



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012Department 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

Richard D. Donchian Charitable
Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508

A Employer identification number
06-1514402

B Telephone number (see the instructions)
203-661-1000

G Check all that apply☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H** Check type of organization.☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

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

\$ 8,958,211.

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

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

C If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

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

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

230,915.

230,915.

N/A

5a Gross rents

b Net rental income or (loss)

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

323,337.

b Gross sales price for all assets on line 6a

1,762,916.

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

323,337.

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

3,785.

3,241.

12 Total. Add lines 1 through 11

558,037.

557,493.

13 Compensation of officers, directors, trustees, etc

110,500.

16,575.

93,925.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

2,480.

2,480.

b Accounting fees (attach sch)

c Other professional fees (attach sch) See St 3

64,771.

64,771.

17 Interest

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

9,523.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

1,081.

1,081.

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

3,160.

65.

2,300.

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

191,515.

83,891.

97,306.

25 Contributions, gifts, grants paid Part XV

421,500.

421,500.

26 Total expenses and disbursements. Add lines 24 and 25

613,015.

83,891.

518,806.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements.

-54,978.

b Net investment income (if negative, enter 0)

473,602.

c Adjusted net income (if negative, enter 0)

814

12

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	750,344.	577,346.	577,346.
	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	163,013.	166,703.	229,261.
	b	Investments — corporate stock (attach schedule) Statement 7	4,828,101.	4,662,474.	5,880,947.
	c	Investments — corporate bonds (attach schedule) Statement 8	1,765,170.	2,045,127.	2,270,657.
LIABILITIES	11	Investments — land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	7,506,628.	7,451,650.	8,958,211.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
FUND ASSETS	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.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
FUND ASSETS	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	7,506,628.	7,451,650.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,506,628.	7,451,650.	
FUND ASSETS	31	Total liabilities and net assets/fund balances (see instructions)	7,506,628.	7,451,650.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,506,628.
2	Enter amount from Part I, line 27a	2	-54,978.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,451,650.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,451,650.

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)
1 a Increases on Sales per Schedule A-2 (Exhibit 5)		P	Various	Various
b Decreases on Sales 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 1,219,449.		795,941.	423,508.
b 543,467.		643,638.	-100,171.
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			423,508.
b			-100,171.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	323,337.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	546,652.	8,864,997.	0.061664
2010	522,482.	8,303,675.	0.062922
2009	501,565.	7,493,842.	0.066930
2008	537,210.	9,254,486.	0.058049
2007	611,456.	10,629,852.	0.057523

2 Total of line 1, column (d)	2	0.307088
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	0.061418
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,847,069.
5 Multiply line 4 by line 3	5	543,369.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,736.
7 Add lines 5 and 6	7	548,105.
8 Enter qualifying distributions from Part XII, line 4	8	518,806.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	9,472.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	9,472.
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	9,472.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	6,728.	
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	6,728.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,744.	
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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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

BAA

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>www.rddonchian.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06836-2508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
16	At any time during calendar year 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 20 __, 20 __, 20 __, 20 __	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	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 20 __, 20 __, 20 __, 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 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

BAA

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b** X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Pres/Directo 5.00	45,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Sec/Treas/Di 5.00	33,000.	0.	0.
Clark M. Whittemore c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Director 3.00	12,500.	0.	0.
Geoffrey M. Parkinson, Jr. c/o FCSN 88 Field Point Road Greenwich, CT 06830	Director 4.00	20,000.	0.	0.

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

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

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

0

Part 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	8,237,205.
b Average of monthly cash balances	1 b	744,591.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	8,981,796.
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	8,981,796.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	134,727.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,847,069.
6 Minimum investment return. Enter 5% of line 5	6	442,353.

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	442,353.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	9,472.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	9,472.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	432,881.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	432,881.
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	432,881.

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	518,806.
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	518,806.
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	518,806.

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

BAA

Form 990-PF (2012)

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				432,881.
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	97,821.			
b From 2008	82,916.			
c From 2009	130,593.			
d From 2010	115,162.			
e From 2011	116,856.			
f Total of lines 3a through e	543,348.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 518,806.				
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				432,881.
e Remaining amount distributed out of corpus	85,925.			
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	629,273.			
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)	97,821.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	531,452.			
10 Analysis of line 9				
a Excess from 2008	82,916.			
b Excess from 2009	130,593.			
c Excess from 2010	115,162.			
d Excess from 2011	116,856.			
e Excess from 2012	85,925.			

N/A

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attached Schedule B-3 (Exhibit 7)			see attached	421,500.
Total			3 a	421,500.
b Approved for future payment				
Total			3 b	

2012

Federal Statements

Page 1

Client RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

06-1514402

5/14/13

06 27PM

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	\$ 95.	95.	
USTreas Infl Indx	3,690.	3,690.	
Total	\$ 3,785.	\$ 3,785.	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	\$ 2,480.	\$ 2,480.		
Total	\$ 2,480.	\$ 2,480.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BNY Affiliated Funds Adjustment	\$ 101.	\$ 101.		
BNY Investment Advisory Fees	64,670.	64,670.		
Total	\$ 64,771.	\$ 64,771.		\$ 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	\$ 2,795.			
2012 first quarter	1,682.			
2012 fourth quarter	1,682.			
2012 second quarter	2,665.			
2012 third quarter	699.			
Total	\$ 9,523.	\$ 0.		\$ 0.

Client RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

06-1514402

5/14/13

06.27PM

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assoc. of Small Foundations	\$ 695.			
Hagendoorn & Emond Ins. - D&O Ins	2,300.			\$ 2,300.
Lacerte - computer fee for tax prep				
Secretary of State-annual report	65.	\$ 65.		
	100.			
Total	<u>\$ 3,160.</u>	<u>\$ 65.</u>		<u>\$ 2,300.</u>

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Government Bonds (Exhibit 4)	Cost	\$ 166,703.	\$ 229,261.
		\$ 166,703.	\$ 229,261.
Total		<u>\$ 166,703.</u>	<u>\$ 229,261.</u>

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks (Exhibit 4)	Cost	\$ 4,662,474.	\$ 5,880,947.
Total		<u>\$ 4,662,474.</u>	<u>\$ 5,880,947.</u>

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	\$ 2,045,127.	\$ 2,270,657.
Total		<u>\$ 2,045,127.</u>	<u>\$ 2,270,657.</u>

Client RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

06-1514402

5/14/13

06 27PM

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

Name of Grant Program:

Name:

Richard D Donchian Charitable Foundation

Care Of:

Foundation Services LLC

Street Address:

640 West Putnam Avenue, 3rd floor

City, State, Zip Code:

Greenwich, CT 06830

Telephone:

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 RDONCHIA

Richard D. Donchian Charitable
Foundation, Inc.

06-1514402

5/14/13

06 27PM

Other Income Producing Activities
Dividends/interest from securities.

Dividends - Schedule A-3 (Exhibit 1)	\$	147,162.
Interest - Schedule A-4 (Exhibit 2)		80,468.
Other Income - Schedule A-5 (Exhibit 3)		<u>3,285.</u>
Total	\$	<u><u>230,915.</u></u>

Schedule A-3

DIVIDENDS RECEIVED

Accenture Ltd Class A

05/15/12	Dividend Rec'd on	1,800	Shs.	\$1,215.00	
11/15/12	Dividend Rec'd on	1,500	Shs.	<u>1,215.00</u>	\$2,430.00

Agilent Technologies Inc

04/25/12	Dividend Rec'd on	800	Shs.		80.00
----------	-------------------	-----	------	--	-------

Air Products & Chemicals Inc.

02/13/12	Dividend Rec'd on	800	Shs.	\$464.00	
05/14/12	Dividend Rec'd on	800	Shs.	512.00	
08/13/12	Dividend Rec'd on	800	Shs.	512.00	
11/13/12	Dividend Rec'd on	800	Shs.	<u>512.00</u>	2,000.00

Allstate Corp.

01/03/12	Dividend Rec'd on	1,000	Shs.		210.00
----------	-------------------	-------	------	--	--------

Apple Inc

08/16/12	Dividend Rec'd on	400	Shs.	\$1,060.00	
11/15/12	Dividend Rec'd on	350	Shs.	<u>927.50</u>	1,987.50

AT&T Inc.

