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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

Henry E. Niles Foundation
c/o FCSN 1700 E Putnam Ave #406
Old Greenwich, CT 06870

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) ▶ \$ 30,716,372.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
06-1252486

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	823,704.	823,704.		N/A
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	437,791.			
	b	Gross sales price for all assets on line 6a 4,439,182.				
	7	Capital gain net income (from Part IV, line 2)		437,791.		
	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	276.	15,420.			
12	Total. Add lines 1 through 11	1,261,771.	1,276,915.			
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	187,000.	28,050.		158,950.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 2	4,000.	4,000.		
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) See St 3	161,512.	141,512.		20,000.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 4	30,400.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,204.			
	22	Printing and publications	1,716.			
	23	Other expenses (attach schedule) See Statement 5	15,933.	65.		15,599.
	24	Total operating and administrative expenses. Add lines 13 through 23	401,765.	173,627.		194,549.
25	Contributions, gifts, grants paid Part XV	1,472,000.			1,472,000.	
26	Total expenses and disbursements. Add lines 24 and 25	1,873,765.	173,627.		1,666,549.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-611,994.				
b	Net investment income (if negative, enter -0-)		1,103,288.			
c	Adjusted net income (if negative, enter -0-)					

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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	1,699,506.	1,478,492.	1,478,492.
	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)	500,110.		
	b Investments – corporate stock (attach schedule) Statement 6	15,184,885.	15,035,097.	23,334,546.
	c Investments – corporate bonds (attach schedule) Statement 7	5,636,617.	5,895,535.	5,903,334.
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	23,021,118.	22,409,124.	30,716,372.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	23,021,118.	22,409,124.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	23,021,118.	22,409,124.	
	31 Total liabilities and net assets/fund balances (see instructions)	23,021,118.	22,409,124.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	23,021,118.
2 Enter amount from Part I, line 27a	2	-611,994.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	22,409,124.
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	22,409,124.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Increases per Schedule A-2 (Exhibit 4)	P	Various	Various
b	Decreases per Schedule A-2 (Exhibit 4)	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 3,481,749.		2,828,497.	653,252.
b 957,433.		1,172,894.	-215,461.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			653,252.
b			-215,461.
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	437,791.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,507,965.	27,373,372.	0.055089
2011	1,600,259.	27,374,239.	0.058459
2010	1,560,494.	26,047,232.	0.059910
2009	1,768,984.	23,549,710.	0.075117
2008	1,603,472.	28,641,057.	0.055985

2 Total of line 1, column (d)	2	0.304560
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	0.060912
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,905,087.
5 Multiply line 4 by line 3	5	1,760,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,033.
7 Add lines 5 and 6	7	1,771,700.
8 Enter qualifying distributions from Part XII, line 4	8	1,666,549.

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	22,066.
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	22,066.
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	22,066.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	18,270.	
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	18,270.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,796.	
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 2014 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 2013 or the taxable year beginning in 2013 (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.heniles.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no <u>203-661-1000</u> Located at <u>1700 E Putnam Ave, Ste 406 Old Greenwich CT</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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013)	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 2013?	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 1700 E Putnam Ave Old Greenwich, CT 06870	Pres/Directo 18.00	65,000.	0.	0.
Leland C. Selby c/o FCSN 1700 E Putnam Ave Old Greenwich, CT 06870	VP/Sec/Direc 15.00	65,000.	0.	0.
James R. Lamb c/o FCSN 1700 E Putnam Ave Old Greenwich, CT 06870	Treas/Direct 10.00	57,000.	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	27,566,975.
b Average of monthly cash balances	1 b	1,778,291.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	29,345,266.
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	29,345,266.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	440,179.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,905,087.
6 Minimum investment return. Enter 5% of line 5	6	1,445,254.

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	1,445,254.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	22,066.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	22,066.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,423,188.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,423,188.
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	1,423,188.

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	1,666,549.
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	1,666,549.
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	1,666,549.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,423,188.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	193,323.			
b From 2009	604,836.			
c From 2010	283,270.			
d From 2011	253,185.			
e From 2012	167,397.			
f Total of lines 3a through e	1,502,011.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,666,549.				
a Applied to 2012, 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 2013 distributable amount				1,423,188.
e Remaining amount distributed out of corpus	243,361.			
5 Excess distributions carryover applied to 2013 (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	1,745,372.			
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 2012 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	193,323.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,552,049.			
10 Analysis of line 9				
a Excess from 2009	604,836.			
b Excess from 2010	283,270.			
c Excess from 2011	253,185.			
d Excess from 2012	167,397.			
e Excess from 2013	243,361.			

BAA

Form 990-PF (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attached Schedule B-3 (Exhibit 8)				1,472,000.
Total				3 a 1,472,000.
b Approved for future payment See attached Installment Payment Schedule (Exhibit 9),				580,000.
Total				3 b 580,000.

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	823,704.	
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	437,791.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a See Statement 9				276.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,261,771.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,261,771.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2013

Federal Statements

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Client HNILES

Henry E. Niles Foundation

06-1252486

5/15/14

12.45PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
BNY Partners Fund III	\$ 115.	\$ 115.	
Dell Inc. action proceeds	161.	161.	
Total	\$ 276.	\$ 276.	\$ 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
FCSN - tax preparation	\$ 4,000.	\$ 4,000.		
Total	\$ 4,000.	\$ 4,000.		\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of New York - Affiliate Funds Adj	\$ 9,528.	\$ 9,528.		
Bank of New York - Investment Advisor	131,984.	131,984.		
FCS&N - administrative fee	20,000.			\$ 20,000.
Total	\$ 161,512.	\$ 141,512.		\$ 20,000.

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 4th quarter estimate	\$ 8,275.			
2012 balance due	3,855.			
2013 1st quarter estimated payment	7,579.			
2013 3rd quarter estimated payment	4,979.			
2013 4th quarter estimated payment	5,712.			
Total	\$ 30,400.	\$ 0.		\$ 0.

Client HNILES

Henry E. Niles Foundation

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Earthlink and domain name renewal \$	219.			
FCSN - Disbursements tax computer fee	65.	\$ 65.		
Federal Express/postage	301.			\$ 301.
Hagendoorn & Emond Insurance, D&O Ins.	15,298.			15,298.
Secretary of State - annual report	50.			
Total	<u>\$ 15,933.</u>	<u>\$ 65.</u>		<u>\$ 15,599.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stocks (Exhibit 6)	Mkt Val	\$ 15,035,097.	\$ 23,334,546.
	Total	<u>\$ 15,035,097.</u>	<u>\$ 23,334,546.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate Bonds (Exhibit 6)	Mkt Val	\$ 5,895,535.	\$ 5,903,334.
	Total	<u>\$ 5,895,535.</u>	<u>\$ 5,903,334.</u>

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Ashley C. Garan
Name: Fogarty Cohen Selby & Nemiroff LLC
Care Of: 1700 E Putnam Avenue, Suite 406
Street Address: Old Greenwich, CT 06870
City, State, Zip Code: 203-629-7314
Telephone:
E-Mail Address:
Form and Content: An application together with any information which, in the determination of the applicant, will assist the directors in understanding the purposes and goals of the organization and in particular the program for which funding is being requested. An application can be requested by sending an email to: agaran@fcsn.com.
Submission Deadlines: None

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Statement 8 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 7.

Statement 9
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
BNY Partners Fund III			14	\$ 115.	
Chestnut Mansion (Estate)			14		
Chestnut Mansion (Trust)			14		
Country Estates Assoc. LP			14		
Dell Inc. action proceeds			18	161.	
Stratford Inc Properties			14		
Total		\$ 0.		\$ 276.	\$ 0.

Client HNILES

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	358,773.
Interest per Schedule A-4 (Exhibit 2)		282,591.
Cambridge 87-2 Drilling		0.
Treasury Inflation Index receipts		6,394.
Other Income per Schedule A-5 (Exhibit 3)		175,946.
Total	\$	<u>823,704.</u>

Other Revenue
Net investment income
Country Estates Assoc. LP

Per Schedule K-1: Net rental real estate income	\$	11,217.
Interest		1.
Ordinary dividends		54.
Net short capital gain		0.
Net section 1231 loss		-379.
Less amount received included in inc already		0.
Total	\$	<u>10,893.</u>

Other Revenue
Net investment income
Stratford Inc Properties

Per Schedule K-1: Net rental real estate income	\$	0.
Interest income		0.
Total	\$	<u>0.</u>

Other Revenue
Net investment income
Chestnut Mansion (Estate)

Per Schedule K-1: Net rental real estate income	\$	3,620.
Interest income		8.
Less amount received included in inc already		-1,500.
Total	\$	<u>2,128.</u>

Other Revenue
Net investment income
Chestnut Mansion (Trust)

Per Schedule K-1: Net rental real estate income	\$	3,615.
Interest income		8.
Less amount received included in inc already		-1,500.
Total	\$	<u>2,123.</u>

2013

Federal Supporting Detail

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Client HNILES

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

James R. Lamb, expenses
Leland C. Selby, expenses

	\$	1,138.
		66.
Total	\$	<u>1,204.</u>

Schedule A-3

DIVIDENDS RECEIVED

Accenture PLC

05/15/13	Dividend Rec'd on	6,000	Shs.	\$4,860.00	
11/15/13	Dividend Rec'd on	6,000	Shs.	<u>5,580.00</u>	\$10,440.00

Air Prods & Chems Inc

02/11/13	Dividend Rec'd on	1,500	Shs.	\$960.00	
05/13/13	Dividend Rec'd on	1,500	Shs.	<u>1,065.00</u>	2,025.00

Allergan Inc

03/21/13	Dividend Rec'd on	1,690	Shs.	\$84.50	
06/13/13	Dividend Rec'd on	1,690	Shs.	<u>84.50</u>	169.00

Apple Inc

02/14/13	Dividend Rec'd on	1,200	Shs.	\$3,180.00	
05/16/13	Dividend Rec'd on	1,200	Shs.	3,660.00	
08/15/13	Dividend Rec'd on	1,200	Shs.	3,660.00	
11/14/13	Dividend Rec'd on	1,200	Shs.	<u>3,660.00</u>	14,160.00

AT&T Inc

02/01/13	Dividend Rec'd on	4,300	Shs.	\$1,935.00	
05/01/13	Dividend Rec'd on	4,300	Shs.	1,935.00	
08/01/13	Dividend Rec'd on	4,300	Shs.	1,935.00	
11/01/13	Dividend Rec'd on	4,300	Shs.	<u>1,935.00</u>	7,740.00

B B & T Corporation

02/01/13	Dividend Rec'd on	6,000	Shs.	\$1,200.00	
03/01/13	Dividend Rec'd on	6,000	Shs.	<u>1,380.00</u>	2,580.00

BNY Mellon Mid Cap Stock Fund
Class M Shares

01/14/13	Dividend Rec'd on	52,931.596	Shs.	\$302.12	
02/12/13	Dividend Rec'd on	52,931.596	Shs.	314.91	
03/11/13	Dividend Rec'd on	52,931.596	Shs.	296.03	
04/15/13	Dividend Rec'd on	52,931.596	Shs.	334.57	
05/15/13	Dividend Rec'd on	52,931.596	Shs.	324.02	
06/17/13	Dividend Rec'd on	52,931.596	Shs.	349.80	
07/15/13	Dividend Rec'd on	52,931.596	Shs.	315.73	
08/12/13	Dividend Rec'd on	52,931.596	Shs.	340.70	
09/16/13	Dividend Rec'd on	52,931.596	Shs.	346.13	

Schedule A-3 (Cont'd)

BNY Mellon Mid Cap Stock Fund
Class M Shares

(Cont'd)

10/15/13	Dividend Rec'd on	52,931.596	Shs.	\$339.85	
11/12/13	Dividend Rec'd on	52,931.596	Shs.	361.98	
12/16/13	Dividend Rec'd on	52,931.596	Shs.	359.95	
12/17/13	Dividend Rec'd on	52,931.596	Shs.	2,858.31	
12/17/13	Dividend Rec'd on	52,931.596	Shs.		
	Received from Principal -				
	Capital gain distribution				
	allocable to Income			<u>22,644.14</u>	\$29,488.24

Bristol-Myers Squibb Co

11/01/13	Dividend Rec'd on	2,500	Shs.		875.00
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Capital One Financial Corp

11/21/13	Dividend Rec'd on	1,500	Shs.		450.00
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Carnival Corp

03/15/13	Dividend Rec'd on	4,000	Shs.	\$1,000.00	
06/14/13	Dividend Rec'd on	4,000	Shs.	<u>1,000.00</u>	2,000.00

Caterpillar Inc

05/20/13	Dividend Rec'd on	3,325	Shs.	\$1,729.00	
08/20/13	Dividend Rec'd on	3,000	Shs.	1,800.00	
11/20/13	Dividend Rec'd on	3,000	Shs.	<u>1,800.00</u>	5,329.00

Chevron Corporation

03/11/13	Dividend Rec'd on	3,750	Shs.	\$3,375.00	
06/10/13	Dividend Rec'd on	3,750	Shs.	3,750.00	
09/10/13	Dividend Rec'd on	3,350	Shs.	3,350.00	
12/10/13	Dividend Rec'd on	3,350	Shs.	<u>3,350.00</u>	13,825.00

Coca-Cola Company

04/01/13	Dividend Rec'd on	5,000	Shs.	\$1,400.00	
07/01/13	Dividend Rec'd on	5,000	Shs.	1,400.00	
10/01/13	Dividend Rec'd on	5,000	Shs.	1,400.00	
12/16/13	Dividend Rec'd on	5,000	Shs.	<u>1,400.00</u>	5,600.00

Schedule A-3 (Cont'd)

Comcast Corporation New Class A

01/23/13	Dividend Rec'd on	3,000	Shs.	\$487.50	
04/24/13	Dividend Rec'd on	3,000	Shs.	585.00	
07/24/13	Dividend Rec'd on	3,000	Shs.	585.00	
10/23/13	Dividend Rec'd on	3,000	Shs.	<u>585.00</u>	\$2,242.50

Costco Whsl Corp.

