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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

Laura J. Niles Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508A Employer identification number
22-3188304B Telephone number (see the instructions)
203-661-1000C 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)
\$ 22,177,129.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)

REVENUE

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

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 4,047,898.

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)

SCANNED JUN 03 2013
ADMINISTRATIVE EXPENSES
OPERATING AND ADMINISTRATIVE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,491,911.	1,375,940.	1,375,940.
	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	380,365.	388,975.	534,943.
	b	Investments — corporate stock (attach schedule)	Statement 7	12,636,133.	12,526,612.	15,909,631.
	c	Investments — corporate bonds (attach schedule)	Statement 8	4,071,209.	4,136,663.	4,356,615.
	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)		18,579,618.	18,428,190.	22,177,129.	
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.	
FUNDS ASSETS OR	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.			X		
	27	Capital stock, trust principal, or current funds		18,579,618.	18,428,190.	
	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)		18,579,618.	18,428,190.	
31	Total liabilities and net assets/fund balances (see instructions)		18,579,618.	18,428,190.		

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	18,579,618.
2	Enter amount from Part I, line 27a	2	-151,428.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	18,428,190.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	18,428,190.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Increases per Schedule A-2 (Exhibit 4)		P	Various	Various
b Decreases per Schedule B-1 (Exhibit 5)		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,075,048.		2,216,347.	858,701.
b 972,850.		1,184,693.	-211,843.
c			
d			
e			

(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			858,701.
b			-211,843.
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	646,858.
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,163,684.	21,691,731.	0.053646
2010	1,161,530.	20,518,379.	0.056609
2009	1,313,341.	18,635,911.	0.070474
2008	1,238,336.	22,368,664.	0.055360
2007	1,539,200.	25,344,550.	0.060731

2 Total of line 1, column (d)	2	0.296820
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	0.059364
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,813,974.
5 Multiply line 4 by line 3	5	1,294,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,148.
7 Add lines 5 and 6	7	1,306,113.
8 Enter qualifying distributions from Part XII, line 4	8	1,259,846.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	22,296.
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	22,296.
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	22,296.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	11,292.	
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	11,292.	
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	11,004.	
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 ☐ Refunded ☐	11		

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)? <i>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</i>		X
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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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.ljniles.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no. <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06830</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>United Kingdom</u>	16	X	

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870.

7 a 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

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06830	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06830	Sec/Director 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 88 Field Point Road Greenwich, CT 06830	Treas/Direct 10.00	40,000.	0.	0.

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

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

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

0

Part 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	20,904,417.
b Average of monthly cash balances	1 b	1,241,749.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	22,146,166.
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	22,146,166.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	332,192.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,813,974.
6 Minimum investment return. Enter 5% of line 5	6	1,090,699.

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

1 Minimum investment return from Part X, line 6		1	1,090,699.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	22,296.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b	2 c	22,296.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,068,403.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	1,068,403.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,068,403.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	1,259,846.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,259,846.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,259,846.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,068,403.
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	312,553.			
b From 2008	132,195.			
c From 2009	390,895.			
d From 2010	152,937.			
e From 2011	90,388.			
f Total of lines 3a through e	1,078,968.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 1,259,846.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				1,068,403.
e Remaining amount distributed out of corpus	191,443.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,270,411.			
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)	312,553.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	957,858.			
10 Analysis of line 9.				
a Excess from 2008	132,195.			
b Excess from 2009	390,895.			
c Excess from 2010	152,937.			
d Excess from 2011	90,388.			
e Excess from 2012	191,443.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or

4942(1)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

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.)
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1 Information Regarding Foundation Managers:

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

None

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

None

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

See Statement 9

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached Schedule B-3 (Exhibit 8) ,				1,095,000.
Total			3 a	1,095,000.
<i>b Approved for future payment</i> See attached - Installment Payment Schedule (Exhibit 9) ,				215,000.
Total			3 b	215,000.

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	605,634.	
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	646,858.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	AOL - Class Actino			18	14.	
b	B of A - Class Action			18	51.	
c	BNY Partners Fund III LLC			14	85.	
d	Colburn Fair Fd Class Act			18	11.	
e	Ishares S&P GSCI			14		
12	Subtotal Add columns (b), (d), and (e)				1,252,653.	
13	Total. Add line 12, columns (b), (d), and (e)					13 1,252,653.

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

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

[illegible]

Client NILESL

Laura J. Niles Foundation, Inc.

22-3188304

5/13/13

10 26PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
AOL - Class Actino	\$ 14.	\$ 14.	
B of A - Class Action	51.	51.	
BNY Partners Fund III LLC	85.	85.	
Colburn Fair Fd Class Act	11.	11.	
Total	\$ 161.	\$ 161.	0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Farrell Fritz	\$ 109.	\$ 109.		
FCS&N - tax preparation	4,740.	4,740.		
Total	\$ 4,849.	\$ 4,849.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of New York - Affiliated Fund Adj				
\$ 6,110.	\$ 6,110.			
Bank of New York - Inv Advisory fee	99,780.	99,780.		
FCS&N - Administrative fee	7,500.			\$ 7,500.
Total	\$ 113,390.	\$ 105,890.		\$ 7,500.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2012 3rd quarter estimate	\$ 1,304.			
2012 4th quarter estiamte	2,823.			
Total	\$ 4,127.	\$ 0.		\$ 0.

Client NILESL

Laura J. Niles Foundation, Inc.

22-3188304

5/13/13

10 26PM

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Earthlink and domain name renewal \$	311.			\$ 311.
FCS&N - tax computer fee	65.	\$ 65.		
Federal Express and certified mailing	170.	170.		170.
Hagendoorn & Emond Insurance, D&O Ins.	12,365.			12,365.
Total \$	<u>12,911.</u>	<u>\$ 235.</u>		<u>\$ 12,846.</u>

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US obligations (Exhibit 6)	Cost	\$ 388,975.	\$ 534,943.
		\$ 388,975.	\$ 534,943.
Total		<u>\$ 388,975.</u>	<u>\$ 534,943.</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 6)	Cost	\$ 12,526,612.	\$ 15,909,631.
	Total	<u>\$ 12,526,612.</u>	<u>\$ 15,909,631.</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 6)	Cost	\$ 4,136,663.	\$ 4,356,615.
	Total	<u>\$ 4,136,663.</u>	<u>\$ 4,356,615.</u>

Client NILESL

Laura J. Niles Foundation, Inc.

22-3188304

5/13/13

10 26PM

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

Name of Grant Program:

Name:

Care Of:

Street Address:

City, State, Zip Code:

Telephone:

E-Mail Address:

Form and Content:

Ashley C. Garan

Fogarty Cohen Selby & Nemiroff LLC

88 Field Point Road

Greenwich, CT 06830

203-629-7314

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

Submission Deadlines:

Restrictions on Awards:

None

Mission Statement and Guidelines attached as Exhibit 9.

Client NILES

Laura J. Niles Foundation, Inc.

22-3188304

5/13/13

10 26PM

Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	266,941.
Interest per Schedule A-4 (Exhibit 2)		212,888.
Treasury Inflation Index interest		8,610.
Other Income per Schedule A-5 (Exhibit 3)		117,195.
Total	\$	<u>605,634.</u>

Other Revenue
Net investment income
Ishares S&P GSCI

Interest income	\$	113.
Net long term capital loss		-212.
Deductions subject to 2% floor		-1,271.
Total	\$	<u>-1,370.</u>

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

James R. Lamb, Expenses	\$	1,205.
Leland C. Selby, Expenses		622.
Total	\$	<u>1,827.</u>

Schedule A-3

DIVIDENDS RECEIVED

Accenture Ltd, Class A

05/15/12	Dividend Rec'd on	5,000	Shs.	\$3,375.00	
11/15/12	Dividend Rec'd on	4,200	Shs.	<u>3,402.00</u>	\$6,777.00

Agilent Technologies

04/25/12	Dividend Rec'd on	1,600	Shs.		160.00
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Air Prods & Chems Inc

02/13/12	Dividend Rec'd on	1,200	Shs.	\$696.00	
05/14/12	Dividend Rec'd on	1,200	Shs.	768.00	
08/13/12	Dividend Rec'd on	1,200	Shs.	768.00	
11/13/12	Dividend Rec'd on	1,200	Shs.	<u>768.00</u>	3,000.00

Allergan Inc

03/16/12	Dividend Rec'd on	2,600	Shs.	\$130.00	
06/14/12	Dividend Rec'd on	2,600	Shs.	130.00	
09/13/12	Dividend Rec'd on	2,600	Shs.	130.00	
12/12/12	Dividend Rec'd on	1,300	Shs.	<u>65.00</u>	455.00

Allstate Corp.

01/03/12	Dividend Rec'd on	3,200	Shs.		672.00
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Apple Computer Inc.

08/16/12	Dividend Rec'd on	1,025	Shs.	\$2,716.25	
11/15/12	Dividend Rec'd on	950	Shs.	<u>2,517.50</u>	5,233.75

AT&T Inc

02/01/12	Dividend Rec'd on	3,900	Shs.	\$1,716.00	
05/01/12	Dividend Rec'd on	3,900	Shs.	1,716.00	
08/01/12	Dividend Rec'd on	3,900	Shs.	1,716.00	
11/01/12	Dividend Rec'd on	3,900	Shs.	<u>1,716.00</u>	6,864.00

B B & T Corporation

02/01/12	Dividend Rec'd on	3,200	Shs.	\$512.00	
05/01/12	Dividend Rec'd on	4,800	Shs.	960.00	
08/01/12	Dividend Rec'd on	4,800	Shs.	960.00	
11/01/12	Dividend Rec'd on	4,800	Shs.	<u>960.00</u>	3,392.00

Schedule A-3 (Cont'd)

Baxter International

01/04/12	Dividend Rec'd on	3,400	Shs.	\$1,139.00	
04/02/12	Dividend Rec'd on	3,000	Shs.	1,005.00	
07/02/12	Dividend Rec'd on	3,000	Shs.	<u>1,005.00</u>	\$3,149.00

Bristol Myers Squibb

08/01/12	Dividend Rec'd on	4,000	Shs.		1,360.00
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Cardinal Health Inc.

01/17/12	Dividend Rec'd on	4,220	Shs.		907.30
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Carnival Corp.

03/16/12	Dividend Rec'd on	3,200	Shs.	\$800.00	
06/15/12	Dividend Rec'd on	3,200	Shs.	800.00	
09/14/12	Dividend Rec'd on	3,200	Shs.	800.00	
12/14/12	Dividend Rec'd on	3,200	Shs.	800.00	
12/28/12	Dividend Rec'd on	3,200	Shs.	<u>1,600.00</u>	4,800.00

Caterpillar, Inc.

02/21/12	Dividend Rec'd on	2,650	Shs.	\$1,219.00	
05/21/12	Dividend Rec'd on	2,650	Shs.	1,219.00	
08/20/12	Dividend Rec'd on	2,650	Shs.	1,378.00	
11/20/12	Dividend Rec'd on	2,650	Shs.	1,378.00	
12/31/12	Dividend Rec'd on	2,650	Shs.	<u>1,378.00</u>	6,572.00

Chevron Texaco Corporation

03/12/12	Dividend Rec'd on	3,440	Shs.	\$2,786.40	
06/11/12	Dividend Rec'd on	2,965	Shs.	2,668.50	
09/10/12	Dividend Rec'd on	2,965	Shs.	2,668.50	
12/10/12	Dividend Rec'd on	2,965	Shs.	<u>2,668.50</u>	10,791.90

Citigroup Inc.