02/01/12	Dividend Rec'd on	500	Shs.	\$220.00	
05/01/12	Dividend Rec'd on	500	Shs.	220.00	
08/01/12	Dividend Rec'd on	500	Shs.	220.00	
11/01/12	Dividend Rec'd on	500	Shs.	<u>220.00</u>	880.00

Baxter International Inc

01/04/12	Dividend Rec'd on	1,350	Shs.	\$452.25	
04/02/12	Dividend Rec'd on	1,000	Shs.	335.00	
07/02/12	Dividend Rec'd on	1,000	Shs.	<u>335.00</u>	1,122.25

BB&T Corporation

02/01/12	Dividend Rec'd on	1,600	Shs.	\$256.00	
05/01/12	Dividend Rec'd on	2,000	Shs.	400.00	
08/01/12	Dividend Rec'd on	2,000	Shs.	400.00	
11/01/12	Dividend Rec'd on	2,000	Shs.	<u>400.00</u>	1,456.00

Schedule A-3 (Cont'd)

BNY Mellon International-M

01/17/12	Dividend Rec'd on	20,809.249	Shs.	\$29.95	
02/13/12	Dividend Rec'd on	20,809.249	Shs.	95.90	
03/12/12	Dividend Rec'd on	20,809.249	Shs.	95.69	
04/16/12	Dividend Rec'd on	20,809.249	Shs.	103.50	
05/14/12	Dividend Rec'd on	20,809.249	Shs.	96.97	
06/11/12	Dividend Rec'd on	20,809.249	Shs.	93.10	
07/16/12	Dividend Rec'd on	20,809.249	Shs.	87.52	
08/13/12	Dividend Rec'd on	20,809.249	Shs.	93.76	
09/17/12	Dividend Rec'd on	20,809.249	Shs.	98.32	
10/15/12	Dividend Rec'd on	20,809.249	Shs.	99.23	
11/13/12	Dividend Rec'd on	20,809.249	Shs.	102.87	
12/17/12	Dividend Rec'd on	20,809.249	Shs.	99.04	
12/19/12	Dividend Rec'd on	20,809.249	Shs.	<u>6,633.99</u>	\$7,729.84

BNY Mellon Emerging Mkts-M

01/17/12	Dividend Rec'd on	56,561.086	Shs.	\$96.55	
02/13/12	Dividend Rec'd on	56,561.086	Shs.	315.38	
03/12/12	Dividend Rec'd on	56,561.086	Shs.	324.36	
04/16/12	Dividend Rec'd on	56,561.086	Shs.	345.74	
05/14/12	Dividend Rec'd on	56,561.086	Shs.	324.54	
06/11/12	Dividend Rec'd on	56,561.086	Shs.	310.36	
07/16/12	Dividend Rec'd on	56,561.086	Shs.	290.22	
08/13/12	Dividend Rec'd on	56,561.086	Shs.	305.48	
09/17/12	Dividend Rec'd on	56,561.086	Shs.	314.02	
10/15/12	Dividend Rec'd on	56,561.086	Shs.	311.29	
11/13/12	Dividend Rec'd on	56,561.086	Shs.	325.53	
12/17/12	Dividend Rec'd on	56,561.086	Shs.	312.45	
12/20/12	Dividend Rec'd on	56,561.086	Shs.	<u>5,565.61</u>	9,141.53

BNY Mellon M/C Multi-Strategy Fund

09/17/12	Dividend Rec'd on	27,087.011	Shs.	\$163.89	
10/15/12	Dividend Rec'd on	27,087.011	Shs.	199.03	
11/13/12	Dividend Rec'd on	27,087.011	Shs.	203.80	
12/11/12	Dividend Rec'd on	27,087.011	Shs.	736.77	
12/11/12	Dividend Rec'd on	27,087.011	Shs.		
	Received from Principal - Capital gain distribution allocable to Income			6,563.18	
12/17/12	Dividend Rec'd on	27,087.011	Shs.	<u>156.73</u>	8,023.40

Bristol-Myers Squibb Co.

08/01/12	Dividend Rec'd on	2,000	Shs.		680.00
----------	-------------------	-------	------	--	--------

Schedule A-3 (Cont'd)

Cardinal Health Inc

01/17/12	Dividend Rec'd on	750	Shs.		\$161.25
----------	-------------------	-----	------	--	----------

Carnival Corp.

03/16/12	Dividend Rec'd on	1,300	Shs.	\$325.00	
06/15/12	Dividend Rec'd on	1,300	Shs.	325.00	
09/14/12	Dividend Rec'd on	1,300	Shs.	325.00	
12/14/12	Dividend Rec'd on	1,300	Shs.	325.00	
12/28/12	Dividend Rec'd on	1,300	Shs.	<u>650.00</u>	1,950.00

Caterpillar Inc

02/21/12	Dividend Rec'd on	750	Shs.	\$345.00	
05/21/12	Dividend Rec'd on	750	Shs.	345.00	
08/20/12	Dividend Rec'd on	750	Shs.	390.00	
11/20/12	Dividend Rec'd on	750	Shs.	390.00	
12/31/12	Dividend Rec'd on	750	Shs.	<u>390.00</u>	1,860.00

Chevron Corporation

03/12/12	Dividend Rec'd on	600	Shs.	\$486.00	
06/11/12	Dividend Rec'd on	600	Shs.	540.00	
09/10/12	Dividend Rec'd on	600	Shs.	540.00	
12/10/12	Dividend Rec'd on	600	Shs.	<u>540.00</u>	2,106.00

Citigroup Inc.

02/24/12	Dividend Rec'd on	960	Shs.	\$9.60	
05/25/12	Dividend Rec'd on	960	Shs.	9.60	
08/24/12	Dividend Rec'd on	960	Shs.	<u>9.60</u>	28.80

Coca Cola Co.

04/02/12	Dividend Rec'd on	1,000	Shs.	\$510.00	
07/02/12	Dividend Rec'd on	1,000	Shs.	510.00	
10/01/12	Dividend Rec'd on	2,000	Shs.	510.00	
12/17/12	Dividend Rec'd on	2,000	Shs.	<u>510.00</u>	2,040.00

Comcast Corporation New Class A

10/24/12	Dividend Rec'd on	1,500	Shs.		243.75
----------	-------------------	-------	------	--	--------

ConocoPhillips

03/01/12	Dividend Rec'd on	1,000	Shs.	\$660.00	
06/01/12	Dividend Rec'd on	1,000	Shs.	660.00	

Schedule A-3 (Cont'd)

ConocoPhillips

(Cont'd)

09/04/12	Dividend Rec'd on	1,000	Shs.	\$660.00	
12/03/12	Dividend Rec'd on	1,000	Shs.	<u>660.00</u>	\$2,640.00

Costco Whsl Corp New

11/30/12	Dividend Rec'd on	300	Shs.	\$82.50	
12/18/12	Dividend Rec'd on	300	Shs.	<u>2,100.00</u>	2,182.50

Covidien PLC

11/05/12	Dividend Rec'd on	1,000	Shs.	\$260.00	
12/27/12	Dividend Rec'd on	1,000	Shs.	<u>260.00</u>	520.00

Dreyfus Pre Strat Inter ST-I

01/17/12	Dividend Rec'd on	14,629.883	Shs.	\$67.30	
02/13/12	Dividend Rec'd on	14,629.883	Shs.	93.29	
03/12/12	Dividend Rec'd on	14,629.883	Shs.	92.80	
04/16/12	Dividend Rec'd on	14,629.883	Shs.	101.27	
05/14/12	Dividend Rec'd on	14,629.883	Shs.	97.31	
06/11/12	Dividend Rec'd on	14,629.883	Shs.	96.12	
07/16/12	Dividend Rec'd on	14,629.883	Shs.	90.76	
08/13/12	Dividend Rec'd on	14,629.883	Shs.	97.61	
09/17/12	Dividend Rec'd on	14,629.883	Shs.	101.03	
10/15/12	Dividend Rec'd on	14,629.883	Shs.	100.10	
11/13/12	Dividend Rec'd on	14,629.883	Shs.	103.80	
12/17/12	Dividend Rec'd on	14,629.883	Shs.	100.20	
12/31/12	Dividend Rec'd on	14,629.883	Shs.	<u>3,499.47</u>	4,641.06

Dreyfus Emerging Markets Fund

01/17/12	Dividend Rec'd on	39,545.908	Shs.		179.54
----------	-------------------	------------	------	--	--------

Dreyfus Diversified Intl-I

01/17/12	Dividend Rec'd on	11,282.05	Shs.		16.74
----------	-------------------	-----------	------	--	-------

Dreyfus/Newton Intern 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	5,446.623	Shs.	45.02	
05/14/12	Dividend Rec'd on	5,446.623	Shs.	43.33	
06/11/12	Dividend Rec'd on	5,446.623	Shs.	42.49	

Schedule A-3 (Cont'd)

Dreyfus/Newton Intern Equity-I
(Cont'd)

07/16/12	Dividend Rec'd on	5,446.623 Shs.	\$40.33	
08/13/12	Dividend Rec'd on	5,446.623 Shs.	43.17	
09/17/12	Dividend Rec'd on	5,446.623 Shs.	44.94	
10/15/12	Dividend Rec'd on	5,446.623 Shs.	45.12	
11/13/12	Dividend Rec'd on	5,446.623 Shs.	47.08	
12/14/12	Dividend Rec'd on	5,446.623 Shs.	1,429.74	
12/17/12	Dividend Rec'd on	5,446.623 Shs.	<u>44.94</u>	\$1,949.94

