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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, 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) ▶ \$ 30,874,387.
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 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)
1 Contributions, gifts, grants, etc. (attach schedule)			
2 Ck ▶ ☒ if the foundn is not required to attach Sch B			
3 Interest on savings and temporary cash investments		N/A	
4 Dividends and interest from securities	955,427.	955,427.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	1,345,812.		
b Gross sales price for all assets on line 6a 6,631,817.			
7 Capital gain net income (from Part IV, line 2)	1,345,812.		
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 or (loss) (attach schedule)			
11 Other income (attach schedule)			
See Statement 1	2,248.	-110,754.	
12 Total. Add lines 1 through 11	2,303,487.	2,190,485.	
13 Compensation of officers, directors, trustees, etc	190,000.	28,500.	161,500.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule) See St 2	3,555.	3,555.	
b Accounting fees (attach sch)			
c Other prof fees (attach sch) See St 3	170,680.	150,680.	20,000.
17 Interest			
18 Taxes (attach schedule)(see instrs) See Stm 4	30,641.		
19 Depreciation (attach sch) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings	1,093.		
22 Printing and publications	1,589.		
23 Other expenses (attach schedule)			
See Statement 5	17,172.	75.	16,751.
24 Total operating and administrative expenses. Add lines 13 through 23	414,730.	182,810.	198,251.
25 Contributions, gifts, grants paid Part XV	1,514,000.		1,514,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,928,730.	182,810.	1,712,251.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	374,757.		
b Net investment income (if negative, enter -0-)		2,007,675.	
c Adjusted net income (if negative, enter -0-)			

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0504L 12/10/14

Form 990-PF (2014)

SCANNED MAY 21 2015

ADMINISTRATIVE AND OPERATING EXPENSES

90-14

2

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		1,478,492.	2,200,603.	2,200,603.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) Statement 6	15,035,097.	15,256,514.	23,366,557.	
	c	Investments — corporate bonds (attach schedule) Statement 7	5,895,535.	5,326,763.	5,307,227.	
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe See Statement 8)		1.		
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	22,409,124.	22,783,881.	30,874,387.	
17		Accounts payable and accrued expenses				
18		Grants payable				
FUND ASSETS OR BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X			
27	Capital stock, trust principal, or current funds	22,409,124.	22,783,881.			
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	22,409,124.	22,783,881.			
31	Total liabilities and net assets/fund balances (see instructions)	22,409,124.	22,783,881.			

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	22,409,124.
2	Enter amount from Part I, line 27a	2	374,757.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	22,783,881.
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	22,783,881.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,372,508.		3,870,464.	1,502,044.
b 1,259,309.		1,415,541.	-156,232.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,502,044.
b			-156,232.
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	1,345,812.
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))
2013	1,666,549.	28,905,087.	0.057656
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

2 Total of line 1, column (d)	2	0.306231
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	0.061246
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	30,546,853.
5 Multiply line 4 by line 3	5	1,870,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,077.
7 Add lines 5 and 6	7	1,890,950.
8 Enter qualifying distributions from Part XII, line 4	8	1,712,251.

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	40,154.
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	40,154.
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	40,154.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	26,845.	
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	26,845.	
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	13,309.	
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 2015 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 Instructions for the 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 2014 or the taxable year beginning in 2014 (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 <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 2014 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 2014.)	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 2014?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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).

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

6 b X

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

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

N/A

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	60,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	29,293,462.
b Average of monthly cash balances	1 b	1,718,572.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	31,012,034.
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	31,012,034.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	465,181.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,546,853.
6 Minimum investment return. Enter 5% of line 5	6	1,527,343.

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	1,527,343.
2a Tax on investment income for 2014 from Part VI, line 5	2 a	40,154.
b Income tax for 2014 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	40,154.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,487,189.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,487,189.
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	1,487,189.