02/24/12	Dividend Rec'd on	2,500	Shs.	\$25.00	
05/25/12	Dividend Rec'd on	2,500	Shs.	25.00	
08/24/12	Dividend Rec'd on	2,500	Shs.	<u>25.00</u>	75.00

Coca Cola Company

04/02/12	Dividend Rec'd on	2,000	Shs.	\$1,020.00	
07/02/12	Dividend Rec'd on	2,000	Shs.	1,020.00	
10/01/12	Dividend Rec'd on	4,000	Shs.	1,020.00	

Schedule A-3 (Cont'd)

Coca Cola Company
(Cont'd)

12/17/12	Dividend Rec'd on	4,000	Shs.	<u>\$1,020.00</u>	\$4,080.00
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Comcast Corporation New Class A

10/24/12	Dividend Rec'd on	2,400	Shs.		390.00
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ConocoPhillips

03/01/12	Dividend Rec'd on	2,050	Shs.	\$1,353.00	
06/01/12	Dividend Rec'd on	2,050	Shs.	1,353.00	
09/04/12	Dividend Rec'd on	2,050	Shs.	1,353.00	
12/03/12	Dividend Rec'd on	2,050	Shs.	<u>1,353.00</u>	5,412.00

Costco Whsl Corp.

11/30/12	Dividend Rec'd on	800	Shs.	\$220.00	
12/18/12	Dividend Rec'd on	800	Shs.	<u>5,600.00</u>	5,820.00

Dover Corp.

03/15/12	Dividend Rec'd on	2,000	Shs.	\$630.00	
06/15/12	Dividend Rec'd on	2,000	Shs.	630.00	
09/17/12	Dividend Rec'd on	2,000	Shs.	700.00	
12/17/12	Dividend Rec'd on	2,000	Shs.	<u>700.00</u>	2,660.00

Duke Energy Hldg Corp

03/16/12	Dividend Rec'd on	8,875	Shs.	\$2,218.75	
06/18/12	Dividend Rec'd on	7,200	Shs.	<u>1,800.00</u>	4,018.75

Duke Energy Corp.

09/17/12	Dividend Rec'd on	2,400	Shs.	\$1,836.00	
12/17/12	Dividend Rec'd on	2,400	Shs.	<u>1,836.00</u>	3,672.00

Eaton Corp

02/24/12	Dividend Rec'd on	4,000	Shs.	\$1,520.00	
05/25/12	Dividend Rec'd on	4,000	Shs.	1,520.00	
08/24/12	Dividend Rec'd on	4,000	Shs.	1,520.00	
10/19/12	Dividend Rec'd on	4,000	Shs.	<u>1,520.00</u>	6,080.00

E. I. DuPont De Nemours

03/14/12	Dividend Rec'd on	3,600	Shs.	\$1,476.00	
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Schedule A-3 (Cont'd)

E. I. DuPont De Nemours
(Cont'd)

06/12/12	Dividend Rec'd on	3,600	Shs.	\$1,548.00	
09/12/12	Dividend Rec'd on	3,600	Shs.	1,548.00	
12/14/12	Dividend Rec'd on	3,600	Shs.	<u>1,548.00</u>	\$6,120.00

Exxon Mobil Corporation

03/09/12	Dividend Rec'd on	4,850	Shs.	\$2,279.50	
06/11/12	Dividend Rec'd on	4,425	Shs.	2,522.25	
09/10/12	Dividend Rec'd on	4,425	Shs.	2,522.25	
12/10/12	Dividend Rec'd on	4,425	Shs.	<u>2,522.25</u>	9,846.25

Freeport-McMoran Copper & Gold Inc., Class B

02/01/12	Dividend Rec'd on	4,174	Shs.	\$1,043.50	
05/01/12	Dividend Rec'd on	4,174	Shs.	1,304.38	
08/01/12	Dividend Rec'd on	4,174	Shs.	1,304.38	
11/01/12	Dividend Rec'd on	4,174	Shs.	<u>1,304.38</u>	4,956.64

General Electric

01/25/12	Dividend Rec'd on	10,000	Shs.	\$1,700.00	
04/25/12	Dividend Rec'd on	10,000	Shs.	1,700.00	
07/25/12	Dividend Rec'd on	8,800	Shs.	1,496.00	
10/25/12	Dividend Rec'd on	8,800	Shs.	<u>1,496.00</u>	6,392.00

Home Depot, Inc.

03/22/12	Dividend Rec'd on	4,000	Shs.	\$1,160.00	
06/14/12	Dividend Rec'd on	4,000	Shs.	1,160.00	
09/13/12	Dividend Rec'd on	4,000	Shs.	1,160.00	
12/13/12	Dividend Rec'd on	4,000	Shs.	<u>1,160.00</u>	4,640.00

Honeywell International, Inc.

03/09/12	Dividend Rec'd on	3,000	Shs.	\$1,117.50	
06/08/12	Dividend Rec'd on	3,000	Shs.	1,117.50	
09/10/12	Dividend Rec'd on	3,000	Shs.	1,117.50	
12/10/12	Dividend Rec'd on	3,000	Shs.	<u>1,230.00</u>	4,582.50

Ingersoll-Rand PLC

03/30/12	Dividend Rec'd on	2,400	Shs.	\$384.00	
06/29/12	Dividend Rec'd on	2,400	Shs.	384.00	
09/28/12	Dividend Rec'd on	2,400	Shs.	384.00	

Schedule A-3 (Cont'd)

Ingersoll-Rand PLC
(Cont'd)

12/28/12	Dividend Rec'd on	2,400	Shs.	<u>\$384.00</u>	\$1,536.00
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Intel Corporation

03/01/12	Dividend Rec'd on	9,600	Shs.	\$2,016.00	
06/01/12	Dividend Rec'd on	9,600	Shs.	2,016.00	
09/04/12	Dividend Rec'd on	8,600	Shs.	1,935.00	
12/03/12	Dividend Rec'd on	8,600	Shs.	<u>1,935.00</u>	7,902.00

International Business Machines

03/12/12	Dividend Rec'd on	2,100	Shs.	\$1,575.00	
06/11/12	Dividend Rec'd on	2,100	Shs.	1,785.00	
09/10/12	Dividend Rec'd on	1,700	Shs.	1,445.00	
12/10/12	Dividend Rec'd on	1,700	Shs.	<u>1,445.00</u>	6,250.00

Invesco LTD

03/09/12	Dividend Rec'd on	8,740	Shs.	\$1,070.65	
06/08/12	Dividend Rec'd on	8,740	Shs.	1,507.65	
09/07/12	Dividend Rec'd on	8,740	Shs.	1,507.65	
12/07/12	Dividend Rec'd on	8,740	Shs.	<u>1,507.65</u>	5,593.60

Johnson & Johnson

03/13/12	Dividend Rec'd on	2,000	Shs.		1,140.00
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Johnson Controls

01/03/12	Dividend Rec'd on	4,775	Shs.	\$859.50	
04/03/12	Dividend Rec'd on	4,775	Shs.	859.50	
07/03/12	Dividend Rec'd on	4,775	Shs.	859.50	
10/02/12	Dividend Rec'd on	4,775	Shs.	859.50	
12/28/12	Dividend Rec'd on	4,775	Shs.	<u>907.25</u>	4,345.25

Kimberly Clark Corporation

01/04/12	Dividend Rec'd on	1,600	Shs.	\$1,120.00	
04/03/12	Dividend Rec'd on	1,600	Shs.	1,184.00	
07/03/12	Dividend Rec'd on	1,600	Shs.	1,184.00	
10/02/12	Dividend Rec'd on	1,600	Shs.	<u>1,184.00</u>	4,672.00

Kraft Foods Inc CL A

01/13/12	Dividend Rec'd on	4,725	Shs.	\$1,370.25	
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Schedule A-3 (Cont'd)

Kraft Foods Inc CL A
(Cont'd)

04/16/12	Dividend Rec'd on	4,725	Shs.	\$1,370.25	
07/16/12	Dividend Rec'd on	4,725	Shs.	1,370.25	
10/15/12	Dividend Rec'd on	4,725	Shs.	<u>1,370.25</u>	\$5,481.00

Lilly Eli & Co.

12/10/12	Dividend Rec'd on	4,000	Shs.		1,960.00
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Marathon Oil Corp.

03/12/12	Dividend Rec'd on	2,400	Shs.	\$408.00	
06/11/12	Dividend Rec'd on	2,400	Shs.	408.00	
09/10/12	Dividend Rec'd on	2,400	Shs.	408.00	
12/10/12	Dividend Rec'd on	2,400	Shs.	<u>408.00</u>	1,632.00

Mead Johnson Nutrition

04/03/12	Dividend Rec'd on	1,100	Shs.	\$330.00	
07/06/12	Dividend Rec'd on	1,100	Shs.	330.00	
10/01/12	Dividend Rec'd on	1,100	Shs.	<u>330.00</u>	990.00

Merck & Co Inc

04/06/12	Dividend Rec'd on	3,200	Shs.	\$1,344.00	
07/09/12	Dividend Rec'd on	3,200	Shs.	1,344.00	
10/05/12	Dividend Rec'd on	3,200	Shs.	<u>1,344.00</u>	4,032.00

Metlife Inc.

12/14/12	Dividend Rec'd on	1,750	Shs.		1,295.00
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Noble Energy Inc.

05/21/12	Dividend Rec'd on	800	Shs.	\$176.00	
08/20/12	Dividend Rec'd on	800	Shs.	176.00	
11/19/12	Dividend Rec'd on	800	Shs.	<u>200.00</u>	552.00

Pepsico, Inc.

01/03/12	Dividend Rec'd on	4,800	Shs.	\$2,472.00	
03/30/12	Dividend Rec'd on	4,800	Shs.	2,472.00	
06/29/12	Dividend Rec'd on	4,800	Shs.	2,580.00	
09/28/12	Dividend Rec'd on	4,800	Shs.	<u>2,580.00</u>	10,104.00

Schedule A-3 (Cont'd)

Pfizer, Inc.