Dreyfus Opportunistic S/C

01/17/12	Dividend Rec'd on	3,114.294 Shs.	\$45.90	
02/13/12	Dividend Rec'd on	3,114.294 Shs.	47.67	
03/12/12	Dividend Rec'd on	3,114.294 Shs.	48.27	
04/16/12	Dividend Rec'd on	3,114.294 Shs.	52.21	
05/14/12	Dividend Rec'd on	3,114.294 Shs.	49.90	
06/11/12	Dividend Rec'd on	3,114.294 Shs.	48.72	
07/16/12	Dividend Rec'd on	3,114.294 Shs.	45.14	
08/13/12	Dividend Rec'd on	3,114.294 Shs.	48.69	
09/17/12	Dividend Rec'd on	3,114.294 Shs.	50.35	
10/15/12	Dividend Rec'd on	3,114.294 Shs.	51.64	
11/13/12	Dividend Rec'd on	3,114.294 Shs.	51.68	
12/17/12	Dividend Rec'd on	3,114.294 Shs.	<u>48.94</u>	589.11

Dreyfus High Yield-I

01/03/12	Dividend Rec'd on	20,424.836 Shs.	\$815.25
01/17/12	Dividend Rec'd on	20,424.836 Shs.	60.78
02/02/12	Dividend Rec'd on	20,424.836 Shs.	803.66
02/13/12	Dividend Rec'd on	20,424.836 Shs.	61.76
03/02/12	Dividend Rec'd on	20,424.836 Shs.	751.18
03/12/12	Dividend Rec'd on	20,424.836 Shs.	58.89
04/03/12	Dividend Rec'd on	20,424.836 Shs.	767.53
04/16/12	Dividend Rec'd on	20,424.836 Shs.	63.22
05/02/12	Dividend Rec'd on	20,424.836 Shs.	788.17
05/14/12	Dividend Rec'd on	20,424.836 Shs.	60.86
06/01/12	Dividend Rec'd on	20,424.836 Shs.	790.14
06/11/12	Dividend Rec'd on	20,424.836 Shs.	62.76
07/02/12	Dividend Rec'd on	20,424.836 Shs.	708.89
07/16/12	Dividend Rec'd on	20,424.836 Shs.	59.99
08/01/12	Dividend Rec'd on	20,424.836 Shs.	759.16
08/13/12	Dividend Rec'd on	20,424.836 Shs.	63.13
09/04/12	Dividend Rec'd on	20,424.836 Shs.	731.95
09/17/12	Dividend Rec'd on	20,424.836 Shs.	63.74
10/01/12	Dividend Rec'd on	20,424.836 Shs.	670.11
10/15/12	Dividend Rec'd on	20,424.836 Shs.	62.39

Schedule A-3 (Cont'd)

Dreyfus High Yield-I
(Cont'd)

11/02/12	Dividend Rec'd on	20,424.836	Shs.	\$796.74	
11/13/12	Dividend Rec'd on	20,424.836	Shs.	64.65	
12/03/12	Dividend Rec'd on	20,424.836	Shs.	757.10	
12/17/12	Dividend Rec'd on	20,424.836	Shs.	<u>62.32</u>	\$9,884.37

Dover Corp.

03/15/12	Dividend Rec'd on	800	Shs.	\$252.00	
06/15/12	Dividend Rec'd on	800	Shs.	252.00	
09/17/12	Dividend Rec'd on	800	Shs.	280.00	
12/17/12	Dividend Rec'd on	800	Shs.	<u>280.00</u>	1,064.00

Duke Energy Holding Corp

03/16/12	Dividend Rec'd on	3,000	Shs.	\$918.75	
06/18/12	Dividend Rec'd on	3,000	Shs.	<u>750.00</u>	1,668.75

Duke Energy Corp.

09/17/12	Dividend Rec'd on	1,000	Shs.	\$765.00	
12/17/12	Dividend Rec'd on	1,000	Shs.	<u>765.00</u>	1,530.00

Eaton Corporation Common

02/24/12	Dividend Rec'd on	1,450	Shs.	\$551.00	
05/25/12	Dividend Rec'd on	1,450	Shs.	551.00	
08/24/12	Dividend Rec'd on	1,450	Shs.	551.00	
10/19/12	Dividend Rec'd on	1,450	Shs.	<u>551.00</u>	2,204.00

E I DuPont DeNemours

03/14/12	Dividend Rec'd on	1,000	Shs.	\$410.00	
06/12/12	Dividend Rec'd on	1,000	Shs.	430.00	
09/12/12	Dividend Rec'd on	1,000	Shs.	430.00	
12/14/12	Dividend Rec'd on	1,000	Shs.	<u>430.00</u>	1,700.00

Exxon Mobil Corporation

03/09/12	Dividend Rec'd on	2,600	Shs.	\$1,222.00	
06/11/12	Dividend Rec'd on	2,200	Shs.	1,254.00	
09/10/12	Dividend Rec'd on	2,200	Shs.	1,254.00	
12/10/12	Dividend Rec'd on	2,200	Shs.	<u>1,254.00</u>	4,984.00

Schedule A-3 (Cont'd)

Freeport McMoran Cooper & Gold
Income Class B

02/01/12	Dividend Rec'd on	2,800	Shs.	\$700.00	
05/01/12	Dividend Rec'd on	2,800	Shs.	875.00	
08/01/12	Dividend Rec'd on	2,800	Shs.	875.00	
11/01/12	Dividend Rec'd on	2,800	Shs.	<u>875.00</u>	\$3,325.00

General Electric Company

01/25/12	Dividend Rec'd on	4,000	Shs.	\$680.00	
04/25/12	Dividend Rec'd on	4,000	Shs.	680.00	
07/25/12	Dividend Rec'd on	3,200	Shs.	544.00	
10/25/12	Dividend Rec'd on	3,200	Shs.	<u>544.00</u>	2,448.00

Home Depot

03/22/12	Dividend Rec'd on	1,400	Shs.	\$406.00	
06/14/12	Dividend Rec'd on	1,400	Shs.	406.00	
09/13/12	Dividend Rec'd on	1,400	Shs.	406.00	
12/13/12	Dividend Rec'd on	1,400	Shs.	<u>406.00</u>	1,624.00

Honeywell International Inc

03/09/12	Dividend Rec'd on	1,550	Shs.	\$577.38	
06/08/12	Dividend Rec'd on	1,550	Shs.	577.38	
09/10/12	Dividend Rec'd on	1,550	Shs.	577.38	
12/10/12	Dividend Rec'd on	1,550	Shs.	<u>635.50</u>	2,367.64

Ingersoll-Rand PLC

03/30/12	Dividend Rec'd on	1,000	Shs.	\$160.00	
06/29/12	Dividend Rec'd on	1,000	Shs.	160.00	
09/28/12	Dividend Rec'd on	1,000	Shs.	160.00	
12/28/12	Dividend Rec'd on	1,000	Shs.	<u>160.00</u>	640.00

Intel Corporation

03/01/12	Dividend Rec'd on	4,400	Shs.	\$924.00	
06/01/12	Dividend Rec'd on	4,400	Shs.	924.00	
09/04/12	Dividend Rec'd on	3,400	Shs.	765.00	
12/03/12	Dividend Rec'd on	3,400	Shs.	<u>765.00</u>	3,378.00

International Business Machines

03/12/12	Dividend Rec'd on	750	Shs.	\$562.50	
06/11/12	Dividend Rec'd on	750	Shs.	637.50	
09/10/12	Dividend Rec'd on	650	Shs.	552.50	

Schedule A-3 (Cont'd)

International Business Machines
(Cont'd)

12/10/12	Dividend Rec'd on	650	Shs.	<u>\$552.50</u>	\$2,305.00
----------	-------------------	-----	------	-----------------	------------

Johnson CTLS Inc.

01/03/12	Dividend Rec'd on	1,300	Shs.	\$234.00	
04/03/12	Dividend Rec'd on	1,300	Shs.	234.00	
07/03/12	Dividend Rec'd on	1,300	Shs.	234.00	
10/02/12	Dividend Rec'd on	1,300	Shs.	234.00	
12/28/12	Dividend Rec'd on	1,300	Shs.	<u>247.00</u>	1,183.00

Johnson & Johnson

03/13/12	Dividend Rec'd on	1,000	Shs.		570.00
----------	-------------------	-------	------	--	--------

JPMorgan Chase & Co.

01/31/12	Dividend Rec'd on	1,825	Shs.	\$456.25	
04/30/12	Dividend Rec'd on	1,825	Shs.	547.50	
07/31/12	Dividend Rec'd on	1,825	Shs.	547.50	
10/31/12	Dividend Rec'd on	1,825	Shs.	<u>547.50</u>	2,098.75

Kimberly Clark Corporation

01/04/12	Dividend Rec'd on	800	Shs.	\$560.00	
04/03/12	Dividend Rec'd on	800	Shs.	592.00	
07/03/12	Dividend Rec'd on	800	Shs.	592.00	
10/02/12	Dividend Rec'd on	800	Shs.	<u>592.00</u>	2,336.00

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

Lilly Eli & Co.

12/10/12	Dividend Rec'd on	1,500	Shs.		735.00
----------	-------------------	-------	------	--	--------

Marathon Oil Corp.

