614.83	7,476.68	138.15
<u>SPDR S&P Midcap 400</u>					
04/13/12	150	Shs.	25,929.62	14,739.75	11,189.87
08/28/12	250	Shs.	44,039.05	24,566.25	19,472.80
10/03/12	250	Shs.	45,048.99	24,566.25	20,482.74
<u>Zimmer Holdings Inc</u>					
02/22/12	550	Shs.	<u>33,801.01</u>	<u>27,531.18</u>	<u>6,269.83</u>
TOTAL SCHEDULE A-2			\$799,582.18 =====	\$555,796.59 =====	\$243,785.59 =====

Schedule B-1

DECREASE ON SALE OR REDEMPTION OF ASSETS

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Bonds, Notes, etc.</u>					
Bristol Myers Squibb Company					
4.75% Due 10/01/06					
08/28/12	\$1,300.00		\$43,352.79	\$41,769.75	\$1,583.04
Target Corp.					
5.875% Due 03/01/12					
03/01/12	\$50,000.00		50,589.00	50,000.00	589.00
<u>Stock and Common Funds</u>					
Agilent Technologies					
06/13/12	525	Shs.	25,453.05	20,831.11	4,621.94
Citigroup Inc					
08/08/12	650	Shs.	27,755.00	17,783.60	9,971.40
Dreyfus/Newton International					
Equity-I					
03/30/12	613.121	Shs.	11,256.90	10,000.00	1,256.90
Newfield Expl Co					
01/05/12	450	Shs.	29,168.46	17,253.30	11,915.16
Noble Energy Inc.					
12/10/12	200	Shs.	20,779.80	19,119.27	1,660.53
Rovi Corp					
04/23/12	500	Shs.	28,630.00	14,714.67	13,915.33

Schedule B-1 (Cont'd)

		<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>				
Rydex Managed Futures Strategies FY-D				
08/10/12	5,922.975 Shs.	\$150,000.00	\$131,904.65	\$18,095.35
Walgreen Co.				
01/05/12	750 Shs.	<u>26,332.20</u>	<u>24,758.52</u>	<u>1,573.68</u>
TOTAL SCHEDULE B-1		\$413,317.20 =====	\$348,134.87 =====	\$65,182.33 =====