09/05/12	Dividend Rec'd on	8,000	Shs.	\$1,760.00	
12/04/12	Dividend Rec'd on	8,000	Shs.	<u>1,760.00</u>	\$3,520.00

Philip Morris Intl Inc

01/10/12	Dividend Rec'd on	3,350	Shs.	\$2,579.50	
04/12/12	Dividend Rec'd on	3,350	Shs.	2,579.50	
07/12/12	Dividend Rec'd on	3,350	Shs.	2,579.50	
10/11/12	Dividend Rec'd on	3,350	Shs.	<u>2,847.50</u>	10,586.00

PNC Financial Services Group

02/06/12	Dividend Rec'd on	1,600	Shs.	\$560.00	
05/07/12	Dividend Rec'd on	2,400	Shs.	960.00	
08/06/12	Dividend Rec'd on	2,400	Shs.	960.00	
11/05/12	Dividend Rec'd on	2,400	Shs.	<u>960.00</u>	3,440.00

Procter & Gamble Company

02/15/12	Dividend Rec'd on	4,350	Shs.	\$2,283.75	
05/15/12	Dividend Rec'd on	4,350	Shs.	2,444.70	
08/15/12	Dividend Rec'd on	4,350	Shs.	2,444.70	
11/15/12	Dividend Rec'd on	4,350	Shs.	<u>2,444.70</u>	9,617.85

Qualcomm Inc

03/23/12	Dividend Rec'd on	1,700	Shs.	\$365.50	
06/20/12	Dividend Rec'd on	1,700	Shs.	425.00	
09/26/12	Dividend Rec'd on	2,550	Shs.	637.50	
12/21/12	Dividend Rec'd on	2,550	Shs.	<u>637.50</u>	2,065.50

Schlumberger Limited

01/06/12	Dividend Rec'd on	2,400	Shs.	\$600.00	
04/13/12	Dividend Rec'd on	2,400	Shs.	660.00	
07/13/12	Dividend Rec'd on	2,400	Shs.	660.00	
10/12/12	Dividend Rec'd on	2,400	Shs.	<u>660.00</u>	2,580.00

Sempra Energy

01/17/12	Dividend Rec'd on	1,600	Shs.	\$768.00	
04/16/12	Dividend Rec'd on	1,600	Shs.	960.00	
07/16/12	Dividend Rec'd on	1,600	Shs.	960.00	
10/15/12	Dividend Rec'd on	1,600	Shs.	<u>960.00</u>	3,648.00

Schedule A-3 (Cont'd)

Shire PLC

04/12/12	Dividend Rec'd on	1,000	Shs.	\$377.70	
10/04/12	Dividend Rec'd on	1,000	Shs.	<u>81.90</u>	\$459.60

Spdr S&P Midcap 400 Eft Trust

01/31/12	Dividend Rec'd on	1,550	Shs.	\$820.54	
04/30/12	Dividend Rec'd on	1,550	Shs.	594.33	
07/31/12	Dividend Rec'd on	1,550	Shs.	790.73	
10/31/12	Dividend Rec'd on	1,550	Shs.	<u>636.40</u>	2,842.00

State St Corp

01/17/12	Dividend Rec'd on	3,470	Shs.	\$624.60	
04/16/12	Dividend Rec'd on	3,470	Shs.	832.80	
07/16/12	Dividend Rec'd on	3,470	Shs.	832.80	
10/12/12	Dividend Rec'd on	3,470	Shs.	<u>832.80</u>	3,123.00

Union Pac Corp

01/03/12	Dividend Rec'd on	1,400	Shs.	\$840.00	
04/02/12	Dividend Rec'd on	1,400	Shs.	840.00	
07/02/12	Dividend Rec'd on	1,400	Shs.	840.00	
10/01/12	Dividend Rec'd on	1,400	Shs.	<u>840.00</u>	3,360.00

United Technologies Corporation

03/12/12	Dividend Rec'd on	2,000	Shs.	\$960.00	
06/11/12	Dividend Rec'd on	2,000	Shs.	960.00	
09/10/12	Dividend Rec'd on	2,000	Shs.	1,070.00	
12/10/12	Dividend Rec'd on	2,000	Shs.	<u>1,070.00</u>	4,060.00

US Bancorp

01/17/12	Dividend Rec'd on	2,800	Shs.	\$350.00	
04/16/12	Dividend Rec'd on	2,800	Shs.	546.00	
07/16/12	Dividend Rec'd on	2,800	Shs.	546.00	
10/15/12	Dividend Rec'd on	2,800	Shs.	<u>546.00</u>	1,988.00

Valero Energy Corp

03/14/12	Dividend Rec'd on	5,960	Shs.	\$894.00	
06/20/12	Dividend Rec'd on	5,960	Shs.	894.00	
09/12/12	Dividend Rec'd on	5,960	Shs.	1,043.00	
12/12/12	Dividend Rec'd on	5,960	Shs.	<u>1,043.00</u>	3,874.00

Schedule A-3 (Cont'd)

Vanguard Small-cap Etf

03/28/12	Dividend Rec'd on	1,850	Shs.		\$35.15
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Verizon Communications

02/01/12	Dividend Rec'd on	4,200	Shs.	\$2,100.00	
05/01/12	Dividend Rec'd on	4,200	Shs.	2,100.00	
08/01/12	Dividend Rec'd on	4,200	Shs.	2,100.00	
11/01/12	Dividend Rec'd on	4,200	Shs.	<u>2,163.00</u>	8,463.00

Wal Mart Stores, Inc.

01/03/12	Dividend Rec'd on	3,200	Shs.	\$1,168.00	
04/04/12	Dividend Rec'd on	3,200	Shs.	1,272.00	
06/04/12	Dividend Rec'd on	3,200	Shs.	1,272.00	
09/04/12	Dividend Rec'd on	3,200	Shs.	1,272.00	
12/27/12	Dividend Rec'd on	3,200	Shs.	<u>1,272.00</u>	6,256.00

Walt Disney Co

01/18/12	Dividend Rec'd on	6,510	Shs.	\$3,906.00	
12/28/12	Dividend Rec'd on	5,910	Shs.	<u>4,432.50</u>	8,338.50

Wells Fargo & Co.

03/01/12	Dividend Rec'd on	6,750	Shs.	\$810.00	
03/30/12	Dividend Rec'd on	6,750	Shs.	675.00	
06/01/12	Dividend Rec'd on	6,750	Shs.	1,485.00	
09/04/12	Dividend Rec'd on	6,750	Shs.	1,485.00	
12/03/12	Dividend Rec'd on	6,750	Shs.	<u>1,485.00</u>	5,940.00

Yum! Brands Inc.

02/03/12	Dividend Rec'd on	2,000	Shs.	\$570.00	
05/04/12	Dividend Rec'd on	2,000	Shs.	570.00	
08/03/12	Dividend Rec'd on	2,000	Shs.	570.00	
11/02/12	Dividend Rec'd on	2,000	Shs.	<u>670.00</u>	<u>2,380.00</u>

TOTAL SCHEDULE A-3

\$266,940.54
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Schedule A-4

INTEREST RECEIVED

Abbot Labs

5.875% Due 05/15/16

05/15/12	Interest Rec'd on	\$375,000.00	\$11,015.63	
11/13/12	Interest Rec'd on	\$375,000.00	<u>10,893.23</u>	\$21,908.86

Astrazeneca PLC

54% Due 06/01/14

06/01/12	Interest Rec'd on	\$100,000.00	\$2,700.00	
12/03/12	Interest Rec'd on	\$100,000.00	<u>2,700.00</u>	5,400.00

AT&T Inc

5.8% Due 02/15/19

02/15/12	Interest Rec'd on	\$200,000.00	\$5,800.00	
08/15/12	Interest Rec'd on	\$200,000.00	<u>5,800.00</u>	11,600.00

Barclays Bank PLC

5% Due 09/22/16

03/22/12	Interest Rec'd on	\$125,000.00	\$3,125.00	
09/24/12	Interest Rec'd on	\$125,000.00	<u>3,125.00</u>	
			\$6,250.00	
02/23/12	Less: Interest Paid on Purchase		2,621.53-	
12/10/12	Less: Interest Paid on Purchase		<u>812.50-</u>	2,815.97

Berkshire Hathaway Inc.

3.4% Due 01/31/22

10/10/12	Less: Interest Paid on Purchase			991.67-
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Blackrock Inc

6.25% Due 09/15/17

03/15/12	Interest Rec'd on	\$200,000.00	\$6,250.00	
09/17/12	Interest Rec'd on	\$200,000.00	<u>6,250.00</u>	12,500.00

Boeing Capital Corp.

3.25% Due 10/27/14

04/27/12	Interest Rec'd on	\$125,000.00	\$2,031.25	
10/29/12	Interest Rec'd on	\$125,000.00	<u>2,031.25</u>	4,062.50

Schedule A-4 (Cont'd)

Cisco Systems Inc

5.5% Due 02/22/16

02/22/12	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/22/12	Interest Rec'd on	\$250,000.00	<u>6,875.00</u>	\$13,750.00

CRA 12 (BNY Mellon, Na, Member
FDIC)

11/01/12	Interest Rec'd		\$60.28	
12/03/12	Interest Rec'd		<u>80.37</u>	140.65

Credit Suisse Fb USA

5.125% Due 08/15/15

02/15/12	Interest Rec'd on	\$200,000.00	\$5,125.00	
08/15/12	Interest Rec'd on	\$200,000.00	<u>5,125.00</u>	10,250.00

Deutsche Bank AG London

3.45% Due 03/30/15

03/30/12	Interest Rec'd on	\$100,000.00	\$1,725.00	
10/01/12	Interest Rec'd on	\$100,000.00	<u>1,725.00</u>	3,450.00

Federated Government Obligation
Fund (No. 395)

01/03/12	Interest Rec'd		\$13.07	
02/01/12	Interest Rec'd		11.86	
03/01/12	Interest Rec'd		10.50	
04/02/12	Interest Rec'd		9.12	
05/01/12	Interest Rec'd		9.42	
06/01/12	Interest Rec'd		9.81	
07/02/12	Interest Rec'd		9.34	
08/01/12	Interest Rec'd		9.67	
09/04/12	Interest Rec'd		11.80	
10/01/12	Interest Rec'd		10.23	
11/01/12	Interest Rec'd		<u>4.17</u>	108.99

General Electric Company

5% Due 02/01/13

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

Schedule A-4 (Cont'd)

Goldman Sachs Group, Inc.

5.7% Due 09/01/12

03/01/12	Interest Rec'd on	\$250,000.00	\$7,125.00	
09/04/12	Interest Rec'd on	\$250,000.00	<u>7,125.00</u>	\$14,250.00

HSBC Finance Corp

5% Due 06/30/15

07/02/12	Interest Rec'd on	\$200,000.00	\$5,000.00	
12/31/12	Interest Rec'd on	\$200,000.00	<u>5,000.00</u>	10,000.00

Intel Corp.

1.95% Due 10/01/16

10/01/12	Interest Rec'd on	\$150,000.00	\$1,462.50	
08/29/12	Less: Interest Paid on Purchase		<u>1,202.50-</u>	260.00

Lloyds Tsb Bank PLC

4.875% Due 01/21/16

01/23/12	Interest Rec'd on	\$200,000.00	\$4,875.00	
07/10/12	Interest Rec'd on	\$200,000.00	<u>4,577.08</u>	9,452.08

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

09/28/12	Interest Rec'd on	\$150,000.00	\$3,150.00	
08/29/12	Less: Interest Paid on Purchase		<u>2,642.50-</u>	507.50

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

10/10/12	Less: Interest Paid on Purchase		\$210.00-	
12/10/12	Less: Interest Paid on Purchase		<u>420.00-</u>	630.00-

Merrill Lynch & Company

5.3% Due 09/30/15

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

Morgan Stanley

5.3% Due 03/01/13

03/01/12	Interest Rec'd on	\$165,000.00	\$4,372.50	
09/04/12	Interest Rec'd on	\$165,000.00	<u>4,372.50</u>	
			\$8,745.00	

Schedule A-4 (Cont'd)

Morgan Stanley
5.3% Due 03/01/13
 (Cont'd)

02/23/12	Less: Interest Paid on Purchase	<u>\$1,012.89-</u>	\$7,732.11
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Oracle Corp
5.75% Due 04/15/18

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

Philip Morris Intl
4.5% Due 03/26/20

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

Rabobank Nederland
2.125% Due 10/13/15

10/15/12	Interest Rec'd on	\$150,000.00	\$1,593.75	
08/29/12	Less: Interest Paid on Purchase		1,204.17-	
12/10/12	Less: Interest Paid on Purchase		<u>168.23-</u>	221.35