03/12/12	Dividend Rec'd on	1,100	Shs.	\$187.00	
06/11/12	Dividend Rec'd on	1,100	Shs.	187.00	
09/10/12	Dividend Rec'd on	1,100	Shs.	187.00	
12/10/12	Dividend Rec'd on	1,100	Shs.	<u>187.00</u>	748.00

Schedule A-3 (Cont'd)

Mead Johnson Nutrition

04/03/12	Dividend Rec'd on	450	Shs.	\$135.00	
07/06/12	Dividend Rec'd on	450	Shs.	135.00	
10/01/12	Dividend Rec'd on	450	Shs.	<u>135.00</u>	\$405.00

Merck & Co. Inc.

04/06/12	Dividend Rec'd on	1,300	Shs.	\$546.00	
07/09/12	Dividend Rec'd on	1,300	Shs.	546.00	
10/05/12	Dividend Rec'd on	1,300	Shs.	<u>546.00</u>	1,638.00

Metlife Inc.

12/14/12	Dividend Rec'd on	800	Shs.		592.00
----------	-------------------	-----	------	--	--------

Noble Energy Inc.

05/21/12	Dividend Rec'd on	300	Shs.	\$66.00	
08/20/12	Dividend Rec'd on	300	Shs.	66.00	
11/19/12	Dividend Rec'd on	300	Shs.	<u>75.00</u>	207.00

Pepsico Inc

01/03/12	Dividend Rec'd on	1,800	Shs.	\$927.00	
03/30/12	Dividend Rec'd on	1,800	Shs.	927.00	
06/29/12	Dividend Rec'd on	1,800	Shs.	967.50	
09/28/12	Dividend Rec'd on	1,800	Shs.	<u>967.50</u>	3,789.00

Pfizer Inc

03/06/12	Dividend Rec'd on	1,075	Shs.	\$236.50	
06/05/12	Dividend Rec'd on	1,075	Shs.	236.50	
09/05/12	Dividend Rec'd on	4,000	Shs.	880.00	
12/04/12	Dividend Rec'd on	4,000	Shs.	<u>880.00</u>	2,233.00

Philip Morris International, Inc.

01/10/12	Dividend Rec'd on	1,425	Shs.	\$1,097.25	
04/12/12	Dividend Rec'd on	1,425	Shs.	1,097.25	
07/12/12	Dividend Rec'd on	1,200	Shs.	924.00	
10/11/12	Dividend Rec'd on	1,200	Shs.	<u>1,020.00</u>	4,138.50

PNC Financial Services Group

02/06/12	Dividend Rec'd on	700	Shs.	\$245.00	
05/07/12	Dividend Rec'd on	1,000	Shs.	400.00	
08/06/12	Dividend Rec'd on	1,000	Shs.	400.00	

Schedule A-3 (Cont'd)

PNC Financial Services Group

(Cont'd)

11/05/12	Dividend Rec'd on	1,000	Shs.	<u>\$400.00</u>	\$1,445.00
----------	-------------------	-------	------	-----------------	------------

Procter & Gamble Company

02/15/12	Dividend Rec'd on	1,400	Shs.	\$735.00	
05/15/12	Dividend Rec'd on	1,400	Shs.	786.80	
08/15/12	Dividend Rec'd on	1,400	Shs.	786.80	
11/15/12	Dividend Rec'd on	1,400	Shs.	<u>786.80</u>	3,095.40

Qualcomm Inc

03/23/12	Dividend Rec'd on	750	Shs.	\$161.25	
06/20/12	Dividend Rec'd on	750	Shs.	187.50	
09/26/12	Dividend Rec'd on	750	Shs.	187.50	
12/21/12	Dividend Rec'd on	750	Shs.	<u>187.50</u>	723.75

Schlumberger Limited

01/06/12	Dividend Rec'd on	1,500	Shs.	\$375.00	
04/13/12	Dividend Rec'd on	1,500	Shs.	412.50	
07/13/12	Dividend Rec'd on	1,500	Shs.	412.50	
10/12/12	Dividend Rec'd on	1,500	Shs.	<u>412.50</u>	1,612.50

Sempra Energy

01/17/12	Dividend Rec'd on	1,000	Shs.	\$480.00	
04/16/12	Dividend Rec'd on	1,000	Shs.	600.00	
07/16/12	Dividend Rec'd on	1,000	Shs.	600.00	
10/15/12	Dividend Rec'd on	1,000	Shs.	<u>600.00</u>	2,280.00

Shire PLC

04/12/12	Dividend Rec'd on	450	Shs.	\$169.97	
10/04/12	Dividend Rec'd on	450	Shs.	<u>36.86</u>	206.83

SPDR S&P Midcap 400

01/31/12	Dividend Rec'd on	1,000	Shs.	\$529.38	
04/30/12	Dividend Rec'd on	1,000	Shs.	383.44	
07/31/12	Dividend Rec'd on	750	Shs.	382.61	
10/31/12	Dividend Rec'd on	375	Shs.	<u>153.97</u>	1,449.40

State Street Corp.

10/12/12	Dividend Rec'd on	750	Shs.		180.00
----------	-------------------	-----	------	--	--------

Schedule A-3 (Cont'd)

TCW Emerging Markets Income
Find-I

02/01/12	Dividend Rec'd on	15,188.335	Shs.	\$645.50	
03/01/12	Dividend Rec'd on	15,188.335	Shs.	645.50	
04/02/12	Dividend Rec'd on	15,188.335	Shs.	607.53	
05/01/12	Dividend Rec'd on	15,188.335	Shs.	607.53	
06/01/12	Dividend Rec'd on	15,188.335	Shs.	607.53	
07/03/12	Dividend Rec'd on	15,188.335	Shs.	607.53	
08/02/12	Dividend Rec'd on	15,188.335	Shs.	683.48	
09/04/12	Dividend Rec'd on	15,188.335	Shs.	683.48	
10/01/12	Dividend Rec'd on	15,188.335	Shs.	683.48	
11/05/12	Dividend Rec'd on	15,188.335	Shs.	683.48	
12/03/12	Dividend Rec'd on	15,188.335	Shs.	<u>683.48</u>	\$7,138.52

Union Pacific Corp.

01/03/12	Dividend Rec'd on	700	Shs.	\$420.00	
04/02/12	Dividend Rec'd on	700	Shs.	420.00	
07/02/12	Dividend Rec'd on	700	Shs.	420.00	
10/01/12	Dividend Rec'd on	550	Shs.	<u>330.00</u>	1,590.00

United Technologies Corporation

03/12/12	Dividend Rec'd on	900	Shs.	\$432.00	
06/11/12	Dividend Rec'd on	900	Shs.	432.00	
09/10/12	Dividend Rec'd on	900	Shs.	481.50	
12/10/12	Dividend Rec'd on	900	Shs.	<u>481.50</u>	1,827.00

US Bancorp

01/17/12	Dividend Rec'd on	1,150	Shs.	\$143.75	
04/16/12	Dividend Rec'd on	1,150	Shs.	224.25	
07/16/12	Dividend Rec'd on	1,150	Shs.	224.25	
10/15/12	Dividend Rec'd on	1,150	Shs.	<u>224.25</u>	816.50

Valero Energy Corp New

03/14/12	Dividend Rec'd on	1,500	Shs.		
	bla			\$225.00	
06/20/12	Dividend Rec'd on	1,500	Shs.	225.00	
09/12/12	Dividend Rec'd on	1,500	Shs.	262.50	
12/12/12	Dividend Rec'd on	1,500	Shs.	<u>262.50</u>	975.00

Verizon Communications

02/01/12	Dividend Rec'd on	1,225	Shs.	\$612.50	
05/01/12	Dividend Rec'd on	1,225	Shs.	612.50	

Schedule A-3 (Cont'd)

Verizon Communications
(Cont'd)

08/01/12	Dividend Rec'd on	1,225	Shs.	\$612.50	
11/01/12	Dividend Rec'd on	1,225	Shs.	<u>630.88</u>	\$2,468.38

Walt Disney Co.

01/18/12	Dividend Rec'd on	1,200	Shs.	\$720.00	
12/28/12	Dividend Rec'd on	1,200	Shs.	<u>900.00</u>	1,620.00

Wells Fargo & Company

03/01/12	Dividend Rec'd on	850	Shs.	\$102.00	
03/30/12	Dividend Rec'd on	850	Shs.	85.00	
06/01/12	Dividend Rec'd on	850	Shs.	187.00	
09/04/12	Dividend Rec'd on	850	Shs.	187.00	
12/03/12	Dividend Rec'd on	850	Shs.	<u>187.00</u>	748.00

Yum! Brands Inc.

02/03/12	Dividend Rec'd on	700	Shs.	\$199.50	
05/04/12	Dividend Rec'd on	700	Shs.	199.50	
08/03/12	Dividend Rec'd on	700	Shs.	199.50	
11/02/12	Dividend Rec'd on	700	Shs.	<u>234.50</u>	<u>833.00</u>

TOTAL SCHEDULE A-3

\$147,162.50
=====

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	\$75,000.00	\$2,175.00	
08/15/12	Interest Rec'd on	\$75,000.00	<u>2,175.00</u>	4,350.00

Barclays Bank PLC

5% Due 09/22/16

03/22/12	Interest Rec'd on	\$75,000.00	\$1,875.00	
09/24/12	Interest Rec'd on	\$75,000.00	<u>1,875.00</u>	
			\$3,750.00	
02/23/12	Less: Interest Paid on Purchase		<u>1,572.92-</u>	2,177.08

Blackrock Inc

6.25% Due 09/15/17

03/15/12	Interest Rec'd on	\$75,000.00	\$2,343.75	
09/17/12	Interest Rec'd on	\$75,000.00	<u>2,343.75</u>	4,687.50

Boeing Capital Corp.