02/22/13	Dividend Rec'd on	1,000	Shs.	\$275.00	
05/31/13	Dividend Rec'd on	1,000	Shs.	310.00	
08/23/13	Dividend Rec'd on	1,000	Shs.	310.00	
11/29/13	Dividend Rec'd on	1,000	Shs.	<u>310.00</u>	1,205.00

Covidien PLC

05/03/13	Dividend Rec'd on	1,500	Shs.	\$390.00	
08/15/13	Dividend Rec'd on	1,500	Shs.	390.00	
11/05/13	Dividend Rec'd on	1,500	Shs.	<u>480.00</u>	1,260.00

Dover Corp.

03/15/13	Dividend Rec'd on	2,500	Shs.	\$875.00	
06/17/13	Dividend Rec'd on	2,500	Shs.	875.00	
09/16/13	Dividend Rec'd on	2,500	Shs.	937.50	
12/16/13	Dividend Rec'd on	2,500	Shs.	<u>937.50</u>	3,625.00

Duke Energy Corp.

03/18/13	Dividend Rec'd on	3,000	Shs.	\$2,295.00	
06/17/13	Dividend Rec'd on	3,000	Shs.	2,295.00	
09/16/13	Dividend Rec'd on	3,000	Shs.	2,340.00	
12/16/13	Dividend Rec'd on	3,000	Shs.	<u>2,340.00</u>	9,270.00

DuPont (E I) De Nemours & Company

03/14/13	Dividend Rec'd on	4,200	Shs.	\$1,806.00	
06/12/13	Dividend Rec'd on	4,200	Shs.	1,890.00	
09/12/13	Dividend Rec'd on	4,200	Shs.	1,890.00	
12/13/13	Dividend Rec'd on	4,200	Shs.	<u>1,890.00</u>	7,476.00

Eaton Corp. PLC

03/22/13	Dividend Rec'd on	4,800	Shs.	\$2,016.00	
05/24/13	Dividend Rec'd on	4,800	Shs.	2,016.00	
08/26/13	Dividend Rec'd on	4,300	Shs.	1,806.00	
11/22/13	Dividend Rec'd on	4,300	Shs.	<u>1,806.00</u>	7,644.00

Schedule A-3 (Cont'd)

Exxon Mobil Corp

03/11/13	Dividend Rec'd on	5,000	Shs.	\$2,850.00	
06/10/13	Dividend Rec'd on	5,000	Shs.	3,150.00	
09/10/13	Dividend Rec'd on	4,500	Shs.	2,835.00	
12/19/13	Dividend Rec'd on	4,500	Shs.	<u>2,835.00</u>	\$11,670.00

Family Dlr Stores Inc.

07/15/13	Dividend Rec'd on	1,600	Shs.	\$416.00	
10/15/13	Dividend Rec'd on	1,600	Shs.	<u>416.00</u>	832.00

Freeport-McMoran Copper & Gold Inc

02/01/13	Dividend Rec'd on	6,000	Shs.	\$1,875.00	
05/01/13	Dividend Rec'd on	6,000	Shs.	1,875.00	
07/01/13	Dividend Rec'd on	6,000	Shs.	6,000.00	
08/01/13	Dividend Rec'd on	6,000	Shs.	1,875.00	
11/01/13	Dividend Rec'd on	6,000	Shs.	<u>1,875.00</u>	13,500.00

General Electric Company

01/25/13	Dividend Rec'd on	11,000	Shs.	\$2,090.00	
04/25/13	Dividend Rec'd on	11,000	Shs.	2,090.00	
07/25/13	Dividend Rec'd on	11,000	Shs.	2,090.00	
10/25/13	Dividend Rec'd on	11,000	Shs.	<u>2,090.00</u>	8,360.00

Halliburton Co.

03/27/13	Dividend Rec'd on	2,000	Shs.	\$250.00	
06/26/13	Dividend Rec'd on	2,000	Shs.	250.00	
09/25/13	Dividend Rec'd on	2,000	Shs.	250.00	
12/27/13	Dividend Rec'd on	2,000	Shs.	<u>300.00</u>	1,050.00

Home Depot Inc

03/28/13	Dividend Rec'd on	5,000	Shs.	\$1,950.00	
06/20/13	Dividend Rec'd on	5,000	Shs.	1,950.00	
09/19/13	Dividend Rec'd on	5,000	Shs.	1,950.00	
12/19/13	Dividend Rec'd on	5,000	Shs.	<u>1,950.00</u>	7,800.00

Honeywell Int Inc

03/11/13	Dividend Rec'd on	3,700	Shs.	\$1,517.00	
06/10/13	Dividend Rec'd on	3,700	Shs.	1,517.00	
09/10/13	Dividend Rec'd on	3,700	Shs.	1,517.00	
12/10/13	Dividend Rec'd on	3,700	Shs.	<u>1,665.00</u>	6,216.00

Schedule A-3 (Cont'd)

Ingersoll-Rand PLC

03/29/13	Dividend Rec'd on	3,000	Shs.	\$630.00	
06/28/13	Dividend Rec'd on	3,000	Shs.	630.00	
09/30/13	Dividend Rec'd on	3,000	Shs.	630.00	
11/15/13	Dividend Rec'd on	3,000	Shs.	<u>630.00</u>	\$2,520.00

Intel Corp

03/01/13	Dividend Rec'd on	10,000	Shs.	\$2,250.00	
06/03/13	Dividend Rec'd on	10,000	Shs.	2,250.00	
09/03/13	Dividend Rec'd on	10,000	Shs.	2,250.00	
12/02/13	Dividend Rec'd on	10,000	Shs.	<u>2,250.00</u>	9,000.00

International Business Machines Corporation

03/11/13	Dividend Rec'd on	2,000	Shs.	\$1,700.00	
06/10/13	Dividend Rec'd on	2,000	Shs.	1,900.00	
09/10/13	Dividend Rec'd on	2,000	Shs.	1,900.00	
12/10/13	Dividend Rec'd on	2,000	Shs.	<u>1,900.00</u>	7,400.00

Invesco Limited

03/08/13	Dividend Rec'd on	11,040	Shs.	\$1,904.40	
06/07/13	Dividend Rec'd on	11,040	Shs.	2,484.00	
09/06/13	Dividend Rec'd on	11,040	Shs.	2,484.00	
12/09/13	Dividend Rec'd on	11,040	Shs.	<u>2,484.00</u>	9,356.40

Johnson Ctls Inc

04/02/13	Dividend Rec'd on	5,700	Shs.	\$1,083.00	
07/02/13	Dividend Rec'd on	5,700	Shs.	1,083.00	
10/02/13	Dividend Rec'd on	5,700	Shs.	<u>1,083.00</u>	3,249.00

Kimberly Clark Corp

01/03/13	Dividend Rec'd on	2,000	Shs.	\$1,480.00	
04/02/13	Dividend Rec'd on	2,000	Shs.	1,620.00	
07/02/13	Dividend Rec'd on	2,000	Shs.	1,620.00	
10/02/13	Dividend Rec'd on	2,000	Shs.	<u>1,620.00</u>	6,340.00

Kraft Foods Group Inc.

01/14/13	Dividend Rec'd on	1,941	Shs.	\$970.50	
04/12/13	Dividend Rec'd on	1,941	Shs.	970.50	
07/12/13	Dividend Rec'd on	1,941	Shs.	970.50	
10/25/13	Dividend Rec'd on	1,941	Shs.	<u>1,019.03</u>	3,930.53

Schedule A-3 (Cont'd)

Lilly Eli & Co.

03/08/13	Dividend Rec'd on	5,000	Shs.	\$2,450.00	
06/10/13	Dividend Rec'd on	5,000	Shs.	2,450.00	
09/10/13	Dividend Rec'd on	5,000	Shs.	<u>2,450.00</u>	\$7,350.00

Marathon Oil Corp.

03/11/13	Dividend Rec'd on	3,000	Shs.	\$510.00	
06/10/13	Dividend Rec'd on	3,000	Shs.	510.00	
09/10/13	Dividend Rec'd on	3,000	Shs.	570.00	
12/10/13	Dividend Rec'd on	3,000	Shs.	<u>570.00</u>	2,160.00

Mead Johnson Nutrition

01/03/13	Dividend Rec'd on	1,400	Shs.	\$420.00	
04/01/13	Dividend Rec'd on	1,400	Shs.	<u>476.00</u>	896.00

Merck & Co

01/08/13	Dividend Rec'd on	4,000	Shs.		1,720.00
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Metlife Inc.

03/13/13	Dividend Rec'd on	2,200	Shs.	\$407.00	
06/13/13	Dividend Rec'd on	2,200	Shs.	605.00	
09/13/13	Dividend Rec'd on	2,200	Shs.	605.00	
12/13/13	Dividend Rec'd on	2,200	Shs.	<u>605.00</u>	2,222.00

JP Morgan Chase & Co

04/30/13	Dividend Rec'd on	2,000	Shs.	\$600.00	
07/31/13	Dividend Rec'd on	2,000	Shs.	760.00	
10/31/13	Dividend Rec'd on	2,000	Shs.	<u>760.00</u>	2,120.00

Mondelez International-W/I

01/14/13	Dividend Rec'd on	5,825	Shs.	\$757.25	
04/15/13	Dividend Rec'd on	5,825	Shs.	757.25	
07/15/13	Dividend Rec'd on	5,825	Shs.	757.25	
10/15/13	Dividend Rec'd on	5,825	Shs.	<u>815.50</u>	3,087.25

National Oilwell Varco Inc.

09/27/13	Dividend Rec'd on	1,400	Shs.	\$364.00	
12/20/13	Dividend Rec'd on	1,400	Shs.	<u>364.00</u>	728.00

Schedule A-3 (Cont'd)

Occidental Petroleum Corp

04/15/13	Dividend Rec'd on	1,250	Shs.	\$800.00	
07/15/13	Dividend Rec'd on	1,250	Shs.	800.00	
10/15/13	Dividend Rec'd on	1,250	Shs.	<u>800.00</u>	\$2,400.00

Pepsico Inc

01/02/13	Dividend Rec'd on	5,500	Shs.	\$2,956.25	
03/29/13	Dividend Rec'd on	5,500	Shs.	2,956.25	
06/28/13	Dividend Rec'd on	4,700	Shs.	2,667.25	
09/30/13	Dividend Rec'd on	4,700	Shs.	<u>2,667.25</u>	11,247.00

Pfizer Inc

03/05/13	Dividend Rec'd on	10,000	Shs.	\$2,400.00	
06/04/13	Dividend Rec'd on	10,000	Shs.	2,400.00	
09/04/13	Dividend Rec'd on	10,000	Shs.	2,400.00	
12/03/13	Dividend Rec'd on	10,000	Shs.	<u>2,400.00</u>	9,600.00

Philip Morris International

01/11/13	Dividend Rec'd on	4,550	Shs.	\$3,867.50	
04/12/13	Dividend Rec'd on	4,550	Shs.	3,867.50	
07/12/13	Dividend Rec'd on	3,800	Shs.	3,230.00	
10/11/13	Dividend Rec'd on	3,800	Shs.	<u>3,572.00</u>	14,537.00

PNC Financial Services Group

02/05/13	Dividend Rec'd on	3,000	Shs.	\$1,200.00	
05/06/13	Dividend Rec'd on	3,000	Shs.	1,320.00	
08/05/13	Dividend Rec'd on	3,000	Shs.	1,320.00	
11/05/13	Dividend Rec'd on	3,000	Shs.	<u>1,320.00</u>	5,160.00