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

03/20/12	Interest Rec'd on	\$100,000.00	\$1,975.00	
09/18/12	Interest Rec'd on	\$100,000.00	<u>1,953.06</u>	3,928.06

Shell International
3.25% Due 09/22/15

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

Treasury Inflation IX 2.0%

01/18/12	Interest Rec'd on	\$399,304.50	\$3,991.26	
07/17/12	Interest Rec'd on	\$405,695.50	<u>4,055.24</u>	8,046.50

Verizon Communications, Inc.
5.55% Due 02/15/16

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

Schedule A-4 (Cont'd)

Wachovia Corporation
5.25% Due 08/01/14

02/01/12	Interest	Rec'd on	\$100,000.00	\$2,625.00	
08/01/12	Interest	Rec'd on	\$100,000.00	<u>2,625.00</u>	<u>\$5,250.00</u>

TOTAL SCHEDULE A-4

\$212,887.90
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Schedule A-5

OTHER INCOME RECEIVED

Affiliated Client Credit Adj.
05/15/12 Income Rec'd

\$523.83-

BNY Mellon Emerging Mkts-M

01/17/12	Income Rec'd on	113,122.172	Units	\$193.10	
02/13/12	Income Rec'd on	113,122.172	Units	630.76	
03/12/12	Income Rec'd on	113,122.172	Units	648.72	
04/16/12	Income Rec'd on	113,122.172	Units	691.49	
05/14/12	Income Rec'd on	113,122.172	Units	649.08	
06/11/12	Income Rec'd on	113,122.172	Units	620.72	
07/16/12	Income Rec'd on	113,122.172	Units	580.43	
08/13/12	Income Rec'd on	113,122.172	Units	610.96	
09/17/12	Income Rec'd on	113,122.172	Units	628.03	
10/15/12	Income Rec'd on	113,122.172	Units	622.58	
11/13/12	Income Rec'd on	113,122.172	Units	651.05	
12/17/12	Income Rec'd on	113,122.172	Units	624.89	
12/20/12	Income Rec'd on	113,122.172	Units	<u>11,131.22</u>	18,283.03

BNY Mellon International-M

01/17/12	Income Rec'd on	46,242.775	Units	\$66.56	
02/13/12	Income Rec'd on	46,242.775	Units	213.10	
03/12/12	Income Rec'd on	46,242.775	Units	212.65	
04/16/12	Income Rec'd on	46,242.775	Units	229.99	
05/14/12	Income Rec'd on	46,242.775	Units	215.48	
06/11/12	Income Rec'd on	46,242.775	Units	206.88	
07/16/12	Income Rec'd on	46,242.775	Units	194.48	
08/13/12	Income Rec'd on	46,242.775	Units	208.37	
09/17/12	Income Rec'd on	46,242.775	Units	218.49	
10/15/12	Income Rec'd on	46,242.775	Units	220.50	
11/13/12	Income Rec'd on	46,242.775	Units	228.60	
12/17/12	Income Rec'd on	46,242.775	Units	220.09	
12/19/12	Income Rec'd on	46,242.775	Units	<u>14,742.20</u>	17,177.39

BNY Mellon Mid Cap Stock Fund

01/17/12	Income Rec'd on	42,752.443	Units	\$296.85	
02/13/12	Income Rec'd on	42,752.443	Units	304.86	
03/12/12	Income Rec'd on	42,752.443	Units	304.60	
04/16/12	Income Rec'd on	42,752.443	Units	328.40	
05/14/12	Income Rec'd on	42,752.443	Units	314.86	
06/11/12	Income Rec'd on	42,752.443	Units	311.61	
07/16/12	Income Rec'd on	42,752.443	Units	289.70	
08/13/12	Income Rec'd on	42,752.443	Units	306.65	

Schedule A-5 (Cont'd)

BNY Mellon Mid Cap Stock Fund
(Cont'd)

09/17/12	Income Rec'd on	42,752.443	Units	\$314.13	
10/15/12	Income Rec'd on	42,752.443	Units	314.14	
11/13/12	Income Rec'd on	42,752.443	Units	321.66	
12/11/12	Income Rec'd on	42,752.443	Units	1,162.87	
12/17/12	Income Rec'd on	42,752.443	Units	<u>247.38</u>	\$4,817.71

BNY Mellon S/C Multi-Strategy Fund

09/17/12	Income Rec'd on	6,993.007	Units	\$14.95	
10/15/12	Income Rec'd on	6,993.007	Units	57.97	
11/13/12	Income Rec'd on	13,795.728	Units	113.25	
12/06/12	Income Rec'd on	13,795.728	Units	286.95	
12/17/12	Income Rec'd on	13,795.728	Units	108.32	
12/31/12	Income Rec'd on	13,795.728	Units	<u>115.88</u>	697.32

BNY Mellon Sm/Mid Cap-M

11/13/12	Income Rec'd on	10,542.169	Units	\$75.69	
12/17/12	Income Rec'd on	10,542.169	Units	81.38	
12/20/12	Income Rec'd on	10,542.169	Units	<u>2,235.99</u>	2,393.06

Dreyfus Diversified Intl-I

01/17/12	Income Rec'd on	31,751.597	Units		47.11
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Dreyfus Emerging Markets

01/17/12	Income Rec'd on	76,348.285	Units		346.63
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Dreyfus High Yield-I

01/03/12	Income Rec'd on	63,255.797	Units	\$2,366.80	
01/17/12	Income Rec'd on	63,255.797	Units	176.62	
02/02/12	Income Rec'd on	63,255.797	Units	2,488.93	
02/13/12	Income Rec'd on	63,255.797	Units	191.26	
03/02/12	Income Rec'd on	63,255.797	Units	2,326.40	
03/12/12	Income Rec'd on	63,255.797	Units	182.39	
04/03/12	Income Rec'd on	63,255.797	Units	2,377.04	
04/16/12	Income Rec'd on	63,255.797	Units	195.80	
05/02/12	Income Rec'd on	63,255.797	Units	2,440.98	
05/14/12	Income Rec'd on	63,255.797	Units	188.49	
06/01/12	Income Rec'd on	63,255.797	Units	2,447.06	
06/11/12	Income Rec'd on	63,255.797	Units	194.36	
07/02/12	Income Rec'd on	63,255.797	Units	<u>2,195.44</u>	

Schedule A-5 (Cont'd)

Dreyfus High Yield-I
(Cont'd)

07/16/12	Income Rec'd on	63,255.797	Units	\$185.79	
08/01/12	Income Rec'd on	86,547.722	Units	2,867.65	
08/13/12	Income Rec'd on	86,547.722	Units	242.03	
09/04/12	Income Rec'd on	86,547.722	Units	3,101.55	
09/17/12	Income Rec'd on	86,547.722	Units	270.07	
10/01/12	Income Rec'd on	86,547.722	Units	2,839.50	
10/15/12	Income Rec'd on	86,547.722	Units	264.36	
11/02/12	Income Rec'd on	86,547.722	Units	3,376.10	
11/13/12	Income Rec'd on	86,547.722	Units	273.93	
12/03/12	Income Rec'd on	86,547.722	Units	3,208.02	
12/17/12	Income Rec'd on	86,547.722	Units	<u>264.05</u>	\$34,664.62

Dreyfus Midcap Index

01/17/12	Income Rec'd on	9,072.58	Units	\$52.87	
02/13/12	Income Rec'd on	9,072.58	Units	52.83	
03/12/12	Income Rec'd on	9,072.58	Units	52.76	
04/16/12	Income Rec'd on	9,072.58	Units	57.21	
05/14/12	Income Rec'd on	9,072.58	Units	54.89	
06/11/12	Income Rec'd on	9,072.58	Units	54.86	
07/16/12	Income Rec'd on	9,072.58	Units	51.35	
08/13/12	Income Rec'd on	9,072.58	Units	54.61	
09/17/12	Income Rec'd on	9,072.58	Units	55.88	
10/15/12	Income Rec'd on	9,072.58	Units	56.20	
11/13/12	Income Rec'd on	9,072.58	Units	57.25	
12/17/12	Income Rec'd on	9,072.58	Units	55.10	
12/28/12	Income Rec'd on	9,072.58	Units	<u>3,057.46</u>	3,713.27

Drefus/Newton Intern Eqty-I

01/17/12	Income Rec'd on	11,142.061	Units	\$26.49	
02/13/12	Income Rec'd on	11,142.061	Units	84.75	
03/12/12	Income Rec'd on	11,142.061	Units	84.54	
04/16/12	Income Rec'd on	11,142.061	Units	92.09	
05/14/12	Income Rec'd on	11,142.061	Units	88.63	
06/11/12	Income Rec'd on	11,142.061	Units	86.93	
07/16/12	Income Rec'd on	11,142.061	Units	82.50	
08/13/12	Income Rec'd on	11,142.061	Units	88.32	
09/17/12	Income Rec'd on	11,142.061	Units	91.93	
10/15/12	Income Rec'd on	11,142.061	Units	92.30	
11/13/12	Income Rec'd on	11,142.061	Units	96.31	
12/14/12	Income Rec'd on	11,142.061	Units	2,924.79	
12/17/12	Income Rec'd on	11,142.061	Units	<u>91.93</u>	3,931.51

Schedule A-5 (Cont'd)

Dreyfus Pre Strat Intr ST-I

01/17/12	Income Rec'd on	32,346.421	Units	\$145.19	
02/13/12	Income Rec'd on	32,346.421	Units	206.26	
03/12/12	Income Rec'd on	32,346.421	Units	205.19	
04/16/12	Income Rec'd on	32,346.421	Units	223.90	
05/14/12	Income Rec'd on	32,346.421	Units	215.15	
06/11/12	Income Rec'd on	32,346.421	Units	212.53	
07/16/12	Income Rec'd on	32,346.421	Units	200.67	
08/13/12	Income Rec'd on	32,346.421	Units	215.81	
09/17/12	Income Rec'd on	32,346.421	Units	223.38	
10/15/12	Income Rec'd on	32,346.421	Units	221.33	
11/13/12	Income Rec'd on	32,346.421	Units	229.49	
12/17/12	Income Rec'd on	32,346.421	Units	221.54	
12/31/12	Income Rec'd on	32,346.421	Units	<u>7,737.26</u>	\$10,257.70

Dreyfus Select Managers

01/17/12	Income Rec'd on	3,264.418	Units	\$46.64	
02/13/12	Income Rec'd on	3,264.418	Units	45.05	
03/12/12	Income Rec'd on	3,264.418	Units	45.08	
04/16/12	Income Rec'd on	3,264.418	Units	26.79	
05/14/12	Income Rec'd on	3,264.418	Units	25.63	
06/11/12	Income Rec'd on	3,264.418	Units	25.28	
07/16/12	Income Rec'd on	3,264.418	Units	24.00	
08/17/12	Income Rec'd on	3,264.418	Units	25.85	
09/17/12	Income Rec'd on	3,264.418	Units	26.44	
10/15/12	Income Rec'd on	3,264.418	Units	26.79	
11/13/12	Income Rec'd on	3,264.418	Units	27.29	
12/17/12	Income Rec'd on	3,264.418	Units	25.91	
12/31/12	Income Rec'd on	3,264.418	Units	<u>255.93</u>	626.68