3.25% Due 10/27/14

04/27/12	Interest Rec'd on	\$75,000.00	\$1,218.75	
10/29/12	Interest Rec'd on	\$75,000.00	<u>1,218.75</u>	
			\$2,437.50	
04/13/12	Less: Interest Paid on Purchase		<u>374.65-</u>	2,062.85

Cisco Systems Inc.

1.625% Due 03/14/14

03/14/12	Interest Rec'd on	\$50,000.00	\$406.25	
09/14/12	Interest Rec'd on	\$75,000.00	<u>609.38</u>	
			\$1,015.63	
04/13/12	Less: Interest Paid on Purchase		<u>32.73-</u>	982.90

Conocophillips

4.75% Due 02/01/14

02/01/12	Interest Rec'd on	\$50,000.00	\$1,187.50	
----------	-------------------	-------------	------------	--

Schedule A-4 (Cont'd)

Conocophillips

4.75% Due 02/01/14

(Cont'd)

08/01/12	Interest Rec'd on	\$50,000.00	\$1,187.50	
08/17/12	Interest Rec'd on	\$36,000.00	<u>76.00</u>	\$2,451.00

CRA 12 (BNY Mellon, NA, Member
FDIC)

11/01/12	Interest Rec'd		\$45.31	
12/03/12	Interest Rec'd		<u>55.72</u>	101.03

Credit Suisse Fb USA

5.125% Due 08/15/15

02/15/12	Interest Rec'd on	\$75,000.00	\$1,921.88	
08/15/12	Interest Rec'd on	\$75,000.00	<u>1,921.88</u>	3,843.76

Deutsche Bank AG Lond

3.45% Due 03/30/15

03/30/12	Interest Rec'd on	\$75,000.00	\$1,293.75	
10/01/12	Interest Rec'd on	\$75,000.00	<u>1,293.75</u>	2,587.50

Federated Government Obligation
Fund No. 395

01/03/12	Interest Rec'd		\$6.04	
02/01/12	Interest Rec'd		5.79	
03/01/12	Interest Rec'd		5.57	
04/02/12	Interest Rec'd		5.80	
05/01/12	Interest Rec'd		5.86	
06/01/12	Interest Rec'd		6.20	
07/02/12	Interest Rec'd		5.39	
08/01/12	Interest Rec'd		6.31	
09/04/12	Interest Rec'd		8.48	
10/01/12	Interest Rec'd		6.16	
11/01/12	Interest Rec'd		<u>2.65</u>	64.25

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			\$339.85-
----------	---------------------------------	--	--	-----------

Goldman Sachs Group Inc

5.25% Due 10/15/13

04/16/12	Interest Rec'd on	\$150,000.00	\$3,937.50	
10/15/12	Interest Rec'd on	\$150,000.00	<u>3,937.50</u>	7,875.00

HSBC Finance Corp

5% Due 06/30/15

07/02/12	Interest Rec'd on	\$75,000.00	\$1,875.00	
12/31/12	Interest Rec'd on	\$75,000.00	<u>1,875.00</u>	3,750.00

Intel Corp.

1.95% Due 10/01/16

10/01/12	Interest Rec'd on	\$75,000.00	\$731.25	
08/29/12	Less: Interest Paid on Purchase		<u>601.25-</u>	130.00

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	\$100,000.00	\$2,625.00	
11/01/12	Interest Rec'd on	\$100,000.00	<u>2,625.00</u>	5,250.00

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

01/23/12	Interest Rec'd on	\$75,000.00	\$1,828.13	
07/10/12	Interest Rec'd on	\$75,000.00	<u>1,716.41</u>	3,544.54

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

09/28/12	Interest Rec'd on	\$75,000.00	\$1,575.00	
08/29/12	Less: Interest Paid on Purchase		1,321.25-	
11/30/12	Less: Interest Paid on Purchase		<u>542.50-</u>	288.75-

Schedule A-4 (Cont'd)

Merrill Lynch

6.875% Due 11/15/18

05/15/12	Interest	Rec'd on	\$75,000.00	\$2,578.13	
11/15/12	Interest	Rec'd on	\$75,000.00	<u>2,578.13</u>	\$5,156.26

Morgan Stanley

5.3% Due 03/01/13

03/01/12	Interest	Rec'd on	\$100,000.00	\$2,650.00	
09/04/12	Interest	Rec'd on	\$100,000.00	<u>2,650.00</u>	5,300.00

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 Nederland

2.125% Due 10/13/15

10/15/12	Interest	Rec'd on	\$75,000.00	\$796.88	
08/29/12	Less: Interest	Paid on Purchase		<u>602.08-</u>	194.80

Royal BK of Scotland

3.95% Due 09/21/15

03/20/12	Interest	Rec'd on	\$75,000.00	\$1,481.25	
09/18/12	Interest	Rec'd on	\$75,000.00	<u>1,464.79</u>	
				\$2,946.04	
02/23/12	Less: Interest	Paid on Purchase		<u>419.69-</u>	2,526.35

Shell International

3.25% Due 09/22/15

03/22/12	Interest	Rec'd on	\$75,000.00	\$1,218.75	
09/24/12	Interest	Rec'd on	\$75,000.00	<u>1,218.75</u>	2,437.50

Target Corp.

5.875% Due 03/01/12

03/01/12	Interest	Rec'd on	\$50,000.00		1,468.75
----------	----------	----------	-------------	--	----------

Total Capital SA

2.3% Due 03/15/16

11/30/12	Less: Interest	Paid on Purchase			359.38-
----------	----------------	------------------	--	--	---------

Schedule A-4 (Cont'd)

Treasury Inflation IX

2% Due 01/15/26

01/18/12	Interest Rec'd on	171,130.5	Units	\$1,710.54	
07/17/12	Interest Rec'd on	173,869.5	Units	<u>1,737.96</u>	\$3,448.50

Verizon Global Fdg Cor.

4.9% Due 09/15/15

03/15/12	Interest Rec'd on	\$50,000.00		\$1,225.00	
09/17/12	Interest Rec'd on	\$75,000.00		<u>1,837.50</u>	
				\$3,062.50	
04/13/12	Less: Interest Paid on Purchase			<u>95.28-</u>	2,967.22

Wachovia Bank NA

4.8% Due 11/01/14

05/01/12	Interest Rec'd on	\$75,000.00		\$1,800.00	
11/01/12	Interest Rec'd on	\$75,000.00		<u>1,800.00</u>	<u>3,600.00</u>

TOTAL SCHEDULE A-4

\$80,468.81
=====

Schedule A-5

OTHER INCOME RECEIVED

BNY Mellon Mid Cap Stock Fund

01/17/12	Income Rec'd on	20,627.063 Units	\$143.22	
02/13/12	Income Rec'd on	20,627.063 Units	147.09	
03/12/12	Income Rec'd on	20,627.063 Units	146.96	
04/16/12	Income Rec'd on	20,627.063 Units	158.44	
05/14/12	Income Rec'd on	20,627.063 Units	151.91	
06/11/12	Income Rec'd on	20,627.063 Units	150.35	
07/16/12	Income Rec'd on	20,627.063 Units	139.77	
08/13/12	Income Rec'd on	20,627.063 Units	<u>147.95</u>	\$1,185.69

BNY Mellon Small/Mid Cap Fund-M

01/17/12	Income Rec'd on	6,779.66 Units	\$53.34	
02/13/12	Income Rec'd on	6,779.66 Units	54.73	
03/12/12	Income Rec'd on	6,779.66 Units	55.00	
04/16/12	Income Rec'd on	6,779.66 Units	59.30	
05/14/12	Income Rec'd on	6,779.66 Units	56.45	
06/11/12	Income Rec'd on	6,779.66 Units	55.45	
07/16/12	Income Rec'd on	6,779.66 Units	52.06	
08/13/12	Income Rec'd on	6,779.66 Units	55.66	
09/17/12	Income Rec'd on	6,779.66 Units	55.58	
10/15/12	Income Rec'd on	6,779.66 Units	55.53	
11/13/12	Income Rec'd on	6,779.66 Units	56.00	
12/17/12	Income Rec'd on	6,779.66 Units	52.34	
12/20/12	Income Rec'd on	6,779.66 Units	<u>1,437.97</u>	<u>2,099.41</u>