The Procter & Gamble Company

02/15/13	Dividend Rec'd on	4,650	Shs.	\$2,613.30	
05/15/13	Dividend Rec'd on	4,650	Shs.	2,796.98	
08/15/13	Dividend Rec'd on	4,650	Shs.	2,796.98	
11/15/13	Dividend Rec'd on	4,650	Shs.	<u>2,796.98</u>	11,004.24

Qualcomm Inc

03/27/13	Dividend Rec'd on	2,200	Shs.	\$550.00	
06/26/13	Dividend Rec'd on	2,200	Shs.	<u>770.00</u>	1,320.00

Schedule A-3 (Cont'd)

Schlumberger Limited

01/11/13	Dividend Rec'd on	3,100	Shs.	\$852.50	
04/12/13	Dividend Rec'd on	3,100	Shs.	968.75	
07/12/13	Dividend Rec'd on	3,100	Shs.	968.75	
10/11/13	Dividend Rec'd on	3,100	Shs.	<u>968.75</u>	\$3,758.75

Sempra Energy

01/15/13	Dividend Rec'd on	2,000	Shs.	\$1,200.00	
04/15/13	Dividend Rec'd on	2,000	Shs.	1,260.00	
07/15/13	Dividend Rec'd on	2,000	Shs.	1,260.00	
10/15/13	Dividend Rec'd on	2,000	Shs.	<u>1,260.00</u>	4,980.00

Shire PLC

04/09/13	Dividend Rec'd on	1,250	Shs.	\$547.50	
10/03/13	Dividend Rec'd on	1,250	Shs.	<u>112.50</u>	660.00

State Street Corp

01/15/13	Dividend Rec'd on	4,380	Shs.	\$1,051.20	
04/12/13	Dividend Rec'd on	4,380	Shs.	1,138.80	
07/16/13	Dividend Rec'd on	4,380	Shs.	1,138.80	
10/15/13	Dividend Rec'd on	4,380	Shs.	<u>1,138.80</u>	4,467.60

Teva Pharmaceuticals Inds Adr

03/07/13	Dividend Rec'd on	2,500	Shs.	\$784.88	
03/07/13	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			117.73-	
06/03/13	Dividend Rec'd on	2,500	Shs.	788.97	
06/03/13	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			118.35-	
09/03/13	Dividend Rec'd on	2,500	Shs.	804.87	
09/03/13	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			120.73-	
12/03/13	Dividend Rec'd on	2,500	Shs.	816.30	
12/03/13	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			<u>122.45-</u>	2,715.76

Travelers Companies Inc. (The)

06/28/13	Dividend Rec'd on	1,000	Shs.	\$500.00	
09/30/13	Dividend Rec'd on	1,000	Shs.	500.00	
12/31/13	Dividend Rec'd on	1,000	Shs.	<u>500.00</u>	1,500.00

Schedule A-3 (Cont'd)

Union Pac Corp

01/02/13	Dividend Rec'd on	1,500	Shs.	\$1,035.00	
04/01/13	Dividend Rec'd on	1,500	Shs.	1,035.00	
07/01/13	Dividend Rec'd on	1,500	Shs.	1,035.00	
10/01/13	Dividend Rec'd on	1,500	Shs.	<u>1,185.00</u>	\$4,290.00

United Technolgies Corp

03/11/13	Dividend Rec'd on	2,500	Shs.	\$1,337.50	
06/10/13	Dividend Rec'd on	2,500	Shs.	1,337.50	
09/10/13	Dividend Rec'd on	2,500	Shs.	1,337.50	
12/10/13	Dividend Rec'd on	2,500	Shs.	<u>1,475.00</u>	5,487.50

US Bancorp

01/15/13	Dividend Rec'd on	3,500	Shs.		682.50
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Valero Energy Corp New

03/13/13	Dividend Rec'd on	7,540	Shs.	\$1,508.00	
06/19/13	Dividend Rec'd on	7,540	Shs.	1,508.00	
09/11/13	Dividend Rec'd on	7,540	Shs.	1,696.50	
12/18/13	Dividend Rec'd on	7,540	Shs.	<u>1,696.50</u>	6,409.00

Verizon Communications

02/01/13	Dividend Rec'd on	5,200	Shs.	\$2,678.00	
05/01/13	Dividend Rec'd on	5,200	Shs.	2,678.00	
08/01/13	Dividend Rec'd on	5,200	Shs.	2,678.00	
11/01/13	Dividend Rec'd on	5,200	Shs.	<u>2,756.00</u>	10,790.00

Wal Mart Stores Inc

04/01/13	Dividend Rec'd on	4,000	Shs.	\$1,880.00	
06/03/13	Dividend Rec'd on	4,000	Shs.	1,880.00	
09/03/13	Dividend Rec'd on	4,000	Shs.	<u>1,880.00</u>	5,640.00

Wells Fargo & Company

03/01/13	Dividend Rec'd on	8,500	Shs.	\$2,125.00	
06/03/13	Dividend Rec'd on	8,500	Shs.	2,550.00	
09/03/13	Dividend Rec'd on	8,500	Shs.	2,550.00	
12/02/13	Dividend Rec'd on	8,500	Shs.	<u>2,550.00</u>	9,775.00

Yum! Brands Inc.

02/01/13	Dividend Rec'd on	2,500	Shs.	\$837.50	
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Schedule A-3 (Cont'd)

Yum! Brands Inc.

(Cont'd)

05/03/13	Dividend Rec'd on	2,500	Shs.	\$837.50	
08/02/13	Dividend Rec'd on	2,500	Shs.	837.50	
11/01/13	Dividend Rec'd on	2,500	Shs.	<u>925.00</u>	<u>\$3,437.50</u>

TOTAL SCHEDULE A-3

\$358,772.77

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Schedule A-4

INTEREST RECEIVED

Allstate Corporation

7.5% Due 06/15/13

06/17/13	Interest	Rec'd on	\$100,000.00		\$3,750.00
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Astrazeneca PLC

54% Due 06/01/14

06/03/13	Interest	Rec'd on	\$150,000.00	\$4,050.00	
12/02/13	Interest	Rec'd on	\$150,000.00	<u>4,050.00</u>	8,100.00

Bank of America Corp

7.75% Due 08/15/15

02/15/13	Interest	Rec'd on	\$50,000.00	\$1,937.50	
08/15/13	Interest	Rec'd on	\$50,000.00	<u>1,937.50</u>	3,875.00

Barclays Bank PLC

5% Due 09/22/16

03/22/13	Interest	Rec'd on	\$250,000.00	\$6,250.00	
09/23/13	Interest	Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Berkshire Hathaway Inc.

3.4% Due 01/31/22

01/31/13	Interest	Rec'd on	\$200,000.00	\$3,400.00	
07/31/13	Interest	Rec'd on	\$200,000.00	<u>3,400.00</u>	6,800.00

Blackrock Inc

6.25% Due 09/15/17

03/15/13	Interest	Rec'd on	\$250,000.00	\$7,812.50	
09/16/13	Interest	Rec'd on	\$250,000.00	<u>7,812.50</u>	15,625.00

Boeing Capital Corp.

3.25% Due 10/27/14

04/29/13	Interest	Rec'd on	\$150,000.00	\$2,437.50	
10/28/13	Interest	Rec'd on	\$150,000.00	<u>2,437.50</u>	4,875.00

Chevron Corp.

2.355% Due 12/05/22

06/05/13	Interest	Rec'd on	\$200,000.00	\$2,355.00	
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Schedule A-4 (Cont'd)

Chevron Corp.

2.355% Due 12/05/22

(Cont'd)

12/05/13	Interest Rec'd on	\$200,000.00	\$2,355.00	
			<u>\$4,710.00</u>	
02/11/13	Less: Interest Paid on Purchase		<u>863.50-</u>	\$3,846.50

Cisco Systems Inc

4.45% Due 01/15/20

01/15/13	Interest Rec'd on	\$200,000.00	\$4,450.00	
07/15/13	Interest Rec'd on	\$200,000.00	<u>4,450.00</u>	8,900.00

Comcast Corporation

5.3% Due 01/15/14

01/15/13	Interest Rec'd on	\$250,000.00	\$6,625.00	
07/15/13	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Conocophilips

5.75% Due 02/01/19

08/13/13	Less: Interest Paid on Purchase			479.17-
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CRA 12 (BNY Mellon, Na, Member
FDIC)

01/02/13	Interest Rec'd		\$75.32	
02/01/13	Interest Rec'd		13.99	
03/01/13	Interest Rec'd		<u>9.20</u>	98.51

Credit Suisse Fb USA

5.125% Due 08/15/15

02/15/13	Interest Rec'd on	\$250,000.00	\$6,406.25	
08/15/13	Interest Rec'd on	\$250,000.00	<u>6,406.25</u>	12,812.50

Deutsche Bank

34.5% Due 03/30/15

04/02/13	Interest Rec'd on	\$150,000.00	\$2,587.50	
09/30/13	Interest Rec'd on	\$150,000.00	<u>2,587.50</u>	5,175.00

Dominion Resources Inc

5% Due 03/15/13

03/15/13	Interest Rec'd on	\$250,000.00		6,250.00
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Schedule A-4 (Cont'd)

General Electric Company

5% Due 02/01/13

02/01/13	Interest Rec'd on	\$500,000.00		\$12,500.00
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General Electric Cap Cor.

4.625% Due 01/07/21

07/08/13	Interest Rec'd on	\$200,000.00	\$4,625.00	
02/11/13	Less: Interest Paid on Purchase		<u>873.61-</u>	3,751.39

Glaxasmithkline Cap

2.8% Due 03/18/23

09/18/13	Interest Rec'd on	\$200,000.00	\$2,800.00	
03/28/13	Less: Interest Paid on Purchase		<u>155.55-</u>	2,644.45

Goldman Sachs Group Inc

5.5% Due 11/15/14

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

Goldman Sachs Group Inc

5.15% Due 01/15/14

01/15/13	Interest Rec'd on	\$250,000.00	\$6,437.50	
07/15/13	Interest Rec'd on	\$250,000.00	<u>6,437.50</u>	12,875.00

JPMorgan Chase & Co.

4.625% Due 05/10/21

05/10/13	Interest Rec'd on	\$200,000.00	\$4,625.00	
11/12/13	Interest Rec'd on	\$200,000.00	<u>4,625.00</u>	
			\$9,250.00	
03/28/13	Less: Interest Paid on Purchase		<u>3,545.83-</u>	5,704.17

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

03/28/13	Interest Rec'd on	\$200,000.00	\$4,200.00	
09/30/13	Interest Rec'd on	\$200,000.00	<u>4,200.00</u>	8,400.00

Merrill Lynch & Company

5.3% Due 09/30/15

04/01/13	Interest Rec'd on	\$250,000.00	\$6,625.00	
09/30/13	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Schedule A-4 (Cont'd)

Morgan Stanley

5.3% Due 03/01/13

03/01/13	Interest Rec'd on	\$200,000.00		\$5,300.00
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Occidental Petroleum

1.5% Due 02/15/18

08/15/13	Interest Rec'd on	\$200,000.00	\$1,500.00	
05/14/13	Less: Interest Paid on Purchase		<u>741.67-</u>	758.33

Oracle Corp

5.75% Due 04/15/18

04/15/13	Interest Rec'd on	\$200,000.00	\$5,750.00	
10/15/13	Interest Rec'd on	\$200,000.00	<u>5,750.00</u>	11,500.00

Philip Morris Intl

4.5% Due 03/26/20

03/26/13	Interest Rec'd on	\$250,000.00	\$5,625.00	
09/26/13	Interest Rec'd on	\$250,000.00	<u>5,625.00</u>	11,250.00

Rabobank Nederland

3.375% Due 01/19/17

07/19/13	Interest Rec'd on	\$200,000.00	\$3,375.00	
05/14/13	Less: Interest Paid on Purchase		<u>2,156.26-</u>	1,218.74

SBC Communications

5.1% Due 09/15/14

03/15/13	Interest Rec'd on	\$250,000.00	\$6,375.00	
09/16/13	Interest Rec'd on	\$250,000.00	<u>6,375.00</u>	12,750.00

Shell International Fin

3.25% Due 09/22/15

03/22/13	Interest Rec'd on	\$200,000.00	\$3,250.00	
09/23/13	Interest Rec'd on	\$200,000.00	<u>3,250.00</u>	6,500.00

Treasury Inflation IX

2% Due 01/15/26

01/16/13	Interest Rec'd on	\$524,461.50	\$5,233.32	
07/16/13	Interest Rec'd on	\$527,224.50	5,276.34	
11/27/13	Interest Rec'd on	\$530,793.00	<u>3,894.41</u>	14,404.07

Schedule A-4 (Cont'd)

Verizon Communications

5.55% Due 02/15/16

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

Wachovia Corporation

5.25% Due 08/01/14

02/01/13	Interest Rec'd on	\$150,000.00	\$3,937.50	
08/01/13	Interest Rec'd on	\$150,000.00	<u>3,937.50</u>	7,875.00