Dreyfus Sm Co Val Opportunistic

01/17/12	Income Rec'd on	2,300.614	Units	\$33.91	
02/13/12	Income Rec'd on	2,300.614	Units	35.21	
03/12/12	Income Rec'd on	2,300.614	Units	35.66	
04/16/12	Income Rec'd on	2,300.614	Units	38.57	
05/14/12	Income Rec'd on	2,300.614	Units	36.86	
06/11/12	Income Rec'd on	2,300.614	Units	35.99	
07/16/12	Income Rec'd on	2,300.614	Units	33.34	
08/13/12	Income Rec'd on	2,300.614	Units	35.97	
09/17/12	Income Rec'd on	2,300.614	Units	37.19	
10/15/12	Income Rec'd on	2,300.614	Units	38.15	
11/13/12	Income Rec'd on	2,300.614	Units	38.18	
12/17/12	Income Rec'd on	2,300.614	Units	<u>36.15</u>	435.18

Schedule A-5 (Cont'd)

TCW Emerging Markets Income Fund

02/01/12	Income Rec'd on	43,249.772 Units	\$1,838.11	
03/01/12	Income Rec'd on	43,249.772 Units	1,838.12	
04/02/12	Income Rec'd on	43,249.772 Units	1,730.00	
05/01/12	Income Rec'd on	43,249.772 Units	1,729.99	
06/01/12	Income Rec'd on	43,249.772 Units	1,729.99	
07/03/12	Income Rec'd on	43,249.772 Units	1,730.00	
08/02/12	Income Rec'd on	43,249.772 Units	1,946.23	
09/04/12	Income Rec'd on	43,249.772 Units	1,946.23	
10/01/12	Income Rec'd on	43,249.772 Units	1,946.24	
11/05/12	Income Rec'd on	43,249.772 Units	1,946.24	
12/03/12	Income Rec'd on	43,249.772 Units	<u>1,946.23</u>	<u>\$20,327.38</u>

TOTAL SCHEDULE A-5

\$117,194.76
=====

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>					
Abbot Labs					
<u>5.875% Due 05/15/16</u>					
11/13/12	\$375,000.00		\$443,805.00	\$383,593.75	\$60,211.25
Lloyds Tsb Bank PLC					
<u>4.875% Due 01/21/16</u>					
07/10/12	\$200,000.00		210,796.00	206,292.00	4,504.00
Lloyds Tsb Bank PLC					
<u>4.2% Due 03/28/17</u>					
10/01/12	\$150,000.00		165,051.00	158,635.50	6,415.50
Royal BK of Scotland					
<u>3.95% Due 09/21/15</u>					
09/18/12	\$100,000.00		106,317.00	98,773.00	7,544.00
<u>Stock and Common Funds</u>					
Accenture Ltd, Class A					
06/25/12	800	Shs.	47,966.92	18,298.47	29,668.45
Allergan Inc					
08/28/12	1,300	Shs.	110,434.22	75,399.48	35,034.74
Apple Computer Inc.					
02/17/12	125	Shs.	63,081.29	10,985.45	52,095.84
03/21/12	175	Shs.	102,519.92	15,379.63	87,140.29
08/28/12	75	Shs.	49,888.14	6,591.27	43,296.87
Baxter International					
03/06/12	400	Shs.	23,210.09	17,672.00	5,538.09

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Baxter International</u>					
(Cont'd)					
06/11/12	3,000	Shs.	\$150,438.22	\$132,540.00	\$17,898.22
<u>BNY Mellon Mid Cap Stock Fund</u>					
12/11/12	42,752.443	Units			
Received LT capital gain distribution - Increase recognized on receipt			30,824.51	.00	30,824.51
12/11/12	42,752.443	Units			
Received ST capital gain distribution - Increase recognized on receipt			10,358.92	.00	10,358.92
<u>Cameron International Corp.</u>					
02/15/12	3,400	Shs.	191,015.81	156,328.94	34,686.87
<u>Cardinal Health Inc.</u>					
02/22/12	4,220	Shs.	175,829.45	144,902.14	30,927.31
<u>Chevron Texaco Corporation</u>					
04/05/12	475	Shs.	51,544.38	32,360.42	19,183.96
<u>Dreyfus Midcap Index</u>					
03/28/12	9,072.58	Units			
Received LT capital gain distribution - Increase recognized on receipt			121.57	.00	121.57
03/28/12	9,072.58	Units			
Received ST capital gain distribution - Increase recognized on receipt			4.54	.00	4.54
12/28/12	9,072.58	Units			
Received LT capital gain distribution - Increase recognized on receipt			9,408.27	.00	9,408.27

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Dreyfus Midcap Index</u>					
(Cont'd)					
12/28/12	9,072.58	Units			
Received ST capital gain distribution - Increase recognized on receipt			\$435.48	\$.00	\$435.48
<u>Dreyfus Select Managers</u>					
03/29/12	3,264.418	Units			
Received LT capital gain distribution - Increase recognized on receipt			3.92	.00	3.92
03/29/12	3,264.418	Units			
Received ST capital gain distribution - Increase recognized on receipt			.65	.00	.65
12/31/12	3,264.418	Units			
Received LT capital gain distribution - Increase recognized on receipt			1,774.86	.00	1,774.86
12/31/12	3,264.418	Units			
Received ST capital gain distribution - Increase recognized on receipt			1,456.91	.00	1,456.91
<u>Duke Energy Hldg Corp</u>					
02/22/12	1,675	Shs.	35,476.18	31,196.88	4,279.30
<u>Exxon Mobil Corporation</u>					
04/05/12	425	Shs.	37,085.81	20,462.10	16,623.71
<u>Intel Corporation</u>					
06/25/12	1,000	Shs.	27,449.50	17,385.84	10,063.66
<u>International Business Machines</u>					
06/25/12	400	Shs.	79,486.22	36,595.42	42,890.80

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Ishares S&P Gsci Commodity-Ind</u>					
09/17/12	6,800	Shs.	\$235,867.67	\$174,488.00	\$61,379.67
<u>Johnson & Johnson</u>					
05/02/12	2,000	Shs.	129,667.69	72,376.11	57,291.58
<u>Phillips 66-W/I</u>					
06/04/12	1,025	Shs.	31,220.80	19,568.12	11,652.68
<u>Spdr S&P Midcap 400 Eft Trust</u>					
10/03/12	650	Shs.	117,278.23	70,930.31	46,347.92
10/10/12	900	Shs.	162,662.45	98,211.19	64,451.26
<u>Vanguard Small-cap Etf</u>					
08/28/12	1,050	Shs.	81,335.70	58,313.64	23,022.06
10/03/12	800	Shs.	64,248.32	44,429.44	19,818.88
<u>Walt Disney Co</u>					
06/25/12	600	Shs.	28,577.36	17,865.18	10,712.18
<u>Zimmer Holdings, Inc.</u>					
02/22/12	1,600	Shs.	<u>98,405.27</u>	<u>96,772.64</u>	<u>1,632.63</u>
TOTAL SCHEDULE A-2			\$3,075,048.27 =====	\$2,216,346.92 =====	\$858,701.35 =====

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>					
Goldman Sachs Group, Inc.					
5.7% Due 09/01/12					
09/04/12	\$250,000.00		\$252,582.50	\$250,000.00	\$2,582.50
<u>Stock and Common Funds</u>					
Agilent Technologies					
06/13/12	1,600	Shs.	77,571.20	63,485.30	14,085.90
Bristol Myers Squibb					
08/28/12	4,000	Shs.	133,393.20	128,522.31	4,870.89
Citigroup Inc.					
08/08/12	2,500	Shs.	106,750.00	68,398.47	38,351.53
General Electric					
04/05/12	1,200	Shs.	49,095.79	24,047.47	25,048.32
Newfield Expl Co.					
01/05/12	1,600	Shs.	103,710.08	61,345.07	42,365.01
Noble Energy Inc.					
12/10/12	800	Shs.	83,119.20	76,477.08	6,642.12
Rydex Managed Futures Strategy					
FD-Y					
08/10/12	7,496.252	Units	200,000.00	166,941.53	33,058.47
Rovi Corp					
04/23/12	1,400	Shs.	80,164.00	41,201.08	38,962.92

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
Walgreen Co.					
01/05/12	2,800	Shs.	<u>98,306.88</u>	<u>92,431.82</u>	<u>5,875.06</u>
TOTAL SCHEDULE B-1			\$1,184,692.85 =====	\$972,850.13 =====	\$211,842.72 =====

Laura J Niles Foundation, Inc

E I N 22-3188304

Attachment to 2012 990PF

Part II Balance Sheet

	<u>Book Value</u>	<u>Fair Market Value</u>
Line 10a U S and state government Obligations		
407,914 5 Treasury Inflation Index dtd 1/31/2006 2%, due 01/15/2026	\$ 388,974 78	\$ 534,943 11
	\$ 388,974 78	\$ 534,943 11

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

Part II Balance Sheet - Continued

Line 10b	Corporate Stock		<u>Book Value</u>	<u>Fair Market Value</u>
	4,200 shs	Accenture Limited Class A	\$ 96,066 99	\$ 279,300 00
	1,200 shs	Air Products & Chemicals, Inc	\$ 87,898 44	\$ 100,824 00
	1,300 shs	Allergan Inc	\$ 75,399 48	\$ 119,249 00
	500 shs	Amazon Com Inc	\$ 98,273 09	\$ 125,435 00
	950 shs	Apple Computer Inc	\$ 83,489 44	\$ 505,564 35
	3,900 shs	AT&T Inc	\$ 143,207 49	\$ 131,469 00
	4,867 shs	B B & T Corporation	\$ 125,191 04	\$ 139,728 00
	885 shs	BNY Cayman III LLC	\$ 800,085 00	\$ 817,111 65
	113,122 172 shs	BNY Mellon Emerging Mkts-M	\$ 1,000,000 00	\$ 1,159,502 25
	46,242 775 shs	BNY Mellon International-M	\$ 400,000 00	\$ 464,739 89
	42,752 443 shs	BNY Mellon Mid Cap Stock Fund	\$ 525,000 00	\$ 478,827 36
	13,795 728 shs	BNY Mellon S/C Multi-Strategy Fund	\$ 160,000 00	\$ 164,445 08
	10,542 169 shs	BNY Mellon Sm/Mid Cap-M	\$ 140,000 00	\$ 135,993 98
	3,200 shs	Carnival Corp	\$ 110,124 80	\$ 117,664 00
	2,650 shs	Catepillar Inc	\$ 88,876 76	\$ 237,462 53
	2,965 shs	Chevron Corporation	\$ 201,997 12	\$ 320,635 10
	4,000 shs	Coca Cola Company	\$ 130,986 19	\$ 145,000 00
	2,400 shs	Comcast Corporation New Class A	\$ 81,407 76	\$ 89,664 00
	2,050 shs	ConocoPhillips	\$ 65,844 90	\$ 118,879 50
	800 shs	Costco Whsl Corp	\$ 76,053 51	\$ 78,984 00
	2,000 shs	Dover Corp	\$ 111,312 80	\$ 131,420 00
	86,547 722 shs	Dreyfus High Yield-I	\$ 525,000 00	\$ 577,273 31
	9,072 580 shs	Dreyfus Midcap Index	\$ 225,000 00	\$ 262,469 74
	11,142 061 shs	Dreyfus/Newton Intern Eqty-I	\$ 160,000 00	\$ 196,100 27
	32,346 421 shs	Drefus Pre Strat Intr ST-I	\$ 400,000 00	\$ 469,023 10
	3,264 418 shs	Dreyfus Slect Managers	\$ 60,000 00	\$ 63,460 29
	2,300 614 shs	Dreyfus Sm Co Val Opportunistic	\$ 60,000 00	\$ 63,105 84
	2,400 shs	Duke Energy Corp	\$ 134,100 00	\$ 153,120 00
	4,000 shs	Eaton Corp PLC	\$ 147,809 79	\$ 216,720 00
	3,600 shs	E I DuPont DeNemours	\$ 159,792 50	\$ 161,922 60
	2000 shs	Express Scripts Holding Co	\$ 105,146 40	\$ 108,000 00
	4,425 shs	Exxon Mobil Corporation	\$ 213,046 60	\$ 382,983 75