TOTAL SCHEDULE A-5

\$3,285.10
=====

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 \$75,000.00	92,027.25	80,137.50 /
Barclays Bank PLC 5% Due 09/22/16 \$75,000.00	84,066.75	80,700.75 /
Blackrock Inc 6.25% Due 09/15/17 \$75,000.00	91,656.75	82,518.00 /
Boeing Capital Corp. 3.25% Due 10/27/14 \$75,000.00	78,695.25	80,036.50 /
Cisco Systems Inc. 1.625% Due 03/14/14 \$75,000.00	76,122.00	76,466.50 /
Conocophillips 4.75% Due 02/01/14 \$14,000.00	14,633.92	15,207.50 /
Credit Suisse Fb USA 5.125% Due 08/15/15 \$75,000.00	83,235.75	82,323.75 /
Deutsche Bank AG Lond 3.45% Due 03/30/15 \$75,000.00	79,076.25	78,092.25 /
General Electric Capital Corp. 5.625% Due 05/01/18 \$75,000.00	89,064.75	89,176.50 /
Goldman Sachs Group Inc 5.25% Due 10/15/13 \$150,000.00	155,251.50	152,571.00 /

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 \$75,000.00	\$81,298.50	\$77,762.25
Intel Corp. 1.95% Due 10/01/16 \$75,000.00	77,482.50	78,682.50
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 \$100,000.00	108,783.00	101,744.00
Lehman Brothers Hldgs Inc 4.5% Due 07/26/10 \$200,000.00	46,750.00	179,319.23
Lloyds Tsb Bank PLC 4.2% Due 03/28/17 \$75,000.00	83,148.00	82,872.75
Merrill Lynch 6.875% Due 11/15/18 \$75,000.00	91,807.50	71,528.25
Morgan Stanley 5.3% Due 03/01/13 \$100,000.00	100,546.00	102,934.00
Oracle Corp. 5.25% Due 01/15/16 \$50,000.00	56,580.50	48,156.00
Rabobank Nederland 2.125% Due 10/13/15 \$75,000.00	77,407.50	76,622.25
Shell International 3.25% Due 09/22/15 \$75,000.00	80,109.00	75,402.75

Schedule B-4 (Cont'd)

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Total Capital SA 2.3% Due 03/15/16 \$75,000.00	\$77,925.00	\$78,382.50
Treasury Inflation IX 2% Due 01/15/26 174,820.5 Units	229,261.35	166,703.48
Verizon Global Fdg Cor. 4.9% Due 09/15/15 \$75,000.00	83,194.50	73,596.00
Wachovia Bank NA 4.8% Due 11/01/14 \$75,000.00	80,501.25	79,351.50

Stock and Common Funds

Accenture Ltd Class A 1,500 Shs.	99,750.00	35,985.57
Air Products & Chemicals Inc. 800 Shs.	67,216.00	52,654.22
Amazon.Com Inc. 225 Shs.	56,445.75	44,222.90
Apple Inc 350 Shs.	186,260.55	32,831.80
AT&T Inc. 1,000 Shs.	33,710.00	34,257.89
BB&T Corporation 2,000 Shs.	58,220.00	50,539.52
Berkshire Hathaway Inc. Del B 2,500 Shs.	224,250.00	48,784.25
BNY Mellon Small/Mid Cap Fund-M 6,779.66 Units	87,457.61	100,000.00
BNY Mellon International-M 20,809.249 Shs.	209,132.95	180,000.00

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
BNY Mellon Emerging Mkts-M 56,561.086 Shs.	\$579,751.13	\$500,000.00
BNY Mellon M/C Multi-Strategy Fund 27,087.011 Shs.	303,374.52	325,000.00
Broadcom Corp Cl A 1,500 Shs.	49,815.00	48,119.85
Carnival Corp. 1,300 Shs.	47,801.00	46,373.60
Caterpillar Inc 750 Shs.	67,206.38	22,889.93
Chevron Corporation 600 Shs.	64,884.00	38,668.62
Coca Cola Co. 2,000 Shs.	72,500.00	65,493.10
Comcast Corporation New Class A 1,500 Shs.	56,040.00	50,880.00
ConocoPhillips 1,000 Shs.	57,990.00	49,672.90
Costco Whsl Corp New 300 Shs.	29,619.00	28,520.07
Covidien PLC 1,000 Shs.	57,740.00	55,059.90
Dreyfus Pre Strat Inter ST-I 14,629.883 Shs.	212,133.30	180,000.00
Dreyfus/Newton Intern Equity-I 5,446.623 Shs.	95,860.56	100,000.00
Dreyfus Opportunistic S/C 3,114.294 Shs.	85,425.08	100,000.00
Dreyfus High Yield-I 20,424.836 Shs.	136,233.66	125,000.00

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Dover Corp. 800 Shs.	\$52,568.00	\$44,525.12
Duke Energy Corp. 1,000 Shs.	63,800.00	55,875.00
Eaton Corp PLC 1,450 Shs.	78,561.00	56,905.03
E I DuPont DeNemours 1,000 Shs.	44,978.50	41,510.00
EMC Corp 2,300 Shs.	58,190.00	63,058.87
Excelsior Private Equity Fund 25 Shs. Valued as of 12/31/09	260.00	15,042.21
Express Scripts Holding Co 1,000 Shs.	54,000.00	52,670.20
Exxon Mobil Corporation 2,200 Shs.	190,410.00	89,554.50
Freeport McMoran Cooper & Gold Income Class B 2,800 Shs.	95,760.00	37,350.99
General Electric Company 3,200 Shs.	67,168.00	35,382.38
Gilead Sciences Inc 700 Shs.	51,415.00	32,469.92
Highbridge Dynamic Comm Strat Fund-E 4,203.643 Shs.	58,724.89	90,000.00
Home Depot 1,400 Shs.	86,590.00	44,392.85
Honeywell International Inc 1,550 Shs.	98,378.50	51,441.88

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Ingersoll-Rand PLC 1,000 Shs.	\$47,960.00	\$40,950.40
Intel Corporation 3,400 Shs.	70,108.00	55,705.71
International Business Machines 650 Shs.	124,507.50	59,467.56
Johnson CTLS Inc. 1,300 Shs.	39,871.00	21,045.88
JPMorgan Chase & Co. 1,825 Shs.	80,243.61	73,444.33
Kimberly Clark Corporation 800 Shs.	67,544.00	52,022.72
Kraft Foods Group Inc 433 Shs.	19,688.51	10,351.29
Lilly Eli & Co. 1,500 Shs.	73,980.00	63,596.25
Marathon Oil Corp. 1,100 Shs.	33,726.00	32,501.59
Mead Johnson Nutrition 450 Shs.	29,650.50	30,737.79
Merck & Co. Inc. 1,300 Shs.	53,222.00	49,582.00
Metlife Inc. 800 Shs.	26,352.00	23,698.80
Mondelez International-W/I 1,300 Shs.	33,089.16	19,162.70
Pepsico Inc 1,800 Shs.	123,174.00	97,048.20
Pfizer Inc 4,000 Shs.	100,317.20	97,197.80

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Philip Morris International, Inc. 1,200 Shs.	\$100,368.00	\$56,919.49
PNC Financial Services Group 1,000 Shs.	58,310.00	56,785.75
Procter & Gamble Company 1,400 Shs.	95,046.00	41,006.14
Qualcomm Inc 750 Shs.	46,394.70	41,175.00
Salesforce.com Inc. 250 Shs.	42,025.00	26,658.15
Schlumberger Limited 1,500 Shs.	103,947.90	51,001.91
Sempra Energy 1,000 Shs.	70,940.00	52,628.00
Shire PLC 450 Shs.	41,481.00	40,124.30
Southwestern Energy Co. 1,200 Shs.	40,092.00	41,296.20
State Street Corp. 750 Shs.	35,257.50	30,828.90
TCW Emerging Markets Income Fund-I 15,188.335 Shs.	141,555.28	125,000.00
Teradata Corporation 800 Shs.	49,512.00	40,117.92
Union Pacific Corp. 550 Shs.	69,146.00	25,375.14
United Technologies Corporation 900 Shs.	73,809.00	40,932.80
US Bancorp 1,150 Shs.	36,731.00	24,424.51

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Valero Energy Corp New 1,500 Shs.	\$51,180.00	\$29,398.80
Verizon Communications 1,225 Shs.	53,005.75	42,815.03
Walt Disney Co. 1,200 Shs.	59,748.00	50,242.92
Watson Pharmaceuticals Inc. 600 Shs.	51,600.00	36,469.02
Wells Fargo & Company 850 Shs.	29,053.00	20,015.63
Yum! Brands Inc. 700 Shs.	46,480.00	37,610.65
<u>Cash and Cash Equivalents</u>		
Cash	<u>577,346.01</u>	<u>577,346.01</u>
TOTAL SCHEDULE B-4	\$8,958,210.77 =====	\$7,451,650.07 =====