Wyeth

5.5% Due 02/01/14

02/01/13	Interest Rec'd on	\$250,000.00	\$6,875.00	
08/01/13	Interest Rec'd on	\$250,000.00	6,875.00	
12/17/13	Interest Rec'd on	\$250,000.00	<u>5,156.25</u>	<u>18,906.25</u>

TOTAL SCHEDULE A-4

\$282,590.74
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Schedule A-5

OTHER INCOME RECEIVED

BNY Mellon Emerging Mkts-M

01/14/13	Income Rec'd on	147,058.823	Units	\$875.06	
02/12/13	Income Rec'd on	147,058.823	Units	913.36	
03/11/13	Income Rec'd on	147,058.823	Units	815.15	
04/15/13	Income Rec'd on	147,058.823	Units	886.14	
05/15/13	Income Rec'd on	147,058.823	Units	838.28	
06/17/13	Income Rec'd on	147,058.823	Units	893.05	
07/15/13	Income Rec'd on	147,058.823	Units	787.54	
08/12/13	Income Rec'd on	147,058.823	Units	800.54	
09/16/13	Income Rec'd on	147,058.823	Units	801.73	
10/15/13	Income Rec'd on	147,058.823	Units	820.65	
11/12/13	Income Rec'd on	147,058.823	Units	890.62	
12/16/13	Income Rec'd on	147,058.823	Units	854.05	
12/19/13	Income Rec'd on	147,058.823	Units	<u>15,647.06</u>	\$25,823.23

BNY Mellon International-M

01/14/13	Income Rec'd on	57,803.468	Units	\$295.25	
02/12/13	Income Rec'd on	57,803.468	Units	304.18	
03/11/13	Income Rec'd on	57,803.468	Units	277.78	
04/15/13	Income Rec'd on	57,803.468	Units	310.42	
05/15/13	Income Rec'd on	57,803.468	Units	305.42	
06/17/13	Income Rec'd on	57,803.468	Units	333.05	
07/15/13	Income Rec'd on	57,803.468	Units	312.06	
08/12/13	Income Rec'd on	57,803.468	Units	331.58	
09/16/13	Income Rec'd on	57,803.468	Units	338.41	
10/15/13	Income Rec'd on	57,803.468	Units	334.73	
11/12/13	Income Rec'd on	57,803.468	Units	358.95	
12/16/13	Income Rec'd on	57,803.468	Units	352.26	
12/18/13	Income Rec'd on	57,803.468	Units	<u>11,595.38</u>	15,449.47

BNY Mellon S/C Multi-Strategy Fund

01/14/13	Income Rec'd on	17,244.66	Units	\$144.98	
02/12/13	Income Rec'd on	17,244.66	Units	155.21	
03/11/13	Income Rec'd on	17,244.66	Units	144.82	
04/15/13	Income Rec'd on	17,244.66	Units	165.32	
05/15/13	Income Rec'd on	17,244.66	Units	156.64	
06/17/13	Income Rec'd on	17,244.66	Units	171.46	
07/15/13	Income Rec'd on	17,244.66	Units	168.56	
08/12/13	Income Rec'd on	17,244.66	Units	186.26	
09/16/13	Income Rec'd on	17,244.66	Units	189.54	
10/15/13	Income Rec'd on	17,244.66	Units	185.77	
11/12/13	Income Rec'd on	17,244.66	Units	198.90	

Schedule A-5 (Cont'd)

BNY Mellon S/C Multi-Strategy Fund

(Cont'd)

12/16/13	Income Rec'd on	17,244.66 Units	<u>\$196.71</u>	\$2,064.17
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BNY Mellon Sm/Mid Cap-M

01/14/13	Income Rec'd on	13,177.71 Units	\$107.65
02/12/13	Income Rec'd on	13,177.71 Units	113.27
03/11/13	Income Rec'd on	13,177.71 Units	105.83
04/15/13	Income Rec'd on	13,177.71 Units	119.74
05/15/13	Income Rec'd on	13,177.71 Units	114.65
06/17/13	Income Rec'd on	13,177.71 Units	124.78
07/15/13	Income Rec'd on	13,177.71 Units	119.60
08/12/13	Income Rec'd on	13,177.71 Units	129.83
09/16/13	Income Rec'd on	13,177.71 Units	130.86
10/15/13	Income Rec'd on	13,177.71 Units	127.51
11/12/13	Income Rec'd on	13,177.71 Units	135.69
12/16/13	Income Rec'd on	13,177.71 Units	132.90
12/17/13	Income Rec'd on	13,177.71 Units	1,100.34
12/17/13	Income Rec'd on	13,177.71 Units	

Received from Principal -
Capital gain distribution
allocable to Income

<u>718.19</u>	3,280.84
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Chestnut Mansion Associates

03/19/13	Income Rec'd	\$1,500.00	
03/19/13	Income Rec'd	1,500.00	
03/28/13	Income Rec'd	<u>3,485.11</u>	6,485.11

Dreyfus Floating Rate Inc-I

12/31/13	Income Rec'd on	23,866.349 Units		787.59
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Dreyfus High Yield-I

01/02/13	Income Rec'd on	106,962.859 Units	\$4,027.59
01/14/13	Income Rec'd on	106,962.859 Units	342.23
02/01/13	Income Rec'd on	106,962.859 Units	4,009.77
02/12/13	Income Rec'd on	106,962.859 Units	347.24
03/01/13	Income Rec'd on	106,962.859 Units	3,627.23
03/11/13	Income Rec'd on	106,962.859 Units	312.01
04/01/13	Income Rec'd on	106,962.859 Units	3,597.03
04/15/13	Income Rec'd on	106,962.859 Units	347.44
05/01/13	Income Rec'd on	106,962.859 Units	4,174.66
05/15/13	Income Rec'd on	106,962.859 Units	337.93

Schedule A-5 (Cont'd)

Dreyfus High Yield-I

(Cont'd)

06/03/13	Income Rec'd on	106,962.859	Units	\$3,883.57	
06/17/13	Income Rec'd on	106,962.859	Units	352.32	
07/01/13	Income Rec'd on	106,962.859	Units	3,597.77	
07/15/13	Income Rec'd on	106,962.859	Units	329.53	
08/01/13	Income Rec'd on	106,962.859	Units	4,107.36	
08/12/13	Income Rec'd on	106,962.859	Units	340.86	
09/03/13	Income Rec'd on	106,962.859	Units	3,849.48	
09/16/13	Income Rec'd on	106,962.859	Units	340.14	
10/01/13	Income Rec'd on	106,962.859	Units	3,927.91	
10/15/13	Income Rec'd on	106,962.859	Units	329.46	
11/01/13	Income Rec'd on	106,962.859	Units	3,790.20	
11/12/13	Income Rec'd on	106,962.859	Units	344.75	
12/04/13	Income Rec'd on	106,962.859	Units	3,583.09	
12/16/13	Income Rec'd on	106,962.859	Units	<u>335.59</u>	\$50,235.16

Dreyfus/Newton Intern Eqty-I

01/14/13	Income Rec'd on	13,927.577	Units	\$122.64	
02/12/13	Income Rec'd on	13,927.577	Units	127.35	
03/11/13	Income Rec'd on	13,927.577	Units	117.68	
04/15/13	Income Rec'd on	13,927.577	Units	131.83	
05/15/13	Income Rec'd on	13,927.577	Units	130.67	
06/17/13	Income Rec'd on	13,927.577	Units	140.42	
07/15/13	Income Rec'd on	13,927.577	Units	129.66	
08/12/13	Income Rec'd on	13,927.577	Units	137.04	
09/16/13	Income Rec'd on	13,927.577	Units	138.82	
10/15/13	Income Rec'd on	13,927.577	Units	135.97	
11/12/13	Income Rec'd on	13,927.577	Units	144.53	
12/13/13	Income Rec'd on	13,927.577	Units	5,100.28	
12/16/13	Income Rec'd on	13,927.577	Units	<u>140.07</u>	6,696.96

Dreyfus Opportunistic Small Cap Fund

01/14/13	Income Rec'd on	2,875.767	Units	\$48.82	
02/12/13	Income Rec'd on	2,875.767	Units	52.59	
03/11/13	Income Rec'd on	2,875.767	Units	49.43	
04/15/13	Income Rec'd on	2,875.767	Units	56.50	
05/15/13	Income Rec'd on	2,875.767	Units	53.14	
06/17/13	Income Rec'd on	2,875.767	Units	58.58	
07/15/13	Income Rec'd on	2,875.767	Units	58.16	
08/12/13	Income Rec'd on	2,875.767	Units	64.53	
09/16/13	Income Rec'd on	2,875.767	Units	66.15	
10/15/13	Income Rec'd on	2,875.767	Units	64.34	
11/12/13	Income Rec'd on	2,875.767	Units	69.00	

Schedule A-5 (Cont'd)

Dreyfus Opportunistic Small Cap
Fund

(Cont'd)

12/12/13	Income Rec'd on	2,875.767 Units		
	Received from Principal -			
	Capital gain distribution			
	allocable to Income		\$1,206.96	
12/16/13	Income Rec'd on	2,875.767 Units	<u>67.79</u>	\$1,915.99

Dreyfus S&P Midcap Index

01/14/13	Income Rec'd on	11,088.71 Units	\$71.36	
02/12/13	Income Rec'd on	11,088.71 Units	72.77	
03/11/13	Income Rec'd on	11,088.71 Units	68.00	
04/15/13	Income Rec'd on	11,088.71 Units	77.26	
05/15/13	Income Rec'd on	11,088.71 Units	74.84	
06/17/13	Income Rec'd on	11,088.71 Units	81.09	
07/15/13	Income Rec'd on	11,088.71 Units	77.01	
08/12/13	Income Rec'd on	11,088.71 Units	83.00	
09/16/13	Income Rec'd on	11,088.71 Units	83.64	
10/15/13	Income Rec'd on	11,088.71 Units	81.35	
11/12/13	Income Rec'd on	11,088.71 Units	87.21	
12/16/13	Income Rec'd on	11,088.71 Units	86.23	
12/30/13	Income Rec'd on	11,088.71 Units	3,572.78	
12/30/13	Income Rec'd on	11,088.71 Units		
	Received from Principal -			
	Capital gain distribution			
	allocable to Income		<u>1,605.65</u>	6,122.19

Dreyfus Select Managers Small Cap
Value Fund

01/14/13	Income Rec'd on	4,080.522 Units	\$34.77
02/12/13	Income Rec'd on	4,080.522 Units	35.16
03/11/13	Income Rec'd on	4,080.522 Units	32.80
03/21/13	Income Rec'd on	4,080.522 Units	24.48
03/21/13	Income Rec'd on	4,080.522 Units	
	Received from Principal -		
	Capital gain distribution		
	allocable to Income		6.12
04/15/13	Income Rec'd on	4,080.522 Units	37.29
05/15/13	Income Rec'd on	4,080.522 Units	35.51
06/17/13	Income Rec'd on	4,080.522 Units	38.73
07/15/13	Income Rec'd on	4,080.522 Units	37.82
08/12/13	Income Rec'd on	4,080.522 Units	41.02
09/16/13	Income Rec'd on	4,080.522 Units	41.49
10/15/13	Income Rec'd on	4,080.522 Units	40.59

Schedule A-5 (Cont'd)

Dreyfus Select Managers Small Cap

Value Fund

(Cont'd)

11/12/13	Income Rec'd on	4,080.522	Units	\$43.66	
12/16/13	Income Rec'd on	4,080.522	Units	43.35	
12/31/13	Income Rec'd on	4,080.522	Units	597.80	
12/31/13	Income Rec'd on	4,080.522	Units		
	Received from Principal -				
	Capital gain distribution				
	allocable to Income			<u>4,144.99</u>	\$5,235.58

Dreyfus Strategic International

Stock Fund

01/14/13	Income Rec'd on	40,417.004	Units	\$298.11	
02/12/13	Income Rec'd on	40,417.004	Units	302.34	
03/11/13	Income Rec'd on	40,417.004	Units	273.89	
04/15/13	Income Rec'd on	40,417.004	Units	308.13	
05/15/13	Income Rec'd on	40,417.004	Units	300.31	
06/17/13	Income Rec'd on	40,417.004	Units	318.22	
07/15/13	Income Rec'd on	40,417.004	Units	290.32	
08/12/13	Income Rec'd on	40,417.004	Units	305.35	
09/16/13	Income Rec'd on	40,417.004	Units	310.34	
10/15/13	Income Rec'd on	40,417.004	Units	307.94	
11/12/13	Income Rec'd on	40,417.004	Units	322.78	
12/16/13	Income Rec'd on	40,417.004	Units	311.93	
12/31/13	Income Rec'd on	40,417.004	Units	<u>9,275.70</u>	12,925.36

