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

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

For calendar year 2012, or tax year beginning 9/01, 2012, and ending 8/31, 2013

Marie G. Dennett Foundation, Inc.
c/o FCS&N 1700 E Putnam Ave #406
Old Greenwich, CT 06870**A** Employer identification number
06-1060970**B** Telephone number (see the instructions)
(203) 661-1000**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 6,202,711.
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	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	10.	10.	10.	
	4	Dividends and interest from securities	226,760.	226,760.	226,760.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	32,158.			
	b	Gross sales price for all assets on line 6a	409,386.			
	7	Capital gain net income (from Part IV, line 2)		32,158.		
	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)					
12	Total. Add lines 1 through 11	258,989.	258,989.	226,770.		
ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 2	5,500.	3,500.		2,000.
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) See St 3	7,430.	7,105.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	12,930.	10,605.		2,000.
	25	Contributions, gifts, grants paid Part XV	295,000.			295,000.
26	Total expenses and disbursements. Add lines 24 and 25	307,930.	10,605.	0.	297,000.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-48,941.				
b	Net investment income (if negative, enter -0-)		248,384.			
c	Adjusted net income (if negative, enter -0-)			226,770.		

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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		168,722.	64,442.	64,442.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) Statement 4		3,046,347.	3,101,687.	6,138,269.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		3,215,069.	3,166,129.	6,202,711.	
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 See Statement 5)			1.	
	23	Total liabilities (add lines 17 through 22)		0.	1.	
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		3,215,069.	3,166,128.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		3,215,069.	3,166,128.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,215,069.	3,166,129.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,215,069.
2	Enter amount from Part I, line 27a	2	-48,941.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,166,128.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,166,128.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	1,500 shs Caterpillar Inc.	P	Various	10/01/12
b	.3333 shs Kraft	P	Various	10/26/12
c	7,500 shs Intel Corp	P	Various	12/31/12
d	1,500 shs Caterpillar Inc.	P	Various	8/08/13
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 130,422.		87,621.	42,801.
b 15.		12.	3.
c 153,566.		201,974.	-48,408.
d 125,383.		87,621.	37,762.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			42,801.
b			3.
c			-48,408.
d			37,762.
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	32,158.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	332,951.	5,807,790.	0.057328
2010	201,000.	5,433,099.	0.036995
2009	184,500.	4,711,494.	0.039160
2008	248,013.	4,426,533.	0.056029
2007	311,215.	6,293,246.	0.049452

2 Total of line 1, column (d)	2	0.238964
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	0.047793
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,102,886.
5 Multiply line 4 by line 3	5	291,675.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,484.
7 Add lines 5 and 6	7	294,159.
8 Enter qualifying distributions from Part XII, line 4	8	297,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,484.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,484.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,484.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	924.	
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	924.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	10.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,570.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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 XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <i>General Instruction G</i> ? <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>N/A</u>	13	X	
14	The books are in care of <u>Anne M. Piedade, Esq.</u> Telephone no <u>(203) 629-7315</u> Located at <u>c/oFCS&N;1700 E Putnam Ave, Suite 406 Old Gr</u> ZIP + 4 <u>06870</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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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
See Statement 6		0.	0.	0.

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

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

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

0

Part 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	6,090,562.
b	Average of monthly cash balances	1 b	105,261.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	6,195,823.
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	6,195,823.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	92,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,102,886.
6	Minimum investment return. Enter 5% of line 5	6	305,144.

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	305,144.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,484.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,484.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	302,660.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	302,660.
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	302,660.

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	297,000.
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	297,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,484.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,516.

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				302,660.
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011				2,291.
f Total of lines 3a through e	2,291.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 297,000.				
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				297,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2,291.			2,291.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				3,369.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

Form 990-PF (2012)

N/A

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Per attached Schedule B-3 ,	none			295,000.
Total			3a	295,000.
b Approved for future payment				
Total			3b	

Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

10/05/13

04:44PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Cl Action - Bank of Amer.	\$ 61.	\$ 61.	
Total	\$ 61.	\$ 61.	0.