4,200	shs	EMC Corp Mass	\$	115,150 98	\$	106,260 00
4,174	shs	Freeport-McMoran Copper & Gold, Inc Class B	\$	46,005 23	\$	142,750 80
8,800	shs	General Electnc	\$	360,035 83	\$	184,712 00
2,200	shs	Gilead Sciences, Inc	\$	102,058 00	\$	161,590 00
9,341 43	shs	Highbndge Dynamic Comm Strat Fund-E	\$	200,000 00	\$	130,499 78
4,000	shs	Home Depot, Inc	\$	120,733 75	\$	247,400 00
3,000	shs	Honeywell International, Inc	\$	102,323 91	\$	190,410 00
2,400	shs	Ingersill-Rand PLC	\$	98,280 96	\$	115,104 00
8,600	shs	Intel Corporation	\$	149,518 21	\$	177,332 00
1,700	shs	International Business Machines, Inc	\$	155,530 54	\$	325,635 00
8,740	shs	Invesco LTD	\$	176,374 08	\$	228,026 60
4,775	shs	Johnson Controls	\$	142,457 33	\$	146,449 25
67	shs	Karting International, Inc	\$	-	\$	67 68
1,600	shs	Kimberly Clark Corporation	\$	104,045 44	\$	135,088 00
1,575	shs	Kraft Foods Group Inc	\$	37,460 08	\$	71,615 25
4,000	shs	Lilly Eli & Co	\$	169,590 00	\$	197,280 00
2,400	shs	Marathon Oil Corp	\$	70,912 56	\$	73,584 00
1,100	shs	Mead Johnson Nutrintion	\$	75,136 82	\$	72,479 00
3,200	shs	Merck & Co Inc	\$	121,996 47	\$	131,008 00
1,750	shs	Metlife Inc	\$	51,841 12	\$	57,645 00
4,725	shs	Mondelez International W/I	\$	69,294 21	\$	120,266 37
4,800	shs	Pepsico, Inc	\$	240,138 00	\$	328,464 00
8,000	shs	Pfizer, Inc	\$	174,503 20	\$	200,634 40
3,350	shs	Philip Morris International Inc	\$	163,790 63	\$	280,194 00
2,400	shs	PNC Financial Services Group	\$	136,734 23	\$	139,944 00
4,350	shs	Procter & Gamble Company	\$	185,507 07	\$	295,321 50
2,550	shs	Qualcomm Inc	\$	146,123 41	\$	157,741 98
600	shs	Salesforce Com Inc	\$	63,979 56	\$	100,860 00
2,400	shs	Schlumberger Limited	\$	156,417 12	\$	166,316 64
1,600	shs	Sempra Energy	\$	84,204 80	\$	113,504 00
1,000	shs	Shire PLC	\$	89,165 09	\$	92,180 00
2,400	shs	Southwestern Energy Co	\$	82,592 39	\$	80,184 00
3,470	shs	State Street Corp	\$	154,770 33	\$	163,124 70
150	shs	Sunstates Corporation	\$	-	\$	0 02
43,249 772	shs	TCW Emerging Markets Income Fund	\$	375,000 00	\$	403,087 88
600	shs	Teradata Corporation	\$	30,088 43	\$	37,134 00

1,400	shs	Union Pac Corp	\$	66,751 16	\$	176,008 00
2,000	shs	United Techonologies Corporation	\$	90,127 27	\$	164,020 00
2,800	shs	US Bancorp	\$	59,079 44	\$	89,432 00
5,960	shs	Valero Energy Corp	\$	113,895 60	\$	203,355 20
4,200	shs	Venzon Communications	\$	152,361 23	\$	181,734 00
3,200	shs	Wal Mart Stores Inc	\$	168,521 16	\$	218,336 00
5,910	shs	Walt Disney Co	\$	175,972 02	\$	294,258 90
1,500	shs	Watson Pharmaceuticals Inc	\$	91,172 55	\$	129,000 00
6,750	shs	Wells Fargo Co	\$	166,707 23	\$	230,715 00
2,000	shs	YUM! Brands Inc	\$	99,154 00	\$	132,800 00
			\$	12,526,611 54	\$	15,909,630 54

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

Part II Balance Sheet - Continued

		<u>Book Value</u>	<u>Fair Market Value</u>
Line 10c	Corporate Bonds		
	\$100,000 Astrazeneca PLC, 5 4% due 06/01/14	\$ 111,970 00	\$ 106,861 00
	\$200,000 AT&T Inc , 5 8%, due 02/15/19	\$ 213,700 00	\$ 245,406 00
	\$200,000 Barclays Bank PLC, 5%, due 9/22/16	\$ 218,927 25	\$ 224,178 00
	\$150,000 Berkshire Hathaway Inc , 3 4%, due 1/31/22	\$ 162,295 50	\$ 161,581 50
	\$200,000 Blackrock Inc , 6 25%, due 09/15/17	\$ 220,048 00	\$ 244,418 00
	\$125,000 Boeing Capital Corp , 3 25%, due 10/27/14	\$ 133,458 75	\$ 131,158 75
	\$250,000 Cisco Systems Inc , 5 5%, due 2/22/16	\$ 250,622 50	\$ 285,762 50
	\$200,000 Credit Suisse Fb USA, 5 125% due 8/15/15	\$ 219,530 00	\$ 221,962 00
	\$100,000 Deutsche Bank AG London, 3 45% due 3/30/15	\$ 104,123 00	\$ 105,435 00
	\$250,000 General Electric Company, 5%, due 02/01/13	\$ 245,152 50	\$ 250,952 50
	\$250,000 Goldman Sachs Group, Inc , 5 7%, due 09/01/12		
	\$200,000 HSBC Finance Corp , 5%, due 06/30/15	\$ 207,366 00	\$ 216,796 00
	\$150,000 Intel Corp , 1 95%, due 10/1/16	\$ 157,365 00	\$ 154,965 00
	\$200,000 Lloyds Tsb bak PIC, 4 2% due 3/28/17	\$ 221,799 00	\$ 221,728 00
	\$250,000 Merrill Lynch & Company, 5 3%, due 09/30/15	\$ 246,662 50	\$ 273,712 50
	\$165,000 Morgan Stanley, 5 3% due 3/01/13	\$ 166,497 85	\$ 165,900 90
	\$200,000 Oracle Corp , 5 75%, due 04/15/18	\$ 220,374 00	\$ 243,402 00
	\$250,000 Philip Morris Intl , 4 5%, due 03/26/20	\$ 272,725 00	\$ 291,032 50
	\$200,000 Rabobank Nederland, 2 125%, due 10/13/15	\$ 204,997 50	\$ 206,420 00
	\$200,000 Shell International,	\$ 201,074 00	\$ 213,624 00
	\$250,000 Venzon Communications, Inc , 5 55% due 2/15/16	\$ 250,701 75	\$ 284,685 00
	\$100,000 Wachovia Corporation, 5 25% due 8/1/14	\$ 107,273 00	\$ 106,634 00
		\$4,136,663 10	\$4,356,615 15

THE LAURA J. NILES FOUNDATION

Mission and Guidelines

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

PRIMARY PROGRAM INTERESTS

The Board is currently highlighting the following areas:

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

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

GUIDING PRINCIPALS AND CONSIDERATIONS

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

Approved on May 4, 2004.