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	1,712,251.
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	1,712,251.
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	1,712,251.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,487,189.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	604,836.			
b From 2010	283,270.			
c From 2011	253,185.			
d From 2012	167,397.			
e From 2013	243,361.			
f Total of lines 3a through e	1,552,049.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,712,251.				
a Applied to 2013, 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 2014 distributable amount				1,487,189.
e Remaining amount distributed out of corpus	225,062.			
5 Excess distributions carryover applied to 2014 (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	1,777,111.			
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 2013. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	604,836.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,172,275.			
10 Analysis of line 9:				
a Excess from 2010	283,270.			
b Excess from 2011	253,185.			
c Excess from 2012	167,397.			
d Excess from 2013	243,361.			
e Excess from 2014	225,062.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- None

- None

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

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

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

See Statement 9

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached Schedule B-3 (Exhibit 8)				1,514,000.
Total				1,514,000.
<i>b Approved for future payment</i> See attached Installment Payment Schedule (Exhibit 9),				390,000.
Total				390,000.

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	955,427.	
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	1,345,812.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a See Statement 10					2,248.	
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)					2,303,487.	
13 Total. Add line 12, columns (b), (d), and (e)						13 2,303,487.

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

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

[illegible]

Client HNI LES

Henry E. Niles Foundation

06-1252486

4/29/15

04 04PM

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
AIG Inc - Class Action	\$ 687.		
Cooper Companies - Cl Act	11.		
Dell Inc - Class Action	607.		
GE - Class Action	42.		
Wyeth - Class Action	901.		
Total	\$ 2,248.	\$ 0.	\$ 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	\$ 3,555.	\$ 3,555.		
Total	\$ 3,555.	\$ 3,555.		\$ 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				
\$ 10,767.	\$ 10,767.			
Bank of New York - Investment Advisor	139,913.	139,913.		
FCS&N - administrative fee	20,000.			\$ 20,000.
Total	\$ 170,680.	\$ 150,680.		\$ 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
2013 balance due	\$ 3,796.			
2014 1st quarter estimated payment	8,676.			
2014 3rd quarter estimated payment	10,701.			
2014 4th quarter estimated payment	7,468.			
Total	\$ 30,641.	\$ 0.		\$ 0.

Client HNI LES

Henry E. Niles Foundation

06-1252486

4/29/15

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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
FCSN - Disbursements tax computer fee	\$ 75.	\$ 75.		
Federal Express/postage	197.			\$ 197.
Hagendoorn & Emond Insurance, D&O Ins.	16,554.			16,554.
Web hosting and domain name renewal	346.			
Total	<u>\$ 17,172.</u>	<u>\$ 75.</u>		<u>\$ 16,751.</u>

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks (Exhibit 6)	Mkt Val	\$ 15,256,514.	\$ 23,366,557.
	Total	<u>\$ 15,256,514.</u>	<u>\$ 23,366,557.</u>

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds (Exhibit 6)	Mkt Val	\$ 5,326,763.	\$ 5,307,227.
	Total	<u>\$ 5,326,763.</u>	<u>\$ 5,307,227.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Rounding	\$ 1.	
Total	<u>\$ 1.</u>	<u>\$ 0.</u>

Client HNILES

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

Name of Grant Program:
 Name: Ashley C. Garan
 Care Of: Fogarty Cohen Selby & Nemiroff LLC
 Street Address: 1700 E Putnam Avenue, Suite 406
 City, State, Zip Code: Old Greenwich, CT 06870
 Telephone: 203-629-7314
 E-Mail Address:
 Form and Content: Applications must be submitted using the Foundation's Grant Application Form which is available for download at heniles.org.
 Submission Deadlines: None
 Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 7

Statement 10
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
AIG Inc - Class Action			18	\$ 687.	
Chestnut Mansion (Estate)			14		
Chestnut Mansion (Trust)			14		
Cooper Companies - Cl Act			18	11.	
Country Estates Assoc. LP			14		
Dell Inc - Class Action			18	607.	
GE - Class Action			18	42.	
Stratford Inc Properties			14		
Wyeth - Class Action			18	901.	
Total		\$ 0.		\$ 2,248.	\$ 0.

Client HNI LES

Henry E. Niles Foundation

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Other Income Producing Activities
Dividends/interest from securities.