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

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

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of New York - custodian fee	\$ 7,105.	\$ 7,105.		
Bank of New York - tax summary letter	325.			
Total	\$ 7,430.	\$ 7,105.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
10,000 shs AT&T Inc.	Cost	\$ 92,453.	\$ 338,300.
4,000 shs Exxon Mobil Corp.	Cost	11,335.	348,640.
6,000 shs Royal Dutch Shell PLC	Cost	166,463.	387,540.
6,000 shs Camden PPTY TR	Cost	167,038.	370,740.
2,000 shs United Parce Svc Inc Cl B	Cost	128,227.	171,160.
7,000 shs Consolidated Edison Inc.	Cost	42,210.	393,610.
8,000 shs Dominion Res Inc VA New	Cost	158,345.	466,800.
5,000 shs Duke Energy Corp.	Cost	206,648.	328,000.
7,500 shs Verizon Communications Inc.	Cost	132,891.	355,350.
6,000 shs General Electric Co.	Cost	165,634.	138,840.
6,000 shs Dow Chemical Co.	Cost	194,866.	224,400.
8,000 shs Plum Creek Timber Co. Inc.	Cost	205,089.	354,480.

Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

10/05/13

04 44PM

Statement 4 (continued)
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>
5,000 shs Procter & Gamble Co.	Cost	\$ 296,970.	\$ 389,450.
10,000 shs Spectra Energy Corp.	Cost	198,288.	331,100.
5,000 shs Southern Co.	Cost	160,249.	208,100.
7,000 shs Nextera Energy Inc.	Cost	127,620.	562,520.
4,000 shs Mondelez International -W/I	Cost	91,389.	122,680.
1,000 shs International Business Machine	Cost	137,348.	182,270.
1,333 shs Kraft Foods Group Inc.	Cost	49,392.	69,009.
3,000 shs Philip Morris International	Cost	221,859.	250,320.
4,000 shs Williams Cos Inc	Cost	147,373.	144,960.
	Total	\$ 3,101,687.	\$ 6,138,269.

Statement 5
Form 990-PF, Part II, Line 22
Other Liabilities

Rounding

1.

Total \$ 1.

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

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

Client DENNETT

Marie G. Dennett Foundation, Inc.

06-1060970

10/05/13

04 44PM

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Richard H. Ramsey 205 Sunset Drive Greensboro, NC 27408	Trustee 0	\$ 0.	\$ 0.	\$ 0.
Everett Fisher 45 Lismore Lane Greenwich, CT 06831	Sec/Treas/Ttee 0	0.	0.	0.
Anne M. Piedade 8 Vinton Avenue Bedford, NY 10506	Asst Sec/Ttee 0	0.	0.	0.
		Total \$ 0.	\$ 0.	\$ 0.

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

Name of Grant Program: Marie G. Dennett Foundation, Inc.
Name: Att: Anne M Piedade
Care Of: Fogarty Cohen Selby & Nemiroff LLC
Street Address: 1700 East Putnam Ave, Suite 406
City, State, Zip Code: Old Greenwich, CT 06870
Telephone: 203-661-1000
E-Mail Address:
Form and Content: All grant requests should be submitted in writing and should contain details on the specific program for which a grant is being requested. A copy of the organization's exemption letter issued by the Internal Revenue Service should accompany every grant request.