TCW Emerging Markets Income

Fund-I

01/02/13	Income Rec'd on	51,899.727	Units	\$2,335.49	
01/03/13	Income Rec'd on	51,899.727	Units		
	Received from Principal -				
	Capital gain distribution				
	allocable to Income			11,158.44	
02/01/13	Income Rec'd on	51,899.727	Units	2,335.49	
03/01/13	Income Rec'd on	51,899.727	Units	2,335.49	
03/29/13	Income Rec'd on	51,899.727	Units	2,335.49	
05/01/13	Income Rec'd on	51,899.727	Units	2,335.49	
06/03/13	Income Rec'd on	51,899.727	Units	2,335.49	
07/01/13	Income Rec'd on	51,899.727	Units	2,335.49	
08/02/13	Income Rec'd on	51,899.727	Units	2,335.49	
09/03/13	Income Rec'd on	51,899.727	Units	1,816.49	
10/02/13	Income Rec'd on	51,899.727	Units	1,816.49	
11/04/13	Income Rec'd on	51,899.727	Units	1,816.49	
12/02/13	Income Rec'd on	51,899.727	Units	1,816.48	

Schedule A-5 (Cont'd)

TCW Emerging Markets Income
Fund-I

(Cont'd)

12/31/13	Income Rec'd on	51,899.727 Units	<u>\$1,816.49</u>	<u>\$38,924.80</u>
TOTAL SCHEDULE A-5				\$175,946.45 =====

Schedule A-2

INCREASE ON SALE OR REDEMPTION OF ASSETS

	<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Bonds, Notes, etc.</u>			
General Electric Company 5% Due 02/01/13			
02/01/13 \$500,000.00	\$500,000.00	\$490,305.00	\$9,695.00
Treasury Inflation IX 2% Due 01/15/26			
11/27/13 \$530,793.00	604,024.05	506,504.94	97,519.11
Wyeth 5.5% Due 02/01/14			
12/17/13 \$250,000.00	251,627.49	251,007.50	619.99
<u>Stock and Common Funds</u>			
Air Prods & Chems Inc			
04/29/13 1,500 Shs.	128,472.57	109,873.05	18,599.52
Allergan Inc			
08/09/13 1,690 Shs.	155,409.69	98,019.32	57,390.37
B B & T Corporation			
04/19/13 6,000 Shs.	181,182.14	156,488.80	24,693.34
BNY Mellon Mid Cap Stock Fund Class M Shares			
12/17/13 52,931.596 Shs.			
Received LT capital gain distribution - Increase recognized on receipt	13,846.91	.00	13,846.91

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>BNY Mellon Sm/Mid Cap-M</u>					
12/17/13	13,177.71	Units			
Received LT capital gain distribution - Increase recognized on receipt			\$11,432.98	\$.00	\$11,432.98
 <u>Carnival Corp</u>					
07/05/13	4,000	Shs.	138,676.78	137,656.00	1,020.78
 <u>Caterpillar Inc</u>					
06/07/13	325	Shs.	27,894.29	10,899.98	16,994.31
 <u>Chevron Corporation</u>					
08/09/13	400	Shs.	49,559.13	27,300.62	22,258.51
 <u>ConocoPhillips</u>					
01/18/13	2,450	Shs.	143,894.58	76,791.01	67,103.57
 <u>Dreyfus Opportunistic Small Cap Fund</u>					
12/12/13	2,875.767	Units			
Received LT capital gain distribution - Increase recognized on receipt			11,457.92	.00	11,457.92
 <u>Dreyfus S&P Midcap Index</u>					
03/20/13	11,088.71	Units			
Received LT capital gain distribution - Increase recognized on receipt			187.40	.00	187.40
12/30/13	11,088.71	Units			
Received LT capital gain distribution - Increase recognized on receipt			13,227.72	.00	13,227.72

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 Select Managers Small Cap Value Fund</u>					
03/21/13	4,080.522	Units			
Received LT capital gain distribution - Increase recognized on receipt			\$30.60	\$.00	\$30.60
12/31/13	4,080.522	Units			
Received LT capital gain distribution - Increase recognized on receipt			4,535.91	.00	4,535.91
 <u>Eaton Corp. PLC</u>					
06/07/13	500	Shs.	33,028.02	18,861.83	14,166.19
 <u>Exxon Mobil Corp</u>					
01/18/13	600	Shs.	53,452.80	25,426.95	28,025.85
08/09/13	500	Shs.	45,679.21	21,189.12	24,490.09
 <u>Lilly Eli & Co.</u>					
11/05/13	5,000	Shs.	246,245.71	212,031.00	34,214.71
 <u>Mallinckrodt PLC</u>					
07/23/13	0.5	Shs.	21.80	20.92	.88
07/29/13	187	Shs.	8,190.72	7,824.46	366.26
 <u>Mead Johnson Nutrition</u>					
04/09/13	1,400	Shs.	106,273.58	95,628.68	10,644.90
 <u>Merck & Co</u>					
01/18/13	4,000	Shs.	172,116.54	152,495.60	19,620.94
 <u>Pepsico Inc</u>					
06/07/13	800	Shs.	65,090.07	39,949.71	25,140.36

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Philip Morris International</u>					
06/07/13	750	Shs.	\$68,758.89	\$36,397.73	\$32,361.16
<u>Qualcomm Inc</u>					
08/05/13	2,200	Shs.	141,765.53	126,908.42	14,857.11
<u>Teradata Corporation</u>					
03/12/13	2,000	Shs.	114,904.42	100,294.80	14,609.62
<u>US Bancorp</u>					
01/24/13	3,500	Shs.	113,912.64	73,849.30	40,063.34
<u>Wal Mart Stores Inc</u>					
11/05/13	1,000	Shs.	<u>76,848.66</u>	<u>52,771.94</u>	<u>24,076.72</u>
TOTAL SCHEDULE A-2			<u>\$3,481,748.75</u>	<u>\$2,828,496.68</u>	<u>\$653,252.07</u>

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>				
Allstate Corporation				
7.5% Due 06/15/13				
06/17/13	\$100,000.00	\$108,578.10	\$100,000.00	\$8,578.10
Dominion Resources Inc				
5% Due 03/15/13				
03/15/13	\$250,000.00	250,202.50	250,000.00	202.50
Morgan Stanley				
5.3% Due 03/01/13				
03/01/13	\$200,000.00	201,863.00	200,000.00	1,863.00
<u>Stock and Common Funds</u>				
CST Brands Inc.				
05/23/13	0.7778 Shs.	110.36	25.81	84.55
05/30/13	837 Shs.	118,763.40	27,746.82	91,016.58
E M C Corp.				
06/04/13	5,300 Shs.	145,389.60	131,861.70	13,527.90
Equinix Inc.				
10/10/13	500 Shs.	97,987.40	83,389.95	14,597.45
Highbridge Dynamic Comm Strat Fund-E				
01/16/13	11,676.788 Units	<u>250,000.00</u>	<u>164,409.18</u>	<u>85,590.82</u>
TOTAL SCHEDULE B-1		<u>\$1,172,894.36</u> =====	<u>\$957,433.46</u> =====	<u>\$215,460.90</u> =====

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2012

Line 10 a U S and State Government Obligations

BOOK VALUE

FAIR MARKET
VALUE

None

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2013

Line 10 b	Corporate Stock	BOOK VALUE	FAIR MARKET VALUE
6,000	shs Accenture Ltd, Class A	\$ 137,241 39	\$ 493,320 00
1,800	shs Actavis PLC	\$ 109,407 06	\$ 302,400 00
1,500	shs Adobe Systems Inc	\$ 85,182 30	\$ 89,818 50
1,000	shs Allegion PLC	\$ 24,951 08	\$ 44,190 00
625	shs Amazon com Inc	\$ 122,841 37	\$ 249,243 75
1,200	shs Aon PLC	\$ 98,696 40	\$ 100,668 00
1,200	shs Apple Computer Inc	\$ 103,551 84	\$ 673,224 00
4,300	shs AT&T Inc	\$ 161,161 63	\$ 151,188 00
1,000	shs BNY Cayman III, LLC	\$ 800,200 00	\$ 940,530 00
147,058 823	shs BNY Mellon Emerging Mkts-M	\$ 1,300,000 00	\$ 1,461,764 69
57,803 468	shs BNY Mellon International -M	\$ 500,000 00	\$ 722,543 35
52,931 596	shs BNYMellon Mid Cap Stock Fund	\$ 650,000 00	\$ 767,508 14
17,244 660	shs BNYMellon S/C Multi-Strategy Fund	\$ 200,000 00	\$ 296,263 26
13,177 710	shs BNYMellon Sm/Mid Cap-M	\$ 175,000 00	\$ 210,052 70
2,500	shs Bristol-Myers Squibb Co	\$ 109,250 00	\$ 132,875 00
1,500	shs Capital One Financial Corp	\$ 104,220 00	\$ 114,915 00
3,000	shs Caterpillar Inc	\$ 100,615 20	\$ 272,430 00
3,350	shs Chevron Corporation	\$ 228,642 66	\$ 418,448 50
5,000	shs Coca-Cola Company	\$ 163,732 75	\$ 206,550 00
3,000	shs Comcast Corporation New Class A	\$ 101,759 70	\$ 155,895 00
1,000	shs Costco Whls Corp	\$ 95,066 90	\$ 119,020 00
1,500	shs Covidien PLC	\$ 81,891 97	\$ 102,150 00
2,500	shs Dover Corp	\$ 139,141 00	\$ 241,350 00
23,866 349	shs Dreyfus Floating Rate Inc-I	\$ 300,000 00	\$ 300,716 00
106,962 859	shs Dreyfus High Yield - I	\$ 650,000 00	\$ 721,999 30
13,927 577	shs Dreyfus/Newton Intern Eqty-I	\$ 200,000 00	\$ 283,286 92
2,875 767	shs Dreyfus Opportunistic Small Cap Fund	\$ 75,000 00	\$ 103,067 49
11,088 71	shs Dreyfus S&P Midcap Index	\$ 275,000 00	\$ 407,510 09
4,080 522	shs Dreyfus Select Managers Small Cap Value Fund	\$ 75,000 00	\$ 101,319 36
40,417 004	shs Dreyfus Strategic International Stock Fund	\$ 500,000 00	\$ 629,696 92
3,000	shs Duke Energy Corp	\$ 167,625 00	\$ 207,030 00
4,200	shs Du Pont, E I	\$ 186,901 88	\$ 272,874 00
4,300	shs Eaton Corporation	\$ 162,211 78	\$ 327,316 00
2,500	shs Express Scripts Holding Co	\$ 131,433 00	\$ 175,600 00
4,500	shs Exxon Mobil Corporation	\$ 190,702 09	\$ 455,400 00
1,600	shs Family Dollar Stores Inc	\$ 96,487 52	\$ 103,952 00
6,000	shs Freeport McMoran	\$ 78,929 14	\$ 226,440 00
11,000	shs General Electric	\$ 263,562 01	\$ 308,330 00
5,600	shs Gilead Sciences Inc	\$ 129,892 00	\$ 420,560 00
4,500	shs Glaxo Smithkline PLC	\$ 238,075 65	\$ 240,255 00
2,000	shs Halliburton Co	\$ 72,519 80	\$ 101,500 00
5,000	shs Home Depot	\$ 155,645 75	\$ 411,700 00
3,700	shs Honeywell International, Inc	\$ 126,350 42	\$ 338,069 00
3,000	shs Ingersoll-Rand PLC	\$ 97,900 12	\$ 184,800 00
10,000	shs Intel	\$ 218,351 60	\$ 259,550 00
2,000	shs International Business Machines	\$ 182,977 11	\$ 375,140 00
11,040	shs Invesco Limited	\$ 222,788 30	\$ 401,856 00
5,700	shs Johnson Controls, Inc	\$ 169,374 42	\$ 292,410 00
2,000	shs Kimberly Clark Corp	\$ 130,056 80	\$ 208,920 00
500	shs K L A - Tencor Corp	\$ 32,304 70	\$ 32,230 00
1,941	shs Kraft Foods Group Inc	\$ 46,165 10	\$ 104,639 31
3,000	shs Marathon Oil Corp	\$ 88,640 70	\$ 105,900 00
2,200	shs Metlife Inc	\$ 65,171 70	\$ 118,624 00
2,000	shs JPMorgan Chase & Co	\$ 92,099 80	\$ 116,960 00
5,825	shs Mondelez International W/I	\$ 85,426 19	\$ 205,622 50
1,400	shs National Oilwell Varco Inc	\$ 100,632 00	\$ 111,342 00