Dividends per Schedule A-3 (Exhibit 1)	\$	431,178.
Interest per Schedule A-4 (Exhibit 2)		236,036.
Other Income per Schedule A-5 (Exhibit 3)		288,213.
Total	\$	<u>955,427.</u>

Other Revenue
Net investment income
Country Estates Assoc. LP

Per Schedule K-1: Net rental real estate income	\$	14,966.
Interest		7.
Ordinary dividends		11.
Net short capital gain		0.
Net long capital loss		-125.
Net section 1231 loss		-27.
Less amount received included in inc already		-3,562.
Total	\$	<u>11,270.</u>

Other Revenue
Net investment income
Stratford Inc Properties

Per Schedule K-1: Net rental real estate income	\$	593.
Interest income		4.
Ordinary dividends		7.
Net short capital loss		-83.
Net long capital gain		5.
Total	\$	<u>526.</u>

Other Revenue
Net investment income
Chestnut Mansion (Estate)

Per Schedule K-1: Net rental real estate income	\$	-28,809.
Interest income		15.
Less amount received included in inc already		-32,500.
Total	\$	<u>-61,294.</u>

Other Revenue
Net investment income
Chestnut Mansion (Trust)

Per Schedule K-1: Net rental real estate income	\$	-28,771.
Interest income		15.
Less amount received included in inc already		-32,500.
Total	\$	<u>-61,256.</u>

2014

Federal Supporting Detail

Page 2

Client HNILES

Henry E. Niles Foundation

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

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

	\$	1,066.
		27.
Total	\$	<u>1,093.</u>

Schedule A-3

DIVIDENDS RECEIVED

Accenture PLC

05/15/14	Dividend Rec'd on	6,000	Shs.	\$5,580.00	
11/17/14	Dividend Rec'd on	6,000	Shs.	<u>6,120.00</u>	\$11,700.00

Aflac Inc

09/05/14	Dividend Rec'd on	1,000	Shs.	\$370.00	
12/01/14	Dividend Rec'd on	1,500	Shs.	<u>585.00</u>	955.00

Aon Plc

02/18/14	Dividend Rec'd on	1,200	Shs.	\$210.00	
05/15/14	Dividend Rec'd on	1,200	Shs.	300.00	
08/15/14	Dividend Rec'd on	1,200	Shs.	300.00	
11/14/14	Dividend Rec'd on	1,200	Shs.	<u>300.00</u>	1,110.00

Apple Inc

02/13/14	Dividend Rec'd on	1,200	Shs.	\$3,660.00	
05/15/14	Dividend Rec'd on	1,200	Shs.	3,948.00	
08/14/14	Dividend Rec'd on	8,400	Shs.	3,948.00	
11/13/14	Dividend Rec'd on	8,400	Shs.	<u>3,948.00</u>	15,504.00

AT&T Inc

02/03/14	Dividend Rec'd on	4,300	Shs.	\$1,978.00	
05/01/14	Dividend Rec'd on	4,300	Shs.	1,978.00	
08/01/14	Dividend Rec'd on	4,300	Shs.	1,978.00	
11/03/14	Dividend Rec'd on	4,300	Shs.	<u>1,978.00</u>	7,912.00

Avago Technologies Ltd

09/30/14	Dividend Rec'd on	1,000	Shs.	\$320.00	
12/31/14	Dividend Rec'd on	1,000	Shs.	<u>350.00</u>	670.00

BNY Cayman Fund III

12/03/14	Dividend Rec'd on	0.0235	Shs.	\$2,620.00	
12/03/14	Dividend Rec'd on	0.0235	Shs.	2,860.00	
12/03/14	Dividend Rec'd on	0.0235	Shs.		
	Partnership Distribution			<u>67,114.31</u>	72,594.31

Bristol-Myers Squibb Co

02/03/14	Dividend Rec'd on	2,500	Shs.	\$900.00	
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Schedule A-3 (Cont'd)

Bristol-Myers Squibb Co
(Cont'd)

05/01/14	Dividend Rec'd on	2,500	Shs.	\$900.00	
08/01/14	Dividend Rec'd on	2,500	Shs.	900.00	
11/03/14	Dividend Rec'd on	2,500	Shs.	<u>900.00</u>	\$3,600.00