Submission Deadlines: None
Restrictions on Awards: None

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Red Cross 51 Main Street New Canaan, CT 06840 10/04/12 Cash New Canaan Chapter	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions American Red Cross 51 Main Street New Canaan, CT 06840	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
Avon Old Farms School - Class of 1959 Alumni Office Avon, CT 06001 10/05/12 Cash Donald Pierpont Charitable Grant	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions Avon Old Farms School - Class of 1959 Alumni Office Avon, CT 06001	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
Best Buddies, Inc. 5601 West Slauson Avenue, Suite 255 Culver City, CA 90230 10/04/12 Cash	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions Best Buddies, Inc. 5601 West Slauson Avenue, Suite 255 Culver City, CA 90230	<u>\$500.00</u> =====	<u>\$500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Boys and Girls of Santa Monica 1220 Lincoln Blvd Santa Monica, CA 90401		
<u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Boys and Girls of Santa Monica 1220 Lincoln Blvd Santa Monica, CA 90401	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Carnegie Hall Society, Inc. 881 Seventh Avenue New York, NY 10019-3210		
<u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Carnegie Hall Society, Inc. 881 Seventh Avenue New York, NY 10019-3210	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Central Park Conservancy 14 East 60th Street, 8th Floor New York, NY 10021		
<u>10/04/12 Cash</u>	<u>\$1,000.00</u>	<u>\$1,000.00</u>
12/27/12 Cash		
Playground Partners	<u>1,000.00</u>	<u>1,000.00</u>
Total Distributions		
Central Park Conservancy 14 East 60th Street, 8th Floor New York, NY 10021	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Duke University c/o Alumni & Development Records Box 90581 Durham, NC 27708		
12/27/12 Cash		
Annual Fund for Trinity College of Arts & Sciences	\$500.00	\$500.00
Total Distributions		
Duke University c/o Alumni & Development Records Box 90581 Durham, NC 27708	\$500.00 =====	\$500.00 =====
Ear Candy Charity P.O. Box 2555 Tempe, AZ 85280		
08/20/13 Cash	\$1,000.00	\$1,000.00
Total Distributions		
Ear Candy Charity P.O. Box 2555 Tempe, AZ 85280	\$1,000.00 =====	\$1,000.00 =====
Education Through Music, Inc. 122 East 42nd Street Suite 1501 New York, NY 10168		
08/21/13 Cash	\$1,000.00	\$1,000.00
Total Distributions		
Education Through Music, Inc. 122 East 42nd Street Suite 1501 New York, NY 10168	\$1,000.00 =====	\$1,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Elk Hill P.O. Box 99 Goochland, VA 23063 <u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Elk Hill P.O. Box 99 Goochland, VA 23063	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 The Episcopal School 35 East 69th Street New York, NY 10021 <u>12/27/12 Cash</u> Annual Fund	 <u>\$2,000.00</u>	 <u>\$2,000.00</u>
Total Distributions The Episcopal School 35 East 69th Street New York, NY 10021	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
 Fairfield County Community Foundation c/o The Patterson Club 1118 Cross Highway Fairfield, CT 06824 <u>01/16/13 Cash</u> Patterson Club Scholarship	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Fairfield County Community Foundation c/o The Patterson Club 1118 Cross Highway Fairfield, CT 06824	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
The Fender Music Foundation P.O. Box 67 <u>Agoura Hills, CA 91376</u>		
08/20/13 Cash	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions The Fender Music Foundation P.O. Box 67 Agoura Hills, CA 91376	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
 Fessenden School 250 Waltham Street <u>West Newton, MA 02465</u>		
10/04/12 Cash	\$1,000.00	\$1,000.00
10/04/12 Cash Parker Boys Scholarship Fund	2,000.00	2,000.00
08/20/13 Cash	1,000.00	1,000.00
08/28/13 Cash	<u>1,000.00</u>	<u>1,000.00</u>
Total Distributions Fessenden School 250 Waltham Street West Newton, MA 02465	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Friends of the Academy of Music Inc. 2955 S. Robertson <u>Los Angeles, CA 90034</u>		
10/04/12 Cash	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions Friends of the Academy of Music Inc. 2955 S. Robertson Los Angeles, CA 90034	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Girl Scouts of Eastern Massachusetts 95 Berkeley Street Boston, MA 02116		
<u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Girl Scouts of Eastern Massachusetts 95 Berkeley Street Boston, MA 02116	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Golf Fights Cancer 300 Arnold Palmer Blvd Norton, MA 02461		