Schedule C-1

PURCHASES

				<u>Inventory Value (Cost)</u>
01/05/12	1,100	Shs.	Marathon Oil Corp.	\$32,501.59
01/05/12	450	Shs.	Mead Johnson Nutrition	30,737.79
01/05/12	750	Shs.	Qualcomm Inc	41,175.00
02/22/12	400	Shs.	BB&T Corporation	12,056.00
02/22/12	1,000	Shs.	Express Scripts Inc.	52,670.20
02/22/12	1,000	Shs.	Ingersoll-Rand PLC	40,950.40
02/22/12	1,300	Shs.	Merck & Co. Inc.	49,582.00
02/22/12	300	Shs.	Noble Energy Inc.	31,169.70
02/22/12	300	Shs.	PNC Financial Services Group	18,186.00
02/23/12	\$75,000.00		Barclays Bank PLC 5% Due 09/22/16	80,700.75
02/23/12	\$25,000.00		Royal BK of Scotland 3.95% Due 09/21/15	25,434.50
03/06/12	700	Shs.	Gilead Sciences Inc	32,469.92
04/13/12	\$25,000.00		Boeing Capital Corp. 3.25% Due 10/27/14	26,653.00
04/13/12	\$25,000.00		Cisco Systems Inc. 1.625% Due 03/14/14	25,541.00
04/13/12	\$25,000.00		Verizon Global Fdg Cor. 4.9% Due 09/15/15	28,272.00
05/02/12	2,000	Shs.	Bristol-Myers Squibb Co.	66,696.60
06/11/12	2,925	Shs.	Pfizer Inc	63,737.21

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.					
5.25% Due 10/19/12					
10/19/12	\$50,000.00		\$50,000.00	\$49,630.00	\$370.00
Lloyds Tsb Bank PLC					
4.875% Due 01/21/16					
07/10/12	\$75,000.00		79,048.50	77,359.50	1,689.00
Lloyds Tsb Bank PLC					
4.2% Due 03/28/17					
10/01/12	\$75,000.00		82,525.50	79,317.75	3,207.75
Royal BK of Scotland					
3.95% Due 09/21/15					
09/18/12	\$75,000.00		79,737.75	75,953.00	3,784.75
<u>Stock and Common Funds</u>					
Accenture Ltd Class A					
06/25/12	300	Shs.	17,987.60	7,197.11	10,790.49
Apple Inc					
02/17/12	100	Shs.	50,465.03	9,380.51	41,084.52
03/21/12	100	Shs.	58,582.82	9,380.51	49,202.31
08/28/12	50	Shs.	33,258.75	4,690.26	28,568.49
Baxter International Inc					
03/06/12	350	Shs.	20,308.84	15,501.15	4,807.69
06/11/12	1,000	Shs.	50,146.08	44,289.00	5,857.08

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
BNY Mellon M/C Multi-Strategy Fund					
12/11/12	27,087.011 Shs.				
Received long term capital gain distribution - Increase recognized on receipt			\$19,529.73	\$.00	\$19,529.73
Cameron International Corp.					
02/15/12	1,500 Shs.		84,271.68	68,968.65	15,303.03
Cardinal Health Inc					
02/22/12	750 Shs.		31,249.32	18,239.78	13,009.54
Duke Energy Holding Corp					
02/22/12	675 Shs.		14,296.38	12,571.88	1,724.50
Exxon Mobil Corporation					
04/05/12	400 Shs.		34,904.30	16,282.64	18,621.66
General Electric Company					
04/05/12	800 Shs.		16,031.64	8,845.60	7,186.04
Intel Corporation					
06/25/12	1,000 Shs.		27,449.48	16,384.03	11,065.45
International Business Machines					
06/25/12	100 Shs.		19,871.55	9,148.86	10,722.69
Ishares S&P GSCI					
09/17/12	2,700 Shs.		93,653.34	69,282.00	24,371.34

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Johnson & Johnson</u>					
05/01/12	1,000	Shs.	\$64,833.85	\$13,406.25	\$51,427.60
<u>Kraft Foods Group Inc</u>					
10/26/12	0.3333	Shs.	15.08	7.97	7.11
<u>Philip Morris International, Inc.</u>					
04/05/12	225	Shs.	20,098.67	10,672.40	9,426.27
<u>Phillips 66</u>					
06/04/12	500	Shs.	15,229.66	14,762.05	467.61
<u>SPDR S&P Midcap 400</u>					
04/13/12	250	Shs.	43,216.03	24,316.67	18,899.36
08/28/12	375	Shs.	66,058.60	36,475.00	29,583.60
10/03/12	375	Shs.	67,573.49	36,475.00	31,098.49
<u>Union Pacific Corp.</u>					
06/25/12	150	Shs.	17,648.60	6,920.49	10,728.11
<u>Zimmer Holdings Inc</u>					
02/22/12	1,000	Shs.	<u>61,456.39</u>	<u>60,482.90</u>	<u>973.49</u>
TOTAL SCHEDULE A-2			\$1,219,448.66 =====	\$795,940.96 =====	\$423,507.70 =====

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>				
Conocophillips				
<u>4.75% Due 02/01/14</u>				
08/17/12	\$36,000.00	\$39,105.00	\$38,096.82	\$1,008.18
Lehman Brothers Hldgs Inc				
<u>4.5% Due 07/26/10</u>				
04/17/12	Liquidation Distribution			
	Rec'd - See Schedule C	12,067.16	12,067.16	.00
10/01/12	Liquidation Distribution			
	Rec'd - See Schedule C	7,675.61	7,675.61	.00
Target Corp.				
<u>5.875% Due 03/01/12</u>				
03/01/12	\$50,000.00	50,589.00	50,000.00	589.00
<u>Stock and Common Funds</u>				
Agilent Technologies Inc				
06/13/12	800 Shs.	38,785.60	31,742.65	7,042.95
Bristol-Myers Squibb Co.				
08/28/12	2,000 Shs.	66,696.60	64,261.16	2,435.44
Citigroup Inc.				
08/08/12	960 Shs.	40,992.00	26,265.01	14,726.99
Newfield Expl Co.				
01/05/12	700 Shs.	45,373.16	26,838.46	18,534.70
Noble Energy Inc.				
12/10/12	300 Shs.	31,169.70	28,678.91	2,490.79

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Rovi Corp.</u>					
04/23/12	800	Shs.	\$45,808.00	\$23,543.47	\$22,264.53
<u>Rydex Managed Futures Strategy FD-Y</u>					
08/10/12	8,816.094	Shs.	225,000.00	196,334.41	28,665.59
<u>Walgreen Co.</u>					
01/05/12	1,150	Shs.	<u>40,376.04</u>	<u>37,963.07</u>	<u>2,412.97</u>
TOTAL SCHEDULE B-1			\$643,637.87 =====	\$543,466.73 =====	\$100,171.14 =====