1,250	shs	Occidental Petroleum Corp	\$	103,323 00	\$	118,875 00
2,000	shs	Ocwen Financial Corp	\$	113,140 00	\$	110,900 00
4,700	shs	Pepsico, Inc	\$	234,704 58	\$	389,818 00
10,000	shs	Pfizer Inc	\$	218,129 00	\$	306,300 00
3,800	shs	Philip Morris International	\$	184,415 14	\$	331,094 00
3,000	shs	PNC Financial Servicers Group	\$	170,917 80	\$	232,740 00
4,650	shs	Procter & Gamble Co	\$	185,002 89	\$	378,556 50
3,000	shs	Salesforce Com Inc	\$	79,974 45	\$	165,570 00
3,100	shs	Schlumberger Limited	\$	202,038 78	\$	279,341 00
2,000	shs	Sempra Energy	\$	105,256 00	\$	179,520 00
1,250	shs	Shire PLC	\$	111,456 37	\$	176,612 50
4,380	shs	State Street Corp	\$	195,358 51	\$	321,448 20
3,000	shs	Southwestern Energy Co	\$	103,240 50	\$	117,990 00
7,000	shs	Taiwan Semiconductor Mfg Co	\$	130,335 80	\$	122,080 00
51,899 727	shs	TCW Emerging Markets Income Fund-I	\$	450,000 00	\$	435,957 71
2,500	shs	Teva Pharmaceuticals Inds Adr	\$	95,225 00	\$	100,200 00
1,000	shs	Travelers Companies Inc	\$	83,810 20	\$	90,540 00
1,500	shs	Union Pac Corp	\$	71,519 10	\$	252,000 00
2,500	shs	United Technologies Corporation	\$	43,476 57	\$	284,500 00
7,540	shs	Valero Energy Corp New	\$	25,215 64	\$	380,016 00
5,200	shs	Verizon Communications	\$	189,004 05	\$	255,528 00
3,000	shs	Wal Mart Stores, Inc	\$	158,315 80	\$	236,070 00
7,500	shs	Walt Disney Co	\$	223,314 75	\$	573,000 00
8,500	shs	Wells Fargo & Co	\$	234,203 08	\$	385,900 00
2,500	shs	Yum! Brands Inc	\$	123,942 50	\$	189,025 00
1	shs	Worldcom, Inc	\$	-		
				\$15,035,097 34		\$23,334,545 69

Henry E. Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2013

Line 10 c	Corporate Bonds	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
\$150,000	Astrazeneca PLC 5 4% due 06/01/2014	\$ 167,955 00	\$ 153,139 50
\$50,000	Bank of America Copr, 7 75%, due 08/15/2015	\$ 55,019 55	\$ 55,011 00
\$250,000	Barclays Bank PLC 5%, due 09/22/2016	\$ 259,722 50	\$ 275,235 00
\$200,000	Bershire Hathaway Inc 3 4%, due 01/31/2022	\$ 216,394 00	\$ 198,938 00
\$250,000	Blackrock Inc 6 25%, due 09/15/2017	\$ 280,352 00	\$ 290,067 50
\$150,000	Boeing Capital Corp 3 25% due 10/27/2014	\$ 160,150 50	\$ 153,487 50
\$200,000	Chevron Corp 2 355% due 12/05/2022	\$ 197,762 00	\$ 181,918 00
\$200,000	Cisco Systems Inc 4 45% due 01/15/2020	\$ 199,392 00	\$ 218,134 00
\$250,000	Comcast Corporation, 5 3%, due 01/15/2014	\$ 244,895 00	\$ 250,367 50
\$250,000	Conocophlips 5 75% due 02/01/2019	\$ 294,712 50	\$ 288,692 50
\$250,000	Credit Suisse Fb USA 5 125% due 08/15/2015	\$ 274,412 50	\$ 267,902 50
\$150,000	Deutsche Bank 3 45% due 03/30/2015	\$ 156,184 50	\$ 154,804 50
\$200,000	General Electric Cap Cor 4 625% due 01/07/2021	\$ 224,332 00	\$ 218,090 00
\$200,000	Glaxasmithkline Cap 2 8% due 11/15/2014	\$ 200,570 00	\$ 185,228 00
\$250,000	Goldman Sachs Group, Inc , 5 5%, due 11/15/2014	\$ 258,540 00	\$ 260,562 50
\$250,000	Goldman Sachs Group, Inc , 5 15%, due 01/15/2014	\$ 244,445 00	\$ 250,380 00
\$200,000	JPMorgan Chase & Co 4 625% due 05/10/2021	\$ 224,786 00	\$ 215,600 00
\$200,000	Lloyds Tsb Bank PLC 4 2% due 03/28/2017	\$ 221,536 00	\$ 215,824 00
\$250,000	Merrill Lynch, 5 3%, due 09/30/2015	\$ 246,662 50	\$ 267,682 50
\$200,000	Occidental Petroleum 1 5% due 02/15/2018	\$ 203,256 00	\$ 195,474 00
\$200,000	Oracle Corp , 5 75%, due 04/15/2018	\$ 220,374 00	\$ 231,114 00
\$250,000	Philip Morris Intl , 4 5%, due 03/26/2020	\$ 272,725 00	\$ 270,332 50
\$200,000	Rabobank Nederland 3 375% due 01/19/2017	\$ 215,456 00	\$ 210,578 00
\$250,000	SBC Communications	\$ 243,215 00	\$ 257,967 50
\$200,000	Shell International Fin, 3 25%, due 09/22/2015	\$ 201,074 00	\$ 209,320 00
\$250,000	Verizon Communications, 5 55%, due 2/15/16	\$ 250,701 75	\$ 273,405 00
\$150,000	Wachovia Corporation 5 25% due 08/01/2014	\$ 160,909 50	\$ 154,078 50
		<u>\$5,895,534 80</u>	<u>\$5,903,334 00</u>

Henry E Niles Foundation
E I N 06-1252486

Part II Balance Sheet

December 31, 2011

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

THE HENRY E. NILES FOUNDATION

Mission and Guidelines

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

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

Primary Program Interests

The Board is currently highlighting the following areas.