<u>10/04/12 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
08/20/13 Cash	<u>1,000.00</u>	<u>1,000.00</u>
Total Distributions		
Golf Fights Cancer 300 Arnold Palmer Blvd Norton, MA 02461	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
 GROW Associates, Inc. 101 Wales Avenue Avon, MA 02322		
<u>10/04/12 Cash</u>	<u>\$1,000.00</u>	<u>\$1,000.00</u>
08/20/13 Cash	<u>1,000.00</u>	<u>1,000.00</u>
Total Distributions		
GROW Associates, Inc. 101 Wales Avenue Avon, MA 02322	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Henrico CASA 3001 Hungary Spring Road, Suite A Henrico, VA 23228		
<u>10/04/12 Cash</u>	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Henrico CASA 3001 Hungary Spring Road, Suite A Henrico, VA 23228	\$10,000.00	\$10,000.00
	=====	=====
Hospital for Special Surgery 535 East 70th Street New York, NY 10021		
<u>10/04/12 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Hospital for Special Surgery 535 East 70th Street New York, NY 10021	\$2,000.00	\$2,000.00
	=====	=====
Jacob's Ladder P.O. Box 555 Urbanna, VA 23175		
<u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Jacob's Ladder P.O. Box 555 Urbanna, VA 23175	\$5,000.00	\$5,000.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Manchester High School 36 Lincoln Street Manchester, MA 01944 <u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Manchester High School 36 Lincoln Street Manchester, MA 01944	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Marion Institute c/o BMN 202 Spring Street Marion, MA 02738 <u>12/27/12 Cash</u>		
The Corny Fund	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Marion Institute c/o BMN 202 Spring Street Marion, MA 02738	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Massachusetts Golf Association, Inc. 300 Arnold Palmer Blvd Norton, MA 02766 <u>10/04/12 Cash</u>		
Building Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
10/04/12 Cash First Tee	<u>2,000.00</u>	<u>2,000.00</u>
08/20/13 Cash	<u>3,000.00</u>	<u>3,000.00</u>
Total Distributions Massachusetts Golf Association, Inc. 300 Arnold Palmer Blvd Norton, MA 02766	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Memorial Sloan Kettering 1275 York Avenue New York, NY 10021		
<u>10/04/12 Cash</u>		
Sharon Chaikin Memorial Fund	\$1,000.00	\$1,000.00
10/04/12 Cash	<u>3,000.00</u>	<u>3,000.00</u>
Total Distributions Memorial Sloan Kettering 1275 York Avenue New York, NY 10021	\$4,000.00 =====	\$4,000.00 =====
 Metropolitan Opera Association Lincoln Center New York, NY 10023		
<u>10/04/12 Cash</u>	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Metropolitan Opera Association Lincoln Center New York, NY 10023	\$20,000.00 =====	\$20,000.00 =====
 Miss Porter's School 60 Main Street Farmington, CT 06032		
<u>10/04/12 Cash</u>	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions Miss Porter's School 60 Main Street Farmington, CT 06032	\$1,000.00 =====	\$1,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Mr. Holland's Opus Foundation 4370 Tujunga Avenue, Suite 330 <u>Studio City, CA 91604</u> 08/20/13 Cash	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions Mr. Holland's Opus Foundation 4370 Tujunga Avenue, Suite 330 Studio City, CA 91604	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
 New Canaan Library 151 Main Street <u>New Canaan, CT 06840</u> 10/04/12 Cash	 <u>\$1,000.00</u>	 <u>\$1,000.00</u>
Total Distributions New Canaan Library 151 Main Street New Canaan, CT 06840	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
 New Canaan Volunteer Fire Dept. 60 Main Street <u>New Canaan, CT 06840</u> 10/04/12 Cash	 <u>\$3,000.00</u>	 <u>\$3,000.00</u>
Total Distributions New Canaan Volunteer Fire Dept. 60 Main Street New Canaan, CT 06840	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
The New York Botanical Gardens Bronx, NY 10458-5126		
10/04/12 Cash	\$2,000.00	\$2,000.00
Total Distributions		
The New York Botanical Gardens Bronx, NY 10458-5126	\$2,000.00 =====	\$2,000.00 =====
 New York Presbyterian Fund, Inc. 654 West 170th Street New York, NY 10032		
10/04/12 Cash		
Hon. Moffett Cochran	\$3,000.00	\$3,000.00
12/27/12 Cash		
Cardiac Dept.	500.00	500.00
Total Distributions		
New York Presbyterian Fund, Inc. 654 West 170th Street New York, NY 10032	\$3,500.00 =====	\$3,500.00 =====
 Nightingale School 20 East 92nd Street New York, NY 10128		
08/28/13 Cash	\$3,000.00	\$3,000.00
Total Distributions		
Nightingale School 20 East 92nd Street New York, NY 10128	\$3,000.00 =====	\$3,000.00 =====
 Noble and Greenough School 10 Campus Drive Dedham, MA 02026		
06/26/13 Cash	\$1,000.00	\$1,000.00