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
Americares 88 Hamilton Avenue Stamford, CT 06902 <u>12/11/12</u> Cash Hurricane Sandy Relief Efforts	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Americares 88 Hamilton Avenue Stamford, CT 06902	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Association of Graduates of the US Military Academy Bldg 698 Mills Road West Point, NY 10996 <u>12/11/12</u> Cash Wm E Simon Center for the Prof Military Ethics	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Association of Graduates of the US Military Academy Bldg 698 Mills Road West Point, NY 10996	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Association of Small Foundations 1720 N Street NW Washington, DC 20036 <u>06/05/12</u> Cash Spring Appeal	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions Association of Small Foundations 1720 N Street NW Washington, DC 20036	<u>\$500.00</u> =====	<u>\$500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Bowery Mission 132 Madison Avenue New York, NY 10002 <u>06/05/12</u> Cash Vocational Training	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10002	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Buildon Inc. P.O. Box 16741 Stamford, CT 06905 <u>04/04/12</u> Cash Buildon Afterschool Program In Fairfield County, CT	<u>\$10,000.00</u>	<u>\$10,000.00</u>
12/11/12 Cash Buildon Afterschool Program	<u>15,000.00</u>	<u>15,000.00</u>
Total Distributions Buildon Inc. P.O. Box 16741 Stamford, CT 06905	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Catholic Medical Mission Board Inc. 10 West 17th Street New York, NY 10011-5765 <u>06/05/12</u> Cash United Against Infant and Child Mortality-Peru	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Catholic Medical Mission Board Inc. 10 West 17th Street New York, NY 10011-5765	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Caroline House Inc. 574 Stillman Street <u>Bridgeport, CT 06608</u> 04/04/12 Cash Mother & Child Literacy Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Caroline House Inc. 574 Stillman Street Bridgeport, CT 06608	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Children of Tanzania, Inc. 3 Little Cove Lane <u>Old Greenwich, CT 06870</u> 12/18/12 Cash General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions Children of Tanzania, Inc. 3 Little Cove Lane Old Greenwich, CT 06870	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Community Services of Swain, Inc. PO Box 812 <u>Bryson City, NC 28713-0812</u> 09/21/12 Cash Swain Business Edu & Job Training Center Equipment Project	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Community Services of Swain, Inc. PO Box 812 Bryson City, NC 28713-0812	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Community-Word Project Inc. 42 Broadway 18th Floor New York, NY 10004		
04/04/12 Cash Collaborative Art Residences in NYC Public Schools	\$2,500.00	\$2,500.00
12/11/12 Cash Collaborative Arts Residency Program	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions Community-Word Project Inc. 42 Broadway 18th Floor New York, NY 10004	\$5,000.00 =====	\$5,000.00 =====
Connecticut Appleseed Center for Law and Justice 25 Dudley Road Wilton, CT 06897		
12/11/12 Cash CT Through Literacy Incarcerated Parents, Child & Caregivers	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Connecticut Appleseed Center for Law and Justice 25 Dudley Road Wilton, CT 06897	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Connecticut Burns Care 601 Boston Post Road Milford, CT 06460 <u>12/11/12 Cash</u> The Arthur C Luf Children's Burn Camp	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Connecticut Burns Care 601 Boston Post Road Milford, CT 06460	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Connecticut Friends of Bosnia Inc. 65 Perkins Road Greenwich, CT 06830 <u>12/11/12 Cash</u> Education & Scholarship Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Connecticut Friends of Bosnia Inc. 65 Perkins Road Greenwich, CT 06830	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Convent of the Sacred Heart 1177 King Street Greenwich, CT 06830 <u>12/11/12 Cash</u> Annual Fund	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Convent of the Sacred Heart 1177 King Street 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>
Davidson College Davidson, NC 28035 <u>06/05/12</u> Cash Lectures On Ethics In Professional Life	<u>\$8,000.00</u>	<u>\$8,000.00</u>
Total Distributions Davidson College Davidson, NC 28035	<u>\$8,000.00</u> =====	<u>\$8,000.00</u> =====
Episcopal Relief and Development 815 Second Avenue New York, NY 10017 <u>12/18/12</u> Cash Hurricane Sandy Response Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
12/20/12 Cash General Purposes	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions Episcopal Relief and Development 815 Second Avenue New York, NY 10017	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Food for the Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073 <u>12/11/12</u> Cash Haiti School Reconstruction program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Food for the Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Greenwich Council Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
06/28/12 Cash		
Annual Golf Tournament	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Greenwich Council Boy Scouts of America 63 Mason Street Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Greenwich Country Day School P.O. Box 623 Old Church Road Greenwich, CT 06836-0623		
09/21/12 Cash		
Annual Fund	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Greenwich Country Day School P.O. Box 623 Old Church Road Greenwich, CT 06836-0623	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Horizons Student Enrichment Program 545 Ponus Ridge Road New Canaan, CT 06840		
06/05/12 Cash		
Summer Program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Horizons Student Enrichment Program 545 Ponus Ridge Road New Canaan, CT 06840	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Inspirica 850 Seventh Avenue New York, NY 10019		
04/04/12 Cash		
Jumpstart Education & Employment Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Inspirica 850 Seventh Avenue New York, NY 10019	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
International Education Exchange Inc. 55 New Orleans Road 210 Fountain Center Hilton Head, SC 29928		
12/18/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
International Education Exchange Inc. 55 New Orleans Road 210 Fountain Center Hilton Head, SC 29928	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Jacob A. Riis Neighborhood 10-25 41st Avenue Long Island City, NY 11101		
09/21/12 Cash		
Enhancement of Riis Settlement Adult English Language Learn Component	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Jacob A. Riis Neighborhood 10-25 41st Avenue Long Island City, NY 11101	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Junior Achievement of Southwest Connecticut, Inc. One Landmark Square Stamford, CT		
04/04/12 Cash Elementary School Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Junior Achievement of Southwest Connecticut, Inc. One Landmark Square Stamford, CT	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Kids in Crisis One Salem Street Cos Cob, CT 06807		
12/11/12 Cash Safe Haven for Kids	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Kids in Crisis One Salem Street Cos Cob, CT 06807	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
The Marshall Legacy Institute 2425 Wilson Blvd Suite 240 Arlington, VA 22201		
12/11/12 Cash Prosthetics for Mohammed Abdul Karim	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions The Marshall Legacy Institute 2425 Wilson Blvd Suite 240 Arlington, VA 22201	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Lupus Foundation of America 2000 L Street NW Suite 710 Washington, DC 20036		
12/20/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Lupus Foundation of America 2000 L Street NW Suite 710 Washington, DC 20036	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Manhattan Christian Academy 401 W 205th Street New York, NY 10034		
12/18/12 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Manhattan Christian Academy 401 W 205th Street New York, NY 10034	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Medical Missions for Children 810 Main Street Paterson, NJ 07503		
06/05/12 Cash		
Armenia Ped Telemedicine & Cont'g Medical Edu Project (1 of 3)	<u>\$20,000.00</u>	<u>\$20,000.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Medical Missions for Children 810 Main Street Paterson, NJ 07503 <u>(Cont'd)</u>		
12/11/12 Cash Armenia Pediatri Telemedicine & Cont Medical Education (2 of 3)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions Medical Missions for Children 810 Main Street Paterson, NJ 07503	<u>\$35,000.00</u> =====	<u>\$35,000.00</u> =====
 New York City Rescue Mission 90 Lafayette Street New York, NY 10013 <u>01/18/12 Cash</u>		
Food Service Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions New York City Rescue Mission 90 Lafayette Street New York, NY 10013	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 The Order of St. John 1875 K Street NW, Suite 603 Washington, DC 20006-1251 <u>12/20/12 Cash</u>		
The St. John of Jerusalem Eye Hospital	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions The Order of St. John 1875 K Street NW, Suite 603 Washington, DC 20006-1251	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Oriskany Alliance Incorporated c/o Oriskany Battlefield SHS 7801 State Route 69 Oriskany, NY 13424		
09/21/12 Cash		
Molly of the Mohawks	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions		
Oriskany Alliance Incorporated c/o Oriskany Battlefield SHS 7801 State Route 69 Oriskany, NY 13424	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
Partnership for Resource Development Inc. 448 Thistley Lane Chesapeake, VA 23322		
12/11/12 Cash		
General Purposes, Memo Robert & Chantal	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Partnership for Resource Development Inc. 448 Thistley Lane Chesapeake, VA 23322	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Pathways, Inc. 175 Milbank Avenue Greenwich, CT 06830		
12/11/12 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Pathways, Inc. 175 Milbank Avenue Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Person to Person Inc. 2113 Central Avenue NE <u>Minneapolis, MN 55418</u> 01/18/12 Cash Emergency Assistance Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Person to Person Inc. 2113 Central Avenue NE Minneapolis, MN 55418	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
ProLiteracy Worldwide 1320 Jamesville Avenue <u>Syracuse, NY 13210</u> 06/05/12 Cash National Book Fund (2 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions ProLiteracy Worldwide 1320 Jamesville Avenue Syracuse, NY 13210	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Row New York 10-27 46th Avenue Suite 101 <u>Long Island City, NY 11101</u> 12/11/12 Cash Empowerment through Rowing & Academics	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
The Salvation Army P. O. Box 270848 Tampa, FL 33688 <u>12/11/12 Cash</u> Hurricane Sandy Relief Efforts	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions The Salvation Army P. O. Box 270848 Tampa, FL 33688	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460 <u>01/18/12 Cash</u> Achieving with Integrity Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
09/21/12 Cash Agency Bridge Grant	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Special Olympics of Connecticut, Inc 2666 State St. Hamden, CT 06517 <u>09/21/12 Cash</u> 2012 Annual Southwest Region Bowling Qualifier	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Special Olympics of Connecticut, Inc 2666 State St. Hamden, CT 06517	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Summer on the Hill Horace Mann School, 4440 Tibbett Ave., Riverdale, NY 10471		
04/04/12 Cash		
Enrichment Classes, Guidance Services and Recruitment	\$25,000.00	\$25,000.00
Total Distributions		
Summer on the Hill Horace Mann School, 4440 Tibbett Ave., Riverdale, NY 10471	\$25,000.00 =====	\$25,000.00 =====
University of Virginia Institute for Practical Ethics P O Box 400800 Charlottesville, VA 22904		
12/11/12 Cash		
Fellowship and Seminars	\$45,000.00	\$45,000.00
Total Distributions		
University of Virginia Institute for Practical Ethics P O Box 400800 Charlottesville, VA 22904	\$45,000.00 =====	\$45,000.00 =====
The Citikids Foundation, Inc. 57 Leonard Street New York, NY 10013		
09/21/12 Cash		
Citikids University	\$5,000.00	\$5,000.00
Total Distributions		
The Citikids Foundation, Inc. 57 Leonard Street New York, NY 10013	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Virginia P. O. Box 400800 <u>Charlottesville, VA 22904</u> 12/18/12 Cash Annual Fund - College of Arts & Sciences	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions University of Virginia P. O. Box 400800 Charlottesville, VA 22904	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
University of Virginia School of Law 580 Massie Road <u>Charlottesville, VA 22904</u> 12/20/12 Cash General Purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions University of Virginia School of Law 580 Massie Road Charlottesville, VA 22904	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Yankee Institute For Public Policy, Inc. P.O. Box 260660 <u>Hartford, CT 06126-0660</u> 12/11/12 Cash General Purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions Yankee Institute For Public Policy, Inc. P.O. Box 260660 Hartford, CT 06126-0660	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Your Grandmothers Cupboard 173A Rt 37 West Toms River, NJ 08755		
12/11/12 Cash		
Help US Continue Our Outreach Program	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Your Grandmothers Cupboard 173A Rt 37 West Toms River, NJ 08755	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$421,500.00</u> =====	<u>\$421,500.00</u> =====

RICHARD D. DONCHIAN FOUNDATION, INC.

MISSION STATEMENT AND GUIDELINES

MISSION

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

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

GUIDING PRINCIPLES

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

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

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

Business Integrity and Leadership

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

Literacy and Education

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

Ethics and Personal Development

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