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
ARC - Rutland Area 128 Merchants Row Rutland, VT 05701		
04/05/12 Cash		
Representative Payee Position	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
ARC - Rutland Area 128 Merchants Row Rutland, VT 05701	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Camp Thorpe 680 Capen Hill Road Goshen, VT 05733		
04/05/12 Cash		
Cabin Renovations, Making Camp Thorpe "green" & Storage for Pavillion	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Camp Thorpe 680 Capen Hill Road Goshen, VT 05733	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Castleton Community Seniors, Inc. 2108 Main Street Castleton, VT 05735		
04/05/12 Cash		
3 Year Pledge (Part 2 of 3)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Castleton Community Seniors, Inc. 2108 Main Street Castleton, VT 05735	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Castleton Historical Society P. O. Box 219 Castleton, VT 05735		
04/20/12 Cash Saving Town Office Bld	\$4,000.00	\$4,000.00
12/21/12 Cash General Purposes	<u>6,000.00</u>	<u>6,000.00</u>
Total Distributions Castleton Historical Society P. O. Box 219 Castleton, VT 05735	\$10,000.00 =====	\$10,000.00 =====
Catamount Film & Arts Co. 115 Eastern Avenue St. Johnsbury, VT 05819		
12/20/12 Cash St. Johnsbury Cultural Alliance Weathervane Project (1 of 2)	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Catamount Film & Arts Co. 115 Eastern Avenue St. Johnsbury, VT 05819	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Chester-Andover Family Center, Inc. 656 Depot Street Chester, VT 05143		
04/05/12 Cash		
Expansion of Food Shelf & Emergency Financial Assist Programs	\$2,000.00	\$2,000.00
Total Distributions		
Chester-Andover Family Center, Inc. 656 Depot Street Chester, VT 05143	\$2,000.00 =====	\$2,000.00 =====
Central Vermont Adult Basic Education, Inc. 46 Washington Street, Suite 100 Barre, VT 05641		
04/05/12 Cash		
Computer Literacy Instruction	\$2,000.00	\$2,000.00
Total Distributions		
Central Vermont Adult Basic Education, Inc. 46 Washington Street, Suite 100 Barre, VT 05641	\$2,000.00 =====	\$2,000.00 =====
Clark School for the Deaf Round Hill Road Northampton, MA 01060		
06/25/12 Cash		
Early Intervention Programs and the Donchian Directions Initiative	\$15,000.00	\$15,000.00
Total Distributions		
Clark School for the Deaf Round Hill Road Northampton, MA 01060	\$15,000.00 =====	\$15,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Committee on Temporary Shelter 278 Main Street, P.O.Box 1616 Burlington, VT 05402		
12/20/12 Cash		
Cots Housing Resource Center	\$5,000.00	\$5,000.00
Total Distributions		
Committee on Temporary Shelter 278 Main Street, P.O.Box 1616 Burlington, VT 05402	\$5,000.00 =====	\$5,000.00 =====
Community of Vermont Elders 641 Comstock Road Berlin, VT 05602		
12/20/12 Cash		
Reach Service Exchange Network	\$2,500.00	\$2,500.00
Total Distributions		
Community of Vermont Elders 641 Comstock Road Berlin, VT 05602	\$2,500.00 =====	\$2,500.00 =====
Faith In Action Northern New England P.O. Box 157 Cabot, VT 05647-0157		
04/05/12 Cash		
Vermont Dept of Human Svs Matching Grant	\$2,000.00	\$2,000.00
Total Distributions		
Faith In Action Northern New England P.O. Box 157 Cabot, VT 05647-0157	\$2,000.00 =====	\$2,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Federated Church of Castleton P. O. Box 57 Castleton, VT 05735		
12/20/12 Cash		
"Our Time Our Turn" Capital FD Drive & Anticipated Roof Rep	\$10,000.00	\$10,000.00
Total Distributions		
Federated Church of Castleton P. O. Box 57 Castleton, VT 05735	\$10,000.00 =====	\$10,000.00 =====
 Greenwich Center for Hope & Renewal 237 Taconic Road Greenwich, CT 06831		
12/20/12 Cash		
General Operating Support	\$10,000.00	\$10,000.00
Total Distributions		
Greenwich Center for Hope & Renewal 237 Taconic Road Greenwich, CT 06831	\$10,000.00 =====	\$10,000.00 =====
 Greenwich Chaplaincy Services 70 Parsonage Road Greenwich, CT 06830		
12/20/12 Cash		
Large Print Hymnals	\$5,000.00	\$5,000.00
Total Distributions		
Greenwich Chaplaincy Services 70 Parsonage Road Greenwich, CT 06830	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Greenwich Emergency Medical Service Inc. 1111 East Putnam Avenue Riverside, CT 06878		
12/20/12 Cash		
Capital Budget	\$5,000.00	\$5,000.00
Total Distributions		
Greenwich Emergency Medical Service Inc. 1111 East Putnam Avenue Riverside, CT 06878	\$5,000.00 =====	\$5,000.00 =====
 Highland Concerts of Vermont, Inc. P. O. Box 386, Rutland, VT 05735		
04/05/12 Cash		
The Killington Music Fest Community Stud Outreach Concert Series	\$5,000.00	\$5,000.00
Total Distributions		
Highland Concerts of Vermont, Inc. P. O. Box 386, Rutland, VT 05735	\$5,000.00 =====	\$5,000.00 =====
 Hunger Free Vermont 38 Eastwood Drive, Suite 100 South Burlington, VT 05403		
04/05/12 Cash		
The Learning Kitchen	\$1,000.00	\$1,000.00
Total Distributions		
Hunger Free Vermont 38 Eastwood Drive, Suite 100 South Burlington, VT 05403	\$1,000.00 =====	\$1,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Indian Harbor Yacht Club Foundation 710 Steamboat Road Greenwich, CT 06830		
12/20/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Indian Harbor Yacht Club Foundation 710 Steamboat Road Greenwich, CT 06830	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Montana Land Reliance 324 Fuller Avenue P. O. Box 355 Helena, MT 59624-0355		
12/20/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Montana Land Reliance 324 Fuller Avenue P. O. Box 355 Helena, MT 59624-0355	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Museum of the Rockies 600 W Kagy Blvd Bozeman, MT 59717		
12/20/12 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Museum of the Rockies 600 W Kagy Blvd Bozeman, MT 59717	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Pierce Hall Community Center, Inc. 38 Main Street P.O. Box 36 Rochester, VT 05767		
06/25/12 Cash		
Capital Campaign	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Pierce Hall Community Center, Inc. 38 Main Street P.O. Box 36 Rochester, VT 05767	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Preservation Trust of Vermont 104 Church Street Burlington, VT 05401		
12/20/12 Cash		
Vermont Marble Museum (1 of 2)	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Preservation Trust of Vermont 104 Church Street Burlington, VT 05401	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
President Calvin Coolidge State Historical Site Plymouth Notch Historic District PO Box 247, Plymouth, VT 05056		
04/05/12 Cash		
Fishing W/Pres' Exhibit & The Grace Coolidge Museum	<u>\$4,500.00</u>	<u>\$4,500.00</u>
Total Distributions		
President Calvin Coolidge State Historical Site Plymouth Notch Historic District PO Box 247, Plymouth, VT 05056	<u>\$4,500.00</u> =====	<u>\$4,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Rutland Area Farm and Food Link P.O. Box 284 Rutland, VT 05702		
06/25/12 Cash		
New Farmer Initiative	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Rutland Area Farm and Food Link P.O. Box 284 Rutland, VT 05702	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Shelburne Museum 6000 Shelburne Road PO Box 10 Shelburne, VT 05482		
09/26/12 Cash		
Campaign for Shelburne Museum Art and Education Center (1 of 2)	<u>\$12,500.00</u>	<u>\$12,500.00</u>
Total Distributions		
Shelburne Museum 6000 Shelburne Road PO Box 10 Shelburne, VT 05482	<u>\$12,500.00</u> =====	<u>\$12,500.00</u> =====
 Stern Center 135 Allen Brook Lane Williston, VT 054956		
04/05/12 Cash		
Universal Design for Learning	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Stern Center 135 Allen Brook Lane Williston, VT 054956	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Vermont Achievement Center 88 Park Street Rutland, VT 05702		
04/05/12 Cash		
Sheldon Academy Technology Upgrades	\$10,000.00	\$10,000.00
Total Distributions		
Vermont Achievement Center 88 Park Street Rutland, VT 05702	\$10,000.00 =====	\$10,000.00 =====
 Vermont Association for the Blind and Visually Impaired, Inc. 37 Elmwood Avenue Burlington, VT 05401		
06/25/12 Cash		
Peer Assisted Learning and Support Groups	\$2,000.00	\$2,000.00
Total Distributions		
Vermont Association for the Blind and Visually Impaired, Inc. 37 Elmwood Avenue Burlington, VT 05401	\$2,000.00 =====	\$2,000.00 =====
 Vermont Council on the Humanities 200 Park Street Morrisville, VT 05661		
09/26/12 Cash		
Civil War Programs	\$7,500.00	\$7,500.00
Total Distributions		
Vermont Council on the Humanities 200 Park Street Morrisville, VT 05661	\$7,500.00 =====	\$7,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
The Vermont Folklife Center P O Box 442, 3 Court St. Masonic Hall Middlebury, VT 05753		
06/25/12 Cash		
Rebuilding Vermont Partnership	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
The Vermont Folklife Center P O Box 442, 3 Court St. Masonic Hall Middlebury, VT 05753	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Vermont Foodbank 33 Parker Road Barre, VT 05670		
12/20/12 Cash		
General Operations	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Vermont Foodbank 33 Parker Road Barre, VT 05670	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
 Vermont Land Trust 8 Bailey Avenue Montpelier, VT 05602		
06/25/12 Cash		
Farmland Conservation	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Vermont Land Trust 8 Bailey Avenue Montpelier, VT 05602	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Vermont Youth Conservation Corps Inc. 1949 East Main Street Richmond, VT 05477		
09/26/12 Cash		
Teaching Young People the Value of Hard Work and Self Reliance	\$2,500.00	\$2,500.00
Total Distributions		
Vermont Youth Conservation Corps Inc. 1949 East Main Street Richmond, VT 05477	\$2,500.00 =====	\$2,500.00 =====
Visiting Nurse Association of Chittenden and Grand Isle Counties 1110 Prim Rd, Colchester, VT 05446		
12/20/12 Cash		
Art Therapy: Making Memories with Art	\$5,000.00	\$5,000.00
Total Distributions		
Visiting Nurse Association of Chittenden and Grand Isle Counties 1110 Prim Rd, Colchester, VT 05446	\$5,000.00 =====	\$5,000.00 =====
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715		
12/20/12 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Young Life Greenwich P.O. Box 726 Greenwich, CT 06836 12/20/12 Cash General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Young Life Greenwich P.O. Box 726 Greenwich, CT 06836	\$5,000.00 =====	\$5,000.00 =====
TOTAL SCHEDULE B-3	\$278,000.00 =====	\$278,000.00 =====