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Noble and Greenough School 10 Campus Drive Dedham, MA 02026 <u>(Cont'd)</u>		
08/20/13 Cash	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions		
Noble and Greenough School 10 Campus Drive Dedham, MA 02026	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Open Paths Counseling Center 12655 W Washington Blvd., Suite 101 Los Angeles, CA 90066 <u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Open Paths Counseling Center 12655 W Washington Blvd., Suite 101 Los Angeles, CA 90066	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Ouimet Scholarship Fund, Inc. 300 Arnold Palmer Blvd Norton, MA 02766 <u>10/04/12 Cash</u>		
Priscilla D. Ramsey Scholarship Fund	<u>\$15,000.00</u>	<u>\$15,000.00</u>
08/20/13 Cash		
Priscilla Charitable Grant	<u>10,000.00</u>	<u>10,000.00</u>
Total Distributions		
Ouimet Scholarship Fund, Inc. 300 Arnold Palmer Blvd Norton, MA 02766	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
The Penn Fund - University of PA 601 Franklin Bldg, 3451 Walnut Street Philadelphia, PA 19104-6285		
<u>10/04/12 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
The Penn Fund - University of PA 601 Franklin Bldg, 3451 Walnut Street Philadelphia, PA 19104-6285	\$2,000.00 =====	\$2,000.00 =====
 Philharmonic-Symphony Society of NY 10 Lincoln Center Plaza New York, NY 10023-6970		
<u>10/04/12 Cash</u>	<u>\$6,000.00</u>	<u>\$6,000.00</u>
Total Distributions		
Philharmonic-Symphony Society of NY 10 Lincoln Center Plaza New York, NY 10023-6970	\$6,000.00 =====	\$6,000.00 =====
 Pomfret School P.O. Box 128 Pomfret, CT 06258-0128		
<u>10/04/12 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Pomfret School P.O. Box 128 Pomfret, CT 06258-0128	\$2,000.00 =====	\$2,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
The Roots of Music 929 Euterpe Street New Orleans, LA 70130 08/20/13 Cash	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions The Roots of Music 929 Euterpe Street New Orleans, LA 70130	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480 10/04/12 Cash	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
The Spence School 22 East 91st Street New York, NY 10128 12/27/12 Cash Annual Fund	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions The Spence School 22 East 91st Street New York, NY 10128	<u>\$500.00</u> =====	<u>\$500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Bernard's School 4 East 98th Street New York, NYn 10029 <u>08/28/13 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions St. Bernard's School 4 East 98th Street New York, NYn 10029	\$2,000.00 =====	\$2,000.00 =====
St. John's Church P.O. Box 1084 Pawcatuck, CT 06379 <u>12/27/12 Cash</u>	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions St. John's Church P.O. Box 1084 Pawcatuck, CT 06379	\$500.00 =====	\$500.00 =====
St. Lawrence University 23 Romoda Drive Canton, NY 13617-1475 <u>10/04/12 Cash</u>	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions St. Lawrence University 23 Romoda Drive Canton, NY 13617-1475	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Mark's Episcopal Church 111 Oenoke Ridge Road New Canaan, CT 06840 <u>10/04/12 Cash</u>	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions St. Mark's Episcopal Church 111 Oenoke Ridge Road New Canaan, CT 06840	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 St. Mark's School P.O. Box 9105 Southborough, MA 01772-9105 <u>10/04/12 Cash</u> Annual Fund	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions St. Mark's School P.O. Box 9105 Southborough, MA 01772-9105	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
 St. Paul's School 325 Pleasant Street Concord, NH 03301-2591 <u>12/27/12 Cash</u> Annual Fund	 <u>\$1,000.00</u>	 <u>\$1,000.00</u>
Total Distributions St. Paul's School 325 Pleasant Street Concord, NH 03301-2591	 <u>\$1,000.00</u> =====	 <u>\$1,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Stepping Stones Museum for Children Mathews Park, 303 West Avenue Norwalk, CT 06850		
<u>10/04/12 Cash</u>	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions		
Stepping Stones Museum for Children Mathews Park, 303 West Avenue Norwalk, CT 06850	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
 Stoughton Association for Exeptional Citizens P.O. Box 153 Stoughton, MA 02072		
<u>10/04/12 Cash</u>	<u>\$1,000.00</u>	<u>\$1,000.00</u>
 08/20/13 Cash	<u>1,000.00</u>	<u>1,000.00</u>