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

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

Guiding Principles & Considerations

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

Approved May 6, 2004

Schedule B-3

DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830		
09/19/13 Cash		
Youth Services	\$10,000.00	\$10,000.00
Total Distributions		
ABILIS f/k/a Greenwich Association for Retarded Citizens 50 Glenville Street Greenwich, CT 06830	\$10,000.00	\$10,000.00
	=====	=====
Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801		
09/19/13 Cash		
Growing Possibilities, Roses for Autism	\$5,000.00	\$5,000.00
Total Distributions		
Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801	\$5,000.00	\$5,000.00
	=====	=====
Adopt A Block 1607 Cromwell Bridge Road Baltimore, MD 21234		
10/24/13 Cash		
Compassion Commission home Renovation & Giveaway	\$2,500.00	\$2,500.00
Total Distributions		
Adopt A Block 1607 Cromwell Bridge Road Baltimore, MD 21234	\$2,500.00	\$2,500.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
American Friends of Oxford 190 Madison Avenue, 13th Floor New York, NY 10016		
03/15/13 Cash		
Flexible Accommodation (2of3)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
American Friends of Oxford 190 Madison Avenue, 13th Floor New York, NY 10016	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Americares 88 Hamilton Avenue Stamford, CT 06902		
09/19/13 Cash		
Emergency Response Capability Platform (3 of 3)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Americares 88 Hamilton Avenue Stamford, CT 06902	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424		
07/15/13 Cash		
Kenya Project (3 of 3)	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Aqua Clara Foundation 88 Sun Ridge Drive Holland, MI 49424	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Beacon House P.O.Box 29629 <u>Washington, DC 20017</u> 11/22/13 Cash Targeting the Future	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Beacon House P.O.Box 29629 Washington, DC 20017	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
Behind the Book 171 W. 23rd Street 4C <u>New York, NY 10011</u> 07/15/13 Cash Elementary School Initiative	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
Total Distributions Behind the Book 171 W. 23rd Street 4C New York, NY 10011	 <u>\$10,000.00</u> =====	 <u>\$10,000.00</u> =====
Billings Forge Community Works 140 Russ Street, Suite S101 <u>Hartford, CT 06106</u> 02/15/13 Cash Culinary Job Training at the Kitchen	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Billings Forge Community Works 140 Russ Street, Suite S101 Hartford, CT 06106	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Blue Planet Network P.O. Box 3059 <u>Redwood City, CA 94064</u>		
03/15/13 Cash Monitoring Program	\$15,000.00	\$15,000.00
04/12/13 Cash Clean Water in SRE Tachey Village, Cambodia	<u>25,000.00</u>	<u>25,000.00</u>
Total Distributions Blue Planet Network P.O. Box 3059 Redwood City, CA 94064	\$40,000.00 =====	\$40,000.00 =====
Bowery Mission 132 Madison Avenue <u>New York, NY 10016</u>		
07/15/13 Cash New Beginning for Women in Crisis (2 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10016	\$50,000.00 =====	\$50,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Boys & Girls Clubs of Northeastern Pennsylvania 609 Ash Street Scranton, PA 18510		
03/15/13 Cash		
After School Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Boys & Girls Clubs of Northeastern Pennsylvania 609 Ash Street Scranton, PA 18510	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Boys & Girls Town of Italy 250 East 63rd Street, Suite 204 New York, NY 10065		
12/09/13 Cash		
Project Transition	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Boys & Girls Town of Italy 250 East 63rd Street, Suite 204 New York, NY 10065	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Bridges to Community 95 Croton Avenue Ossining, NY 10562		
02/15/13 Cash		
The Siuna Hospital Rehabilitation Project; Phase II	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Bridges to Community 95 Croton Avenue Ossining, NY 10562	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Camp Patriot P.O. Box 627 Libby, MT 59923 <u>06/19/13 Cash</u> Therapy Programs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Camp Patriot P.O. Box 627 Libby, MT 59923	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Cancer Support Community of Southern CT P.O. Box 2182 Branford, CT 06405-1282 <u>04/12/13 Cash</u> Programs & Services in CT	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Cancer Support Community of Southern CT P.O. Box 2182 Branford, CT 06405-1282	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Career Gear 120 Broadway, 36th Floor New York, NY 10271 <u>09/19/13 Cash</u> Mast Program (1 of 2)	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Career Gear 120 Broadway, 36th Floor New York, NY 10271	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Caregiver Volunteers of Central Jersey 253 Chestnut Street Toms River, NJ 08753		
07/15/13 Cash		
Hurricane Sandy Recovery Partnership	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Caregiver Volunteers of Central Jersey 253 Chestnut Street Toms River, NJ 08753	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Cathedral Soup Kitchen 1514 Federal Street Camden, NJ 08105 Camden, NJ 08102		
06/19/13 Cash		
Serving Up Hope in Camden	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Cathedral Soup Kitchen 1514 Federal Street Camden, NJ 08105 Camden, NJ 08102	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Children of Vietnam 1918 Browns Gap Turnpike Charlottesville, VA 22901		
02/15/13 Cash		
Hope System of Care for Children w/Disabilities (1of3)	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Children of Vietnam 1918 Browns Gap Turnpike Charlottesville, VA 22901	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Christian & Missionary Alliance 8595 Explorer Drive <u>Colorado Springs, CO 80920</u> 05/14/13 Cash Burkina Alliance Christian Schools	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Christian & Missionary Alliance 8595 Explorer Drive Colorado Springs, CO 80920	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
City Harvest 575 Eighth Avenue, 4th Floor <u>New York, NY 10018</u> 02/15/13 Cash Healthy Neighborhoods	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions City Harvest 575 Eighth Avenue, 4th Floor New York, NY 10018	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Classroom, Inc. 245 Fifth Avenue, 20th Floor <u>New York, NY 10016</u> 10/24/13 Cash Transition to High School Adolescent Literacy & Health Education Programs	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Classroom, Inc. 245 Fifth Avenue, 20th Floor New York, NY 10016	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
College Access Program 35 Redden Avenue New London, CT 06320 <u>11/22/13 Cash</u> General Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions College Access Program 35 Redden Avenue New London, CT 06320	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114 <u>11/22/13 Cash</u> Health Care Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions Common Hope 550 Vandalia Street PO Box 14298 St Paul, MN 55114	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Community Word Project 42 Broadway, 18th Floor New York, NY 10004 <u>02/15/13 Cash</u> Multidisciplinary Classroom Arts Residency	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Community Word Project 42 Broadway, 18th Floor New York, NY 10004	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Compassionate Care Hospice 11 Independence Way Newark, DE 19713		
07/15/13 Cash		
Financial Help for Improverished Hospice Patients & Families	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Compassionate Care Hospice 11 Independence Way Newark, DE 19713	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604		
09/19/13 Cash		
Achieving Quality Education for the World's Extreme Poor	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
Concern Worldwide 332 S Michigan Avenue, Suite 630 Chicago. IL 60604	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Connecticut Burns Care Foundation 601 Boston Post Road, Suite 2 Milford, CT 06460		
11/22/13 Cash		
Children's Burn Care Foundation	<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>
Connecticut Friends of Bosnia 65 Perkins Road <u>Greenwich, CT 06830</u> 09/19/13 Cash Humanitarian Assistance Program	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Connecticut Pre-Engineering Program 211 South Main Street <u>Middletown, CT 06457</u> 04/12/13 Cash Summer Gaming Challenge	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Connecticut Pre-Engineering Program 211 South Main Street Middletown, CT 06457	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Covenant House New Jersey 330 Washington Street <u>Newark, NJ 07102</u> 05/14/13 Cash Camden Street Outreach Initiative	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Covenant House New Jersey 330 Washington Street Newark, NJ 07102	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016		
12/09/13 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	\$5,000.00 =====	\$5,000.00 =====
 El Porvenir 48 Clifford Terrace San Francisco, CA 94117		
11/22/13 Cash		
Water & Sanitation in Rural Nicaragua (3 of 3)	\$50,000.00	\$50,000.00
Total Distributions		
El Porvenir 48 Clifford Terrace San Francisco, CA 94117	\$50,000.00 =====	\$50,000.00 =====
 Episcopal Relief & Development 815 Second Avenue New York, NY 10017		
02/15/13 Cash		
Child Survival Program, Angola (5 of 5)	\$50,000.00	\$50,000.00
 05/14/13 Cash		
Zambia Early Childhood Development Program	7,500.00	7,500.00
Total Distributions		
Episcopal Relief & Development 815 Second Avenue New York, NY 10017	\$57,500.00 =====	\$57,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Esperanza Academy 198 Garden Street Lawrence, MA 01840 <u>03/15/13 Cash</u> Extended Day Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Esperanza Academy 198 Garden Street Lawrence, MA 01840	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Exalt Youth 175 Remsen Street, Suite 1000 Brooklyn, NY 11201 <u>09/19/13 Cash</u> Educational Internship Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Exalt Youth 175 Remsen Street, Suite 1000 Brooklyn, NY 11201	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432 <u>12/09/13 Cash</u> General Purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Family Centers 40 Arch Street <u>Greenwich, CT 06830</u> 09/19/13 Cash		
Reaching Independence Through Employment (3 of 3)	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
Family Centers 40 Arch Street Greenwich, CT 06830	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Family Health International (a/k/a FHI Development 360 LLC) 2224 E. NC Hwy 54 <u>Durham, NC 27713</u> 02/15/13 Cash		
Mobile Health Information System (3 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Family Health International (a/k/a FHI Development 360 LLC) 2224 E. NC Hwy 54 Durham, NC 27713	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Family Service 430 North Canal Street <u>Lawrence, MA 01840</u> 03/15/13 Cash		
Stand & Deliver	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Family Service 430 North Canal Street Lawrence, MA 01840	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Farm Fresh Rhode Island 1005 Main Street, #1220 Pawtucket, RI 02860 <u>12/09/13</u> Cash Harvest Kitchen	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Farm Fresh Rhode Island 1005 Main Street, #1220 Pawtucket, RI 02860	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Feeding America (fka America's Second Harvest) 35 East Wacker Drive #2000 Chicago, IL 60607 <u>11/22/13</u> Cash Increasing Availabilty of Nutritious Produce Through Regional Sourcing	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions Feeding America (fka America's Second Harvest) 35 East Wacker Drive #2000 Chicago, IL 60607	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Global Soap Project 6899 Peachtree Industrial Blvd Suite B Norcross, GA 30092 <u>02/15/13</u> Cash General Operating	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Global Soap Project 6899 Peachtree Industrial Blvd Suite B Norcross, GA 30092	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Grace Academy 277 Main Street Harford, CT 06106 <u>11/22/13 Cash</u> Summer School Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Grace Academy 277 Main Street Harford, CT 06106	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Grace Christian School 602 High Ridge Road Stamford, CT 06905 <u>12/09/13 Cash</u> General Purposes	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions Grace Christian School 602 High Ridge Road Stamford, CT 06905	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
HABcore P.O. Box 2361 Red Bank, NJ 07701 <u>05/14/13 Cash</u> Expansion of Case Management Services	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions HABcore P.O. Box 2361 Red Bank, NJ 07701	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Harlem Stage 150 Convent Avenue New York, NY 10031 10/24/13 Cash Education Programs	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Harlem Stage 150 Convent Avenue New York, NY 10031	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Hearing & Speech Center of Rochester 1000 Elmwood Avenue Rochester, NY 14620 04/12/13 Cash Summer Services Outreach Project	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Hearing & Speech Center of Rochester 1000 Elmwood Avenue Rochester, NY 14620	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010 10/24/13 Cash Childsight: Scaling Up A School-Based Sol to Refractive Error Vietnam (1 of 2)	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Hillside Health Care International 6650 W. State Street, Unit D #111 Milwaukee, WI 53213		
09/19/13 Cash		
Rehabilitation Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Hillside Health Care International 6650 W. State Street, Unit D #111 Milwaukee, WI 53213	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Home Share Now 115 North Main Street Barre, VT 05641		
04/12/13 Cash		
Home Sharing in Central Vermont	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Home Share Now 115 North Main Street Barre, VT 05641	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Hope Foundation for Women & Children of Bangladesh 16401 NW 2nd Avenue, Suite 202 Miami, FL 33169		
09/19/13 Cash		
From Sufferer to Survivor	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Hope Foundation for Women & Children of Bangladesh 16401 NW 2nd Avenue, Suite 202 Miami, FL 33169	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Horseneck Foundation P.O. Box 673 Riverside, CT 06838 <u>12/09/13</u> Cash General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Horseneck Foundation P.O. Box 673 Riverside, CT 06838	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Hudson River Museum 511 Warburton Avenue Yonkers, NY 10701 <u>09/19/13</u> Cash Family Summer Sundays	 <u>\$2,500.00</u>	 <u>\$2,500.00</u>
Total Distributions Hudson River Museum 511 Warburton Avenue Yonkers, NY 10701	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Innovations for Poverty Action 101 Whitney Avenue New Haven, CT 06510 <u>07/15/13</u> Cash Making Evidence Have Influence (2 of 3)	 <u>\$50,000.00</u>	 <u>\$50,000.00</u>
Total Distributions Innovations for Poverty Action 101 Whitney Avenue New Haven, CT 06510	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Interfaith Caregivers of Greater Mercer County 3635 Quakerbridge Road, Suite 16 Hamilton, NJ 08619		
11/22/13 Cash		
Neighbors Helping Neighbors	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Interfaith Caregivers of Greater Mercer County 3635 Quakerbridge Road, Suite 16 Hamilton, NJ 08619	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845		
10/24/13 Cash		
General Purposes (2 of 3)	\$100,000.00	\$100,000.00
10/24/13 Cash		
Professional Procurement Coordinator (2 of 2)	<u>25,000.00</u>	<u>25,000.00</u>
Total Distributions		
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845	<u>\$125,000.00</u> =====	<u>\$125,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Intervarsity of Southern Connecticut 160 Wade Street Bridgeport, CT 06604		
12/09/13 Cash		
Andrew Ober's Missionary Work	<u>\$3,000.00</u>	<u>\$3,000.00</u>
Total Distributions		
Intervarsity of Southern Connecticut 160 Wade Street Bridgeport, CT 06604	<u>\$3,000.00</u> =====	<u>\$3,000.00</u> =====
Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101		
11/22/13 Cash		
General Operating Funds	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830		
04/12/13 Cash		
Traveling Tunes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Jill's House 9011 Leesburg Pike Vienna, VA 22182 <u>12/09/13 Cash</u> Expanding Pilot Program in the DC Metro Area	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Jill's House 9011 Leesburg Pike Vienna, VA 22182	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Junior Achievement of Southwest CT 200 Connecticut Avenue Norwalk, CT 06854 <u>06/19/13 Cash</u> Cumulative Power of Junior Achievement Experiences	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Junior Achievement of Southwest CT 200 Connecticut Avenue Norwalk, CT 06854	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Kids in Crisis 1 Salem Street Cos Cob, CT 06807 <u>12/09/13 Cash</u> Safe Haven for Kids	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Kids in Crisis 1 Salem Street Cos Cob, CT 06807	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Knox Parks Inc. 75 Laurel Street Hartford, CT 06106 <u>09/19/13 Cash</u> Green Crew Americorps	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Knox Parks Inc. 75 Laurel Street Hartford, CT 06106	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118 <u>05/14/13 Cash</u> Be Great; Graduate	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Malta House Care Foundation 19 Woodland Street, Suite 37 Hartford, CT 06105 <u>09/19/13 Cash</u> Providing Access to Health Care for Unserved Finac Insecure Adults	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Malta House Care Foundation 19 Woodland Street, Suite 37 Hartford, CT 06105	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Marc: Community Resources 124 Washington Street Middletown, CT 06457		
02/15/13 Cash		
Adult Skill Development & Leisure	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Marc: Community Resources 124 Washington Street Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Marshall Legacy Institute 2425 Wilson Blvd. Suite 240 Arlington, VA 22201		
12/09/13 Cash		
MDD Rachel Campaign	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Marshall Legacy Institute 2425 Wilson Blvd. Suite 240 Arlington, VA 22201	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Marymount Manhattan College 221 East 71st Street New York, NY 10021		
09/19/13 Cash		
Bedford Hills College Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Marymount Manhattan College 221 East 71st Street New York, NY 10021	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	Inventory Value	Distribution Value
Meals on Wheels of Greenwich 89 Maple Avenue Greenwich, CT 06830		
03/15/13 Cash		
Financial Support for Delivery to the Homebound	\$2,500.00	\$2,500.00
Total Distributions		
Meals on Wheels of Greenwich 89 Maple Avenue Greenwich, CT 06830	\$2,500.00 =====	\$2,500.00 =====
Medical Missions for Children 810 Main Street Paterson, NJ 07503		
05/14/13 Cash		
Global Video Library of Medicine	\$50,000.00	\$50,000.00
Total Distributions		
Medical Missions for Children 810 Main Street Paterson, NJ 07503	\$50,000.00 =====	\$50,000.00 =====
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114		
02/15/13 Cash		
Jumpstart to Jobs Program	\$5,000.00	\$5,000.00
Total Distributions		
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Middlesex Community College Foundation 100 Training Hill Road Middletown, CT 06457		
02/15/13 Cash		
Eye Care Days	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Middlesex Community College Foundation 100 Training Hill Road Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Mount Carmel Guild 73 North Clinton Avenue Trenton, NJ 08609		
10/24/13 Cash		
Home Health Nursing Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Mount Carmel Guild 73 North Clinton Avenue Trenton, NJ 08609	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
National Aphasia Association 350 Seventh Avenue, Suite 902 New York, NY 10001		
05/14/13 Cash		
Aphasia Awareness Training Program for Emergency Responders	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
National Aphasia Association 350 Seventh Avenue, Suite 902 New York, NY 10001	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
National Multiple Sclerosis Society 659 Tower Avenue, 1st Floor Hartford, CT 06112		
02/15/13 Cash		
MS Vacation Week 2013	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
National Multiple Sclerosis Society 659 Tower Avenue, 1st Floor Hartford, CT 06112	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 New England Center for Homeless Veterans 17 Court Street Boston, MA 02108		
07/15/13 Cash		
Veteran's Training School	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
New England Center for Homeless Veterans 17 Court Street Boston, MA 02108	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 New Hampshire Food Bank 215 Myrtle Street Manchester, NH 03104-4354		
07/15/13 Cash		
Culinary Job Training Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New Hampshire Food Bank 215 Myrtle Street Manchester, NH 03104-4354	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
New York City Rescue Mission 90 Lafayette Street New York, NY 10013		
10/24/13 Cash		
Food Services Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
New York City Rescue Mission 90 Lafayette Street New York, NY 10013	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
NFTE, Fairchester Chapter 70 West Red Oak Lane White Plains, NY 10604		
12/09/13 Cash		
Youth Entrepreneurship & Career Awareness Education (1 of 2)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
NFTE, Fairchester Chapter 70 West Red Oak Lane White Plains, NY 10604	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Nomad Foundation 307 E. Ojai Avenue #103 Ojai, CA 93023		
10/24/13 Cash		
Sustainable Architecture In Niger, Earth Bag Construction Training	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Nomad Foundation 307 E. Ojai Avenue #103 Ojai, CA 93023	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
NYU Stern School Henry Kaufman Management Center 44 West 4th Street, Suite 10-53 New York, NY 10012		
10/24/13 Cash		
Niles Scholars	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
NYU Stern School Henry Kaufman Management Center 44 West 4th Street, Suite 10-53 New York, NY 10012	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====
Olmstead Center for Sight 1170 Main Street Buffalo, NY 14209		
02/15/13 Cash		
Job Placement & Housekeeping Training Services	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Olmstead Center for Sight 1170 Main Street Buffalo, NY 14209	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Open Hearth P.O. Box 1077 Hartford, CT 06143-1077		
12/09/13 Cash		
Working Man's Center	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Open Hearth P.O. Box 1077 Hartford, CT 06143-1077	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Opportunity Network 55 Exchange Place, Suite 503 New York, NY 10005		
11/22/13 Cash		
Caree Fluency for High School Students from Low-Income Backgrounds	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Opportunity Network 55 Exchange Place, Suite 503 New York, NY 10005	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036		
03/15/13 Cash		
Arts Education Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Pathways 175 Milbank Avenue Greenwich, CT 06830		
12/09/13 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Pathways 175 Milbank Avenue Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Philabundance 36616 South Galloway St <u>Philadelphia, PA 19148</u> 11/22/13 Cash Community Kitchen	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Philabundance 36616 South Galloway St Philadelphia, PA 19148	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Pivot Ministries 485 Jane Street <u>Bridgeport, CT 06608</u> 12/09/13 Cash General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions Pivot Ministries 485 Jane Street Bridgeport, CT 06608	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Platte Valley Literacy Association 2329 Muirfield Place <u>Columbus, NE 68601</u> 09/19/13 Cash More to the Cfrc	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Platte Valley Literacy Association 2329 Muirfield Place Columbus, NE 68601	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Police Athletic League 34-1/2 East 12th Street New York, NY 10003		
09/19/13 Cash		
Rise	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Police Athletic League 34-1/2 East 12th Street New York, NY 10003	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624		
05/14/13 Cash		
Response to Intervention Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Rainbow Network 3834 South Avenue Springfield, MO 65807		
04/12/13 Cash		
Nicaragua Hospital Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Rainbow Network 3834 South Avenue Springfield, MO 65807	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	Inventory Value	Distribution Value
Reading Partners 600 New Hampshire Avenue NW Washington, DC 20037		
02/15/13 Cash		
One-on-One Reading Tutoring for DC's Elementary Students	\$5,000.00	\$5,000.00
Total Distributions		
Reading Partners 600 New Hampshire Avenue NW Washington, DC 20037	\$5,000.00 =====	\$5,000.00 =====
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001		
02/15/13 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001	\$5,000.00 =====	\$5,000.00 =====
Red Feather Development Group P.O. Box 907 Bozeman, MT 59771		
10/24/13 Cash		
Northern Cheyenne Community Partnership	\$25,000.00	\$25,000.00
Total Distributions		
Red Feather Development Group P.O. Box 907 Bozeman, MT 59771	\$25,000.00 =====	\$25,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
ReSurge Internation (f/k/a Interplast) 857 Maude Avenue Mountain View, CA 94043		
05/14/13 Cash		
Visiting Educator & Team Trip Programs, India	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
ReSurge Internation (f/k/a Interplast) 857 Maude Avenue Mountain View, CA 94043	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Rochester Rehabilitation Services 1000 Elmwood Avenue Rochester, NY 14620		
06/19/13 Cash		
Driveon Equipment Project	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Rochester Rehabilitation Services 1000 Elmwood Avenue Rochester, NY 14620	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101		
03/15/13 Cash		
Literacy Skills Building	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Salisbury School 251 Canaan Road <u>Salisbury, CT 06068</u> 12/09/13 Cash Endowment Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Salisbury School 251 Canaan Road Salisbury, CT 06068	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Salvation Army Bridgeport Corps 30 Elm Street <u>Bridgeport, CT 06604</u> 12/09/13 Cash General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions Salvation Army Bridgeport Corps 30 Elm Street Bridgeport, CT 06604	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
Samaritan's Purse 801 Bamboo Road <u>Boone, NC 28607</u> 09/19/13 Cash Water Sanitation & Hygiene	<u>\$5,000.00</u>	<u>\$5,000.00</u>
12/09/13 Cash General Purposes	<u>2,000.00</u>	<u>2,000.00</u>
Total Distributions Samaritan's Purse 801 Bamboo Road Boone, NC 28607	<u>\$7,000.00</u> =====	<u>\$7,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029		
07/15/13 Cash		
Reach for the Stars	<u>\$6,000.00</u>	<u>\$6,000.00</u>
Total Distributions		
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029	<u>\$6,000.00</u> =====	<u>\$6,000.00</u> =====
Shared Housing of New Orleans P.O. Box 15316 New Orleans, LA 70175		
02/15/13 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Shared Housing of New Orleans P.O. Box 15316 New Orleans, LA 70175	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Shelter for the Homeless PO Box 1252 Stamford, CT 06902		
11/22/13 Cash		
Emergency Meal Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Shelter for the Homeless PO Box 1252 Stamford, CT 06902	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Sightsavers International PO Box 293 <u>Washington, DC 20004</u> 10/24/13 Cash Ghana Neglected Tropical Diseases Program 2013	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Sightsavers International PO Box 293 Washington, DC 20004	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Spark Program 1501 Cherry Street <u>Philadelphia, PA 19102</u> 09/19/13 Cash 2013-2014 Academic Year	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Spark Program 1501 Cherry Street Philadelphia, PA 19102	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Sponsors for Educational Opportunity 55 Exchange Place <u>New York, NY 10005</u> 07/15/13 Cash Scholars Program	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Vincent De Paul Middletown 617 Main Street P.O. Box 398 Middletown, CT 06457		
02/15/13 Cash		
Meals & Community Assistance Program	\$2,500.00	\$2,500.00
Total Distributions		
St. Vincent De Paul Middletown 617 Main Street P.O. Box 398 Middletown, CT 06457	\$2,500.00 =====	\$2,500.00 =====
Steps to Success 19 Kennard Road Brookline, MA 02445		
11/22/13 Cash		
Elementary to College Success Initiative	\$2,500.00	\$2,500.00
Total Distributions		
Steps to Success 19 Kennard Road Brookline, MA 02445	\$2,500.00 =====	\$2,500.00 =====
Surgical Eye Expeditions International 6950 Hollister Ave., Suite 250 Santa Barbara, CA 93117-2807		
11/22/13 Cash		
Diabetic Retinopathy Program	\$10,000.00	\$10,000.00
Total Distributions		
Surgical Eye Expeditions International 6950 Hollister Ave., Suite 250 Santa Barbara, CA 93117-2807	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Thrive DC 1525 Newton Street NW <u>Washington, DC 20010</u> 10/24/13 Cash Opportunity Employment Training Program	 <u>\$2,500.00</u>	 <u>\$2,500.00</u>
Total Distributions Thrive DC 1525 Newton Street NW Washington, DC 20010	 <u>\$2,500.00</u> =====	 <u>\$2,500.00</u> =====
Union Settlement Association 237 E 104th Street <u>New York, NY 10029</u> 04/12/13 Cash College Readiness Program	 <u>\$2,500.00</u>	 <u>\$2,500.00</u>
Total Distributions Union Settlement Association 237 E 104th Street New York, NY 10029	 <u>\$2,500.00</u> =====	 <u>\$2,500.00</u> =====
University of Michigan Law School 625 South State Street <u>Ann Arbor, MI 48109-1215</u> 12/09/13 Cash Law School Fund	 <u>\$7,500.00</u>	 <u>\$7,500.00</u>
Total Distributions University of Michigan Law School 625 South State Street Ann Arbor, MI 48109-1215	 <u>\$7,500.00</u> =====	 <u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Pennsylvania PO Box 41790 <u>Philadelphia, PA 19162</u> 12/09/13 Cash Penn Fund	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions University of Pennsylvania PO Box 41790 Philadelphia, PA 19162	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
 Villa Maria School 161 Sky Meadow Drive <u>Stamford, CT 06903</u> 02/15/13 Cash The Brian Fitzgerald General Assistance Fund	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Villa Maria School 161 Sky Meadow Drive Stamford, CT 06903	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====
 Vision Spring 322 Eighth Avenue, Suite 12A-02 <u>New York, NY 10001</u> 06/19/13 Cash Ensuring Access to Affordable Eyeglasses	 <u>\$5,000.00</u>	 <u>\$5,000.00</u>
Total Distributions Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001	 <u>\$5,000.00</u> =====	 <u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890		
02/15/13 Cash		
Smilow-Burroughs Clubhouse After School Program	\$5,000.00	\$5,000.00
Total Distributions		
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890	\$5,000.00 =====	\$5,000.00 =====
Walking Shield American Indian Society 22541 Aspan Street, Suite E Lake Forest, CA 92630		
03/15/13 Cash		
Comprehensive Care for Impoverished American Indians	\$40,000.00	\$40,000.00
Total Distributions		
Walking Shield American Indian Society 22541 Aspan Street, Suite E Lake Forest, CA 92630	\$40,000.00 =====	\$40,000.00 =====
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016		
10/24/13 Cash		
Improving Wash Services (2 of 2)	\$25,000.00	\$25,000.00
Total Distributions		
Water Aid America 232 Madison Avenue, Suite 1202 New York, NY 10016	\$25,000.00 =====	\$25,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Water for People 6666 West Quincy Avenue <u>Denver, CO 80235</u> 05/14/13 Cash Honduras Water & Sanitation Program (1 of 2)	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions Water for People 6666 West Quincy Avenue Denver, CO 80235	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====
World Vision Inc PO Box 9716 <u>Federal Way, WA 98063-9716</u> 07/15/13 Cash Ethiopia Wash Program (2 of 5)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions World Vision Inc PO Box 9716 Federal Way, WA 98063-9716	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
Yellowstone Park Foundation 222 East Main Street Suite 301 <u>Bozeman, MT 59715</u> 12/09/13 Cash General Purposes	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions Yellowstone Park Foundation 222 East Main Street Suite 301 Bozeman, MT 59715	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
YMCA of Greensboro 620 Green Valley Road, Suite 210 Greensboro, NC 27408		
10/24/13 Cash		
Hayes-Taylor YMCA at Barber Park	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
YMCA of Greensboro 620 Green Valley Road, Suite 210 Greensboro, NC 27408	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
YMCA of Stamford 909 Washington Blvd Stamford, CT 06901		
02/15/13 Cash		
My Healthy Life	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
YMCA of Stamford 909 Washington Blvd Stamford, CT 06901	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
YMCA of Kingston & Ulster County 507 Broadway Kingston, NY 12401		
12/09/13 Cash		
Starfish Summer Camp for Disadvantaged Youth	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
YMCA of Kingston & Ulster County 507 Broadway Kingston, NY 12401	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
York County Community College Foundation 112 College Drive Wells, ME 04090		
03/15/13 Cash		
Precision Machining Technology Assoc. Decree Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
York County Community College Foundation 112 College Drive Wells, ME 04090	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921		
09/19/13 Cash		
Culinary Student Internship	<u>\$6,000.00</u>	<u>\$6,000.00</u>
Total Distributions		
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921	<u>\$6,000.00</u> =====	<u>\$6,000.00</u> =====
TOTAL SCHEDULE B-3	<u>\$1,472,000.00</u> =====	<u>\$1,472,000.00</u> =====