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Friends of Oxford 198 Madison Avenue, 13th Floor New York, NY 10016		
12/17/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
American Friends of Oxford 198 Madison Avenue, 13th Floor New York, NY 10016	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 AmeriCares 88 Hamilton Avenue Stamford, CT 06902		
12/17/12 Cash		
Hurricane Sandy Disaster Relief	<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> =====
 Applied Behavioral Rehabilitation Inst. 655 Park Avenue Bridgeport, CT 06604		
02/21/12 Cash		
Female Soldiers: Forgotten Heros	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Applied Behavioral Rehabilitation Inst. 655 Park Avenue Bridgeport, CT 06604	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Art Education for the Blind 589 Broadway, 4th Floor New York, NY		
<u>06/19/12</u> Cash		
Museum Accessibilty Study (2 of 3)	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Art Education for the Blind 589 Broadway, 4th Floor New York, NY	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
 Assistance Dogs of the West PO Box 31027 Santa Fe, NM 87594		
<u>09/20/12</u> Cash		
general purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Assistance Dogs of the West PO Box 31027 Santa Fe, NM 87594	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741		
<u>06/27/12</u> Cash		
Canines w/Careers	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Bishop Sheen Ecumenical Housing 935 East Avenue, Suite 300 Rochester, NY 14607		
04/12/12 Cash		
Home Repair Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Bishop Sheen Ecumenical Housing 935 East Avenue, Suite 300 Rochester, NY 14607	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Bridge Center (f/k/a Handi Kids) 470 Pine Street Bridgewater, MA 02324		
03/16/12 Cash		
Autism	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Bridge Center (f/k/a Handi Kids) 470 Pine Street Bridgewater, MA 02324	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Brook Hill Retirement Center for Horses 7289 Bellevue Road Forest, VA 24551		
04/12/12 Cash		
United Neigh Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Brook Hill Retirement Center for Horses 7289 Bellevue Road Forest, VA 24551	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
BuildOn P.O. box 16741 Stamford, CT 06905 04/12/12 Cash Afterschool Program in CT	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions BuildOn P.O. box 16741 Stamford, CT 06905	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Campaign for Delbarton Delbarton School Mendham Road Morristown, NJ 07960 12/17/12 Cash Endowment Fund	<u>\$8,500.00</u>	<u>\$8,500.00</u>
Total Distributions Campaign for Delbarton Delbarton School Mendham Road Morristown, NJ 07960	<u>\$8,500.00</u> =====	<u>\$8,500.00</u> =====
Cardinal Shehan Center 1494 Main Street Bridgeport, CT 06604 02/21/12 Cash Tutoring Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Cardinal Shehan Center 1494 Main Street Bridgeport, CT 06604	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Career Wardrobe 1211 Chestnut Street, Suite 205 Philadelphia, PA 19107		
02/21/12 Cash		
Gateway to Success	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Career Wardrobe 1211 Chestnut Street, Suite 205 Philadelphia, PA 19107	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Children's Specialized Hospital 150 New Providence Road Mountainside, NJ 07092		
06/19/12 Cash		
Newark Outpatient Center	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Children's Specialized Hospital 150 New Providence Road Mountainside, NJ 07092	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Children's Village Echo Hills Dobbs Fery, NY 10522		
11/09/12 Cash		
Canine Program (1 of 2)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Children's Village Echo Hills Dobbs Fery, NY 10522	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Community Foodbank of New Jersey 31 Evans Terminal Hillside, NJ 07205		
12/17/12 Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Foodbank of New Jersey 31 Evans Terminal Hillside, NJ 07205	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Community Preparatory School 126 Summer Street Providence, RI 02907		
03/16/12 Cash		
Testprep & Summerprep	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Community Preparatory School 126 Summer Street Providence, RI 02907	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Connecticut Burns Care Foundation 601 Boston Post Road, Suite 2 Milford, CT 06460		
09/20/12 Cash		
The Children's Burn Camp	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Connecticut Burns Care Foundation 601 Boston Post Road, Suite 2 Milford, CT 06460	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
ConnectiKids 814 Asylum Avenue Hartford, CT 06105		
<u>02/21/12</u> Cash		
Tutoring/Mentoring Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
ConnectiKids 814 Asylum Avenue Hartford, CT 06105	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Cradles to Crayons 155 North Beacon Street Brighton, MA 02135		
<u>06/19/12</u> Cash		
Ready for School	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Cradles to Crayons 155 North Beacon Street Brighton, MA 02135	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569		
<u>10/05/12</u> Cash		
Roof Replacement for Outdoor Kennels	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
ECAD (Educated Canines Assist w/Disabilities) P.O. Box 831 <u>Torrington, CT 06790</u>		
03/16/12 Cash		
Renovations to Niles Facility & Teen Volunteer Program	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
ECAD (Educated Canines Assist w/Disabilities) P.O. Box 831 Torrington, CT 06790	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
Eva's Village 393 Main Street <u>Patterson, NJ 07501</u>		
09/20/12 Cash		
Providing supportive services to homeless/addicted women & their children	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Eva's Village 393 Main Street Patterson, NJ 07501	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Family Reentry 9 Mott Avenue Suite 104 <u>Norwalk, CT 06850</u>		
09/20/12 Cash		
Youth Mentoring Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Family Reentry 9 Mott Avenue Suite 104 Norwalk, CT 06850	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Fauna & Flora International 1720 N Street NW Washington, DC 20036		
12/17/12 Cash		
Biodiversity Conservation in Uganda (1 of 2)	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Fauna & Flora International 1720 N Street NW Washington, DC 20036	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
 FISH Food Banks of Gig Harbor P.O. Box 154 Gig Harbor, WA 98335		
12/17/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
FISH Food Banks of Gig Harbor P.O. Box 154 Gig Harbor, WA 98335	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805		
12/17/12 Cash		
Food Pantry Programs	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906		
12/17/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Food Project PO Box 705 Lincoln, MA 01773		
02/21/12 Cash		
Academic Year Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Food Project PO Box 705 Lincoln, MA 01773	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Freedom Guide Dogs for the Blind 1210 Hardscrabble Road Cassville, NY 13318		
11/09/12 Cash		
Guide Dogs for Disabled & Blind (2 of 3)	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Freedom Guide Dogs for the Blind 1210 Hardscrabble Road Cassville, NY 13318	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Friends of Green Chimneys 400 Doansburg Road Box 719 Brewster, NY 10509		
<u>10/05/12</u> Cash		
Assistance Dog Training & Farm Programs (1 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Friends of Green Chimneys 400 Doansburg Road Box 719 Brewster, NY 10509	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 Friends of the Children-Boston 555 Amory Street Boston, MA 02130		
<u>07/13/12</u> Cash		
Social Works Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Friends of the Children-Boston 555 Amory Street Boston, MA 02130	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Friends of Van Cortlandt Park 80 Van Cortlandt Park South, Suite E1 Bronx, NY 10463		
<u>07/13/12</u> Cash		
Environmental Internship Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Friends of Van Cortlandt Park 80 Van Cortlandt Park South, Suite E1 Bronx, NY 10463	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Friendship Works f/k/a Match-up Interfaith Volunteers 105 Chauncey Street Boston, MA 02111		
06/19/12 Cash		
Petpals	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Friendship Works f/k/a Match-up Interfaith Volunteers 105 Chauncey Street Boston, MA 02111	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Gallatin Valley Food Bank 602 Bond Street Bozeman, MT 59715		
12/17/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Gallatin Valley Food Bank 602 Bond Street Bozeman, MT 59715	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Gallop NYC 540 President Street, 3rd Floor Brooklyn, NY 11215		
09/20/12 Cash		
Scholarship Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Gallop NYC 540 President Street, 3rd Floor Brooklyn, NY 11215	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
GEDCO 1010 E. 33rd Street Baltimore, MD 21218		
12/17/12 Cash		
Cares Career Center	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
GEDCO 1010 E. 33rd Street Baltimore, MD 21218	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Glade Run Foundation PO Box 70, Beaver Road Zelienople, PA 16063		
11/09/12 Cash		
Cruising w/Critters	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Glade Run Foundation PO Box 70, Beaver Road Zelienople, PA 16063	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Greater Androscoggin Humane Society 55 Strawberry Avenue Lewiston, ME 04240		
02/21/12 Cash		
Sprinter Cargo Van Outfitting	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Greater Androscoggin Humane Society 55 Strawberry Avenue Lewiston, ME 04240	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Greenwich Leadership Forum 31 Jones Park Drive Riverside, CT 06878		
12/17/12 Cash		
General Purposes	<u>\$7,000.00</u>	<u>\$7,000.00</u>
Total Distributions		
Greenwich Leadership Forum 31 Jones Park Drive Riverside, CT 06878	<u>\$7,000.00</u> =====	<u>\$7,000.00</u> =====
 Guiding Eyes for the Blind, Inc. 611 Granite Springs Road Yorktown Heights, NY 10598		
12/17/12 Cash		
Kennel Upgrade, Interior Treatment (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Guiding Eyes for the Blind, Inc. 611 Granite Springs Road Yorktown Heights, NY 10598	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 High Hopes Therapeutic Riding 36 Town Woods Road Old Lyme, CT 06371		
02/21/12 Cash		
Equine Care Fund	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
High Hopes Therapeutic Riding 36 Town Woods Road Old Lyme, CT 06371	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Home For Life PO Box 847 Stillwater, MN 55082 09/20/12 Cash Pet Peace Corps	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Home For Life PO Box 847 Stillwater, MN 55082	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Horizons Student Enrichment Program New Canaan Country School PO Box 997 New Canaan, CT 06840 04/12/12 Cash 9th Grade Academic Coaching	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Horizons Student Enrichment Program New Canaan Country School PO Box 997 New Canaan, CT 06840	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Hospice of Orleans Route 31 West POB 489 Albion, NY 14411 05/21/12 Cash My Choice, My Life, My Way	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Hospice of Orleans Route 31 West POB 489 Albion, NY 14411	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Humane Education Advocates Reaching Teachers P.O. Box 738 Mamaroneck, NY 10543		
03/16/12 Cash		
Humane Living Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Humane Education Advocates Reaching Teachers P.O. Box 738 Mamaroneck, NY 10543	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Iowa 4-H Foundation 603 Story Street Boone, IA 50036		
11/09/12 Cash		
Boone County 4-H Horse Box Stall Initiative	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Iowa 4-H Foundation 603 Story Street Boone, IA 50036	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Intermountain Therapy Animals PO Box 17201 Salt Lake City, UT 84117		
06/19/12 Cash		
Reading Education Assistance Dogs (Read)	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Intermountain Therapy Animals PO Box 17201 Salt Lake City, UT 84117	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Johns Hopkins University Center for Talented Youth McAuley Hall 5801 Smith Ave, Suite 400 Baltimore, MD 21209-3652		
02/21/12 Cash		
2012 Summer Scholarships	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Johns Hopkins University Center for Talented Youth McAuley Hall 5801 Smith Ave, Suite 400 Baltimore, MD 21209-3652	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Keystone Conservation P.O. Box 6733 Bozeman, MT 59771		
12/17/12 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Keystone Conservation P.O. Box 6733 Bozeman, MT 59771	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Lake Drive Foundation P O Box 155 Mountain Lakes, NJ 07046		
11/09/12 Cash		
The Sound Start Early Intervention Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Lake Drive Foundation P O Box 155 Mountain Lakes, NJ 07046	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Last Hope POB 7025 <u>Wantagh, NY 11793</u> 05/21/12 Cash Kentucky Dog Rescue	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Last Hope POB 7025 Wantagh, NY 11793	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
LDA Life and Learning Services 339 East Avenue, Suite 420 <u>Rochester, NY 14604</u> 10/05/12 Cash Tutoring & Coaching Services	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions LDA Life and Learning Services 339 East Avenue, Suite 420 Rochester, NY 14604	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Learning Through an Expanded Arts 441 West End Avenue Suite 2G <u>New York, NY 10024</u> 09/20/12 Cash Active Learning Leads to Literacy (All)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions Learning Through an Expanded Arts 441 West End Avenue Suite 2G New York, NY 10024	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Lollypop Farm Humane Society of Rochester County 99 Victor Road Fairport, NY 11450		
05/21/12 Cash		
Mary Ellen's Room	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Lollypop Farm Humane Society of Rochester County 99 Victor Road Fairport, NY 11450	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201		
06/19/12 Cash		
Two Mine Detection Dogs, Balance for Overhead	<u>\$90,000.00</u>	<u>\$90,000.00</u>
12/17/12 Cash		
MDD	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions		
Marshall Legacy Institute 2425 Wilson Boulevard #313 Arlington, VA 22201	<u>\$95,000.00</u> =====	<u>\$95,000.00</u> =====
Middlebury College Middlebury, VT 05750		
12/17/12 Cash		
Endowment Fund	<u>\$8,000.00</u>	<u>\$8,000.00</u>
Total Distributions		
Middlebury College Middlebury, VT 05750	<u>\$8,000.00</u> =====	<u>\$8,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Monadnock Area Food Bank P.O. Box 656 <u>Peterborough, NH 03458</u> 12/17/12 Cash General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Monadnock Area Food Bank P.O. Box 656 Peterborough, NH 03458	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
My Sister's Place 237 Hamilton Street, Suite 203 <u>Hartford, CT 06106</u> 06/19/12 Cash Life Skills Training at MSP	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions My Sister's Place 237 Hamilton Street, Suite 203 Hartford, CT 06106	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
National Aquarium in Baltimore 501 E. Pratt Street <u>Baltimore, MD 21202</u> 05/21/12 Cash Marine Animal Rescue Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions National Aquarium in Baltimore 501 E. Pratt Street Baltimore, MD 21202	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
National Braille Press 88 Saint Stephens Street <u>Boston, MA 02115</u> 02/21/12 Cash Braille is Literacy	<u>\$5,000.00</u>	<u>\$5,000.00</u>