ALMA G. DONCHIAN FOUNDATION
MISSION STATEMENT AND GUIDELINES

Mission Statement:

It is the primary mission of the Alma Gibbs Donchian Foundation to provide assistance to various specified institutions in Castleton, Vermont and the immediate environs. Beyond that, the AGD Foundation hopes to address the following areas of concern:

1. Issues affecting the elderly, particularly those "middle-income" elderly not served by other programs;
2. Education, particularly as it addresses hearing and/or learning impairments, or reading disabilities; and
3. Programs or agencies engaged in the furtherance of fundamental values, such as: self-reliance, respect for tradition, the value of work, the importance of family, the innate 'goodness' and 'uniqueness' of all persons, and the satisfaction to be derived from religious or similarly uplifting beliefs.

Guiding Principles & Considerations

- The majority of the Foundation's grant making is focused in Vermont and the northeastern United States, although, occasionally, grants may be made in other regions of the country and/or abroad.
- All applicants must have tax-exempt 501(c)(3) status as a non-profit organization as defined by the Internal Revenue Service.
- Grants may range from a few thousand dollars up to \$25,000. In unique circumstances, the Foundation does consider a more significant grant for a program having a major impact in one or more of its areas of interest.
- Of particular interest to the Foundation are organizations that promote partnerships and collaborative efforts among multiple groups and organizations.
- The Foundation encourages pilot initiatives that test new program models.
- Priority will be given to requests that show specific plans for funding beyond the present.
- The applicant must have an active board of directors with policy-making authority. The board should demonstrate competence in the sound financial management of the organization.