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Feb-14	Children of Vietnam Hope System of Care for Children with Disabilities	\$7,500	\$22,500	(2 of 3)
Feb-14	Episcopal Relief & Development Zambia Early Childhood Development Program	\$50,000	\$100,000	(1 of 2)
Mar-14	American Friends of Oxford, Kellogg College to provide flexible accommodation at the Norham Manor Campus	\$25,000	\$75,000	(3 of 3)
May-14	Water for People Honduras Water and Sanitation Program	\$40,000	\$80,000	(2 of 2)
Jul-14	Bowery Mission A New Beginning for Women in Crisis	\$50,000	\$200,000	(3 of 3)
Jul-14	Innovations for Poverty Action Making Evidence Have Influence	\$50,000	\$150,000	(3 of 3)
Jul-14	World Vision For Every Child Ethiopia WASH Program	\$50,000	\$250,000	(3 of 5)
Sep-14	Career Gear MAST Program	\$10,000	\$5,000	(2 of 2)
Sep-14	Helen Keller International ChildSight Scaling Up a School-Based Solution to Refractive Error in Vietnam	\$40,000	\$20,000	(2 of 2)
Oct-14	IMEC General Purposes	\$100,000	\$300,000	(3 of 3)
TOTAL SCHEDULED GRANTS 2014		\$422,500		

HENRY E. NILES FOUNDATION, INC.

INSTALLMENT PAYMENT SCHEDULE

<u>Date</u>	<u>Organization</u>	<u>Scheduled Payment</u>	<u>Original Grant</u>	
Feb-15	Children of Vietnam Hope System of Care for Children with Disabilities	\$7,500	22500	(3 of 3)
Feb-14	Episcopal Relief & Development Zambia Early Childhood Development Program	\$50,000	\$100,000	(2 of 2)
Jul-15	World Vision For Every Child. Ethiopia WASH Program	\$50,000	\$250,000	(4 of 5)
TOTAL SCHEDULED GRANTS 2015		\$107,500		
Jul-16	World Vision For Every Child. Ethiopia WASH Program	\$50,000	\$250,000	(5 of 5)
TOTAL SCHEDULED GRANTS 2016		\$50,000		
TOTAL SCHEDULED GRANTS		<u>\$580,000</u>		