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
National Braille Press 88 Saint Stephens Street Boston, MA 02115 <u>(Cont'd)</u>		
12/17/12 Cash Hands On! Books for Blind Children	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions National Braille Press 88 Saint Stephens Street Boston, MA 02115	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Nativity Preparatory School 1515 Linden Street Wilmington, DE 19805 <u>07/13/12 Cash</u>		
2012 Summer Program	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Nativity Preparatory School 1515 Linden Street Wilmington, DE 19805	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
 NEADS 305 Redemption Rock Trail South Priceton, MA 01541 <u>02/21/12 Cash</u>		
Renovations to increase the capacity of Dog production & their health & welfare	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions NEADS 305 Redemption Rock Trail South Priceton, MA 01541	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Neighbor to Neighbor 248 E Putnam Avenue <u>Greenwich, CT 06830</u> 12/17/12 Cash General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Neighbor to Neighbor 248 E Putnam Avenue Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 New Life of New York City, Inc. 87 Columbia Street #13G <u>New York, NY 10002</u> 12/17/12 Cash General Purposes	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions New Life of New York City, Inc. 87 Columbia Street #13G New York, NY 10002	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
 New York Botanical Gardens 200th Street & Kazimiroff Road <u>Bronx, NY</u> 11/09/12 Cash Professional Development for Teachers (2 of 2)	 <u>\$37,500.00</u>	 <u>\$37,500.00</u>
Total Distributions New York Botanical Gardens 200th Street & Kazimiroff Road Bronx, NY	 <u>\$37,500.00</u> =====	 <u>\$37,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Newark Museum 49 Washington Street Newark, NJ		
10/05/12 Cash		
Animal Education Programs & Explorers Program (2 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Newark Museum 49 Washington Street Newark, NJ	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
North Shore Animal League 16 Lewt Street Port Washington, NY 11050		
11/09/12 Cash		
Special Recovery Center (1 of 2)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
North Shore Animal League 16 Lewt Street Port Washington, NY 11050	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Operation Fuel, Inc. 1 Regency Drive Suite 311 Bloomfield, CT 06002		
02/21/12 Cash		
Emergency Energy Assistance	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Operation Fuel, Inc. 1 Regency Drive Suite 311 Bloomfield, CT 06002	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Paws for People PO Box 9955 <u>Newark, DE 19714</u> 04/12/12 Cash Pet-Assisted Therapy for People w/Disabilities	 <u>\$2,500.00</u>	 <u>\$2,500.00</u>
Total Distributions Paws for People PO Box 9955 Newark, DE 19714	 <u>\$2,500.00</u> =====	 <u>\$2,500.00</u> =====
 Pegasus Therapeutic Riding 45 Church Street #205 <u>Stamford, CT</u> 12/17/12 Cash Student Financial Assistance & Horse Care Needs (2 of 2)	 <u>\$30,000.00</u>	 <u>\$30,000.00</u>
Total Distributions Pegasus Therapeutic Riding 45 Church Street #205 Stamford, CT	 <u>\$30,000.00</u> =====	 <u>\$30,000.00</u> =====
 Pivot Ministries 485 Jane Street <u>Bridgeport, CT 06608</u> 12/17/12 Cash General Purposes	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Pivot Ministries 485 Jane Street Bridgeport, CT 06608	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Puppies Behind Bars 10 East 40th Street 19th Floor New York, NY 10016		
11/09/12 Cash		
Dog Tags, Veteran Follow-Up, Visits & Training (2 of 2)	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
Puppies Behind Bars 10 East 40th Street 19th Floor New York, NY 10016	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====
 Renaissance Newark Foundation The Newark Building 744 Broad Street, 26th Floor Newark, NJ 0710-3802		
03/16/12 Cash		
The Rule Documentary Film	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Renaissance Newark Foundation The Newark Building 744 Broad Street, 26th Floor Newark, NJ 0710-3802	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Salem County Humane Society 66 Stewart Road Pilesgrove, NJ 08098		
12/17/12 Cash		
Building Project, Dog Kennel Phase	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Salem County Humane Society 66 Stewart Road Pilesgrove, NJ 08098	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Salvation Army 615 Slaters Lane PO Box 269 Alexandria, VA 22313		
12/17/12 Cash		
Hurricane Sandy Disaster Relief	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Salvation Army 615 Slaters Lane PO Box 269 Alexandria, VA 22313	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
SAVE 900 Herrontown Road Princeton, NJ 08540		
09/20/12 Cash		
Partners in Empathy Training	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
SAVE 900 Herrontown Road Princeton, NJ 08540	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
School on Wheels of Massachusetts 790 West Chestnut Street Brockton, MA 02301		
12/17/12 Cash		
Educating Children Impacted by Homelessness	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
School on Wheels of Massachusetts 790 West Chestnut Street Brockton, MA 02301	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Sea Research Foundation 55 Coogan Blvd Mystic, CT 06355		
11/09/12 Cash		
Marine Mammal & Sea Turtle Stranding Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Sea Research Foundation 55 Coogan Blvd Mystic, CT 06355	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Search Dog Foundation 501 East Ojai Avenue Ojai, CA 93023		
06/19/12 Cash		
National Training Center (3 of 3)	<u>\$30,000.00</u>	<u>\$30,000.00</u>
Total Distributions		
Search Dog Foundation 501 East Ojai Avenue Ojai, CA 93023	<u>\$30,000.00</u> =====	<u>\$30,000.00</u> =====
Seer Farms P.O. Box 91 Jackson, NJ 08527		
11/09/12 Cash		
Out of Crisis Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Seer Farms P.O. Box 91 Jackson, NJ 08527	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Service Dogs of Virginia PO Box 408 <u>Charlottesville, VA 22902</u> 11/09/12 Cash		
Service Dog Training	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Service Dogs of Virginia PO Box 408 Charlottesville, VA 22902	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Sit Stay Read 811 W. Evergreen Avenue, Suite 202 <u>Chicago, IL 60642</u> 11/09/12 Cash		
School Literacy Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Sit Stay Read 811 W. Evergreen Avenue, Suite 202 Chicago, IL 60642	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
South Bronx Educational Foundation 843 Crotona Park North <u>Bronx, NY 10460</u> 05/21/12 Cash		
Career & University Prep	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
South Bronx Educational Foundation 843 Crotona Park North Bronx, NY 10460	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
SPCA of Westchester 590 North State Road <u>Briarcliff Manor, NY 10510</u> 06/19/12 Cash Golden Outreach Pet Therapy Program	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
Total Distributions SPCA of Westchester 590 North State Road Briarcliff Manor, NY 10510	 <u>\$10,000.00</u> =====	 <u>\$10,000.00</u> =====
 SPCA of Erie County 203 Ensminger Road <u>Tonwanda, NY 14150</u> 07/13/12 Cash Teaching Love & Compassion (TLC)	 <u>\$30,000.00</u>	 <u>\$30,000.00</u>
Total Distributions SPCA of Erie County 203 Ensminger Road Tonwanda, NY 14150	 <u>\$30,000.00</u> =====	 <u>\$30,000.00</u> =====
 Special Equestrians 2800 Street Road PO Box 1001 <u>Warrington, PA</u> 07/13/12 Cash Therapeutic Horseback Riding	 <u>\$7,500.00</u>	 <u>\$7,500.00</u>
Total Distributions Special Equestrians 2800 Street Road PO Box 1001 Warrington, PA	 <u>\$7,500.00</u> =====	 <u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Benedict's Preparatory School 520 Dr Martin Luther King Boulevard Newark, NJ 07102-1314		
12/17/12 Cash		
General Operations	<u>\$8,500.00</u>	<u>\$8,500.00</u>
Total Distributions		
St. Benedict's Preparatory School 520 Dr Martin Luther King Boulevard Newark, NJ 07102-1314	<u>\$8,500.00</u> =====	<u>\$8,500.00</u> =====
St. John's Church PO Box 200147 Newark, NJ 07102-0303		
12/17/12 Cash		
To Feed the Homeless	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. John's Church PO Box 200147 Newark, NJ 07102-0303	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
St. Mary's Foundation for Children 29-01 216 Street Bayside, NY 11360		
04/12/12 Cash		
Pets Helping Kids	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
St. Mary's Foundation for Children 29-01 216 Street Bayside, NY 11360	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Peter Claver Latin School for Boys P.O. Box 14686 1208 Main Street Cincinnati, OH 45250		
12/17/12 Cash		
Student Tuition Assistance	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
St. Peter Claver Latin School for Boys P.O. Box 14686 1208 Main Street Cincinnati, OH 45250	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Starfish Food Pantry PO Box 2822 Plainfield, NJ 07062		
12/17/12 Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Starfish Food Pantry PO Box 2822 Plainfield, NJ 07062	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Summer On The Hill at Horace Mann 4662 Tibbett Avenue Bronx, NY 10471		
04/12/12 Cash		
2012-2013 Scholarship & 8th Grade & High School Programs	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Summer On The Hill at Horace Mann 4662 Tibbett Avenue Bronx, NY 10471	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Therapeutic Riding 3425 East Morgan Road Ann Arbor, MI 48108		
11/09/12 Cash		
Adopt a Horse Project	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Therapeutic Riding 3425 East Morgan Road Ann Arbor, MI 48108	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Trail Blazers Camps, Inc. 153 West 27th Street, Suite 1102 New York, NY 10001		
11/09/12 Cash		
Summer Experiential Education Adventure Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Trail Blazers Camps, Inc. 153 West 27th Street, Suite 1102 New York, NY 10001	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Tutoring Chicago (fka Cabrini Green Tutoring Program) 2145 N. Halsted Chicago, IL 60614		
03/16/12 Cash		
Tutoring	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Tutoring Chicago (fka Cabrini Green Tutoring Program) 2145 N. Halsted Chicago, IL 60614	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Richmond 28 Westhampton Way Richmond, VA 23173		
<u>12/17/12</u> Cash		
Annual Fund for Summer Fellowships	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
University of Richmond 28 Westhampton Way Richmond, VA 23173	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Whole Kids Outreach 62143 Highway 21 Ellington, MO 63638		
<u>07/13/12</u> Cash		
Riding Program & Animal Rescue	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Whole Kids Outreach 62143 Highway 21 Ellington, MO 63638	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460		
<u>06/19/12</u> Cash		
Online Teacher Academy (1 of 2)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715		
05/21/12 Cash		
Building Capacity (1 of 3)	\$25,000.00	\$25,000.00
06/19/12 Cash		
Bldg Capacity to Ensure America's Park for 21st Century & Beyond	<u>10,000.00</u>	<u>10,000.00</u>
Total Distributions		
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715	\$35,000.00 =====	\$35,000.00 =====
YMCA of Yonkers 17 Riverdale Avenue Yonkers, NY		
12/17/12 Cash		
C Project - Bill Tetrault	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
YMCA of Yonkers 17 Riverdale Avenue Yonkers, NY	\$5,000.00 =====	\$5,000.00 =====
Young Life P.O. Box 726 Greenwich, CT 06830		
12/17/12 Cash		
General Purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Young Life P.O. Box 726 Greenwich, CT 06830	\$3,000.00 =====	\$3,000.00 =====
TOTAL SCHEDULE B-3	\$1,095,000.00 =====	\$1,095,000.00 =====

LAURA J. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Mar-13	Yellowstone Park Foundation Building capacity for the 21st century and beyond	\$25,000	\$75,000	(2 of 3)
Jun-13	Art Education for the Blind Multi-Site Museum Accessibility Study	\$7,500	\$22,500	(3 of 3)
Jul-13	Wildlife Conservation Society Online Teacher Academy	\$50,000	\$100,000	(2 of 2)
Oct-13	Friends of Green Chimneys Assistance Dog Training and Farm Programs	\$25,000	\$50,000	(2 of 2)
Nov-13	Freedom Guide Dogs for the Blind Guide Dogs for the Disabled, Blind & Visually Impaired	\$7,500	\$22,500	(3 of 3)
Nov-13	Children's Village Canine Program	\$40,000	\$80,000	(2 of 2)
Nov-13	North Shore Animal League America Special Recovery Center	\$15,000	\$30,000	(2 of 2)
Dec-13	Fauna & Flora International Cultural Values & Conservation Practices to Benefit Biodiversity Conservation in Uganda	\$20,000	\$40,000	(2 of 2)
TOTAL SCHEDULED GRANTS 2013		\$190,000		
Mar-13	Yellowstone Park Foundation Building capacity for the 21st century and beyond	\$25,000	\$75,000	(3 of 3)
TOTAL SCHEDULED GRANTS 2014		\$25,000		
TOTAL SCHEDULED GRANTS		\$215,000		