Total Distributions		
Stoughton Association for Exeptional Citizens P.O. Box 153 Stoughton, MA 02072	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
 The Tiny Miracles Foundation Inc. 25-13 Old King's Highway North, #189 Darien, CT 06820-4608		
<u>10/04/12 Cash</u>	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions		
The Tiny Miracles Foundation Inc. 25-13 Old King's Highway North, #189 Darien, CT 06820-4608	<u>\$500.00</u> =====	<u>\$500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Trustees of Columbia University Harkness Pavilion 9-964 180 Fort Washington Avenue New York, NY 10032		
10/04/12 Cash		
Toni Stabile Osteoporosis Center	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Trustees of Columbia University Harkness Pavilion 9-964 180 Fort Washington Avenue New York, NY 10032	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Trustees of Tufts University 200 Westboro Road North Grafton, MA 01536		
10/04/12 Cash		
Wildlife Clinic	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Trustees of Tufts University 200 Westboro Road North Grafton, MA 01536	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
University of Denver 2190 South High Street, Room 109 Denver, CO 80208		
10/04/12 Cash	<u>\$2,000.00</u>	<u>\$2,000.00</u>
08/28/13 Cash	<u>3,000.00</u>	<u>3,000.00</u>
Total Distributions		
University of Denver 2190 South High Street, Room 109 Denver, CO 80208	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Vanderbilt University PMB 407727; 2301 Vanderbilt Place Nashville, TN 37240-7727 <u>08/20/13 Cash</u>	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions Vanderbilt University PMB 407727; 2301 Vanderbilt Place Nashville, TN 37240-7727	\$1,000.00 =====	\$1,000.00 =====
 VH1 Save the Music Foundation 1515 Broadway, 20th Floor New York, NY 10036 <u>08/20/13 Cash</u>	 <u>\$1,000.00</u>	 <u>\$1,000.00</u>
Total Distributions VH1 Save the Music Foundation 1515 Broadway, 20th Floor New York, NY 10036	\$1,000.00 =====	\$1,000.00 =====
 Virginia Center for the Creative Arts 154 San Angelo Drive Amherst, VA 24521 <u>10/04/12 Cash</u>	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
Total Distributions Virginia Center for the Creative Arts 154 San Angelo Drive Amherst, VA 24521	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Virginia Engineering Foundation P.O. Box 400256 Charlottesville, VA 22904-4256 <u>10/04/12 Cash</u>	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Virginia Engineering Foundation P.O. Box 400256 Charlottesville, VA 22904-4256	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Virginia FIRST 1995 Sheppardtwn Road Crozier, VA 23039 <u>10/04/12 Cash</u>	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Virginia FIRST 1995 Sheppardtwn Road Crozier, VA 23039	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Walsh Park Benevolent Corporation P.O. Box 684 Fishers Island, NY 06390 <u>12/27/12 Cash</u>	<u>\$1,500.00</u>	<u>\$1,500.00</u>
Total Distributions Walsh Park Benevolent Corporation P.O. Box 684 Fishers Island, NY 06390	<u>\$1,500.00</u> =====	<u>\$1,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Waveney Care Center 3 Farm Road New Canaan, CT 06840 <u>10/04/12 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions Waveney Care Center 3 Farm Road New Canaan, CT 06840	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460 <u>10/04/12 Cash</u>	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
World Pediatric Project (aka International Children's Hospital) 7201 Glen Forest Drive Richmond, VA 23226 <u>10/04/12 Cash</u>	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions World Pediatric Project (aka International Children's Hospital) 7201 Glen Forest Drive Richmond, VA 23226	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
World Wildlife Fund 1250 24th Street NW Washington, DC 20037		
10/23/12 Cash		
Honor Priscila D. Ramsey	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
World Wildlife Fund 1250 24th Street NW Washington, DC 20037	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Wounded Warriors Family Support 920 S. 107th Avenue, Suite 250 Omaha, NE 68114		
10/04/12 Cash	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions		
Wounded Warriors Family Support 920 S. 107th Avenue, Suite 250 Omaha, NE 68114	<u>\$500.00</u> =====	<u>\$500.00</u> =====
TOTAL SCHEDULE B-3	<u>\$295,000.00</u> =====	<u>\$295,000.00</u> =====