Cabot Oil & Gas Corp. Cl A

02/14/14	Dividend Rec'd on	3,000	Shs.	\$60.00	
05/28/14	Dividend Rec'd on	3,000	Shs.	60.00	
08/14/14	Dividend Rec'd on	3,000	Shs.	<u>60.00</u>	180.00

Capital One Financial Corp

02/21/14	Dividend Rec'd on	1,500	Shs.	\$450.00	
05/22/14	Dividend Rec'd on	1,500	Shs.	450.00	
08/21/14	Dividend Rec'd on	1,500	Shs.	450.00	
11/20/14	Dividend Rec'd on	1,500	Shs.	<u>450.00</u>	1,800.00

Caterpillar Inc

02/20/14	Dividend Rec'd on	3,000	Shs.	\$1,800.00	
05/20/14	Dividend Rec'd on	3,000	Shs.	1,800.00	
08/20/14	Dividend Rec'd on	3,000	Shs.	2,100.00	
11/20/14	Dividend Rec'd on	2,500	Shs.	<u>1,750.00</u>	7,450.00

Celanese Corp. Ser A

05/16/14	Dividend Rec'd on	1,250	Shs.	\$312.50	
08/15/14	Dividend Rec'd on	1,250	Shs.	312.50	
11/14/14	Dividend Rec'd on	1,250	Shs.	<u>312.50</u>	937.50

Centerpoint Energy Inc.

06/10/14	Dividend Rec'd on	3,000	Shs.	\$712.50	
09/10/14	Dividend Rec'd on	3,000	Shs.	712.50	
12/10/14	Dividend Rec'd on	5,000	Shs.	<u>1,187.50</u>	2,612.50

Chevron Corporation

03/10/14	Dividend Rec'd on	3,350	Shs.	\$3,350.00	
06/10/14	Dividend Rec'd on	3,350	Shs.	3,584.50	
09/10/14	Dividend Rec'd on	3,350	Shs.	3,584.50	
12/10/14	Dividend Rec'd on	3,350	Shs.	<u>3,584.50</u>	14,103.50

Schedule A-3 (Cont'd)

Coca-Cola Company

04/01/14	Dividend Rec'd on	5,000	Shs.	\$1,525.00	
07/01/14	Dividend Rec'd on	5,000	Shs.	1,525.00	
10/01/14	Dividend Rec'd on	2,500	Shs.	762.50	
12/15/14	Dividend Rec'd on	2,500	Shs.	<u>762.50</u>	\$4,575.00

Comcast Corporation New Class A

01/23/14	Dividend Rec'd on	3,000	Shs.	\$585.00	
04/23/14	Dividend Rec'd on	3,000	Shs.	675.00	
07/23/14	Dividend Rec'd on	3,000	Shs.	675.00	
10/22/14	Dividend Rec'd on	3,000	Shs.	<u>675.00</u>	2,610.00

Corning Inc.

03/31/14	Dividend Rec'd on	6,000	Shs.	\$600.00	
06/30/14	Dividend Rec'd on	6,000	Shs.	600.00	
09/30/14	Dividend Rec'd on	6,000	Shs.	<u>600.00</u>	1,800.00

Costco Whsl Corp.

02/28/14	Dividend Rec'd on	1,000	Shs.	\$310.00	
05/30/14	Dividend Rec'd on	1,000	Shs.	355.00	
07/25/14	Dividend Rec'd on	1,000	Shs.	355.00	
11/28/14	Dividend Rec'd on	1,000	Shs.	<u>355.00</u>	1,375.00

Dover Corp.

03/31/14	Dividend Rec'd on	2,500	Shs.	\$937.50	
06/16/14	Dividend Rec'd on	2,500	Shs.	937.50	
09/15/14	Dividend Rec'd on	2,500	Shs.	1,000.00	
12/15/14	Dividend Rec'd on	2,500	Shs.	<u>1,000.00</u>	3,875.00

Duke Energy Corp.

03/17/14	Dividend Rec'd on	3,000	Shs.	\$2,340.00	
06/16/14	Dividend Rec'd on	2,000	Shs.	1,560.00	
09/16/14	Dividend Rec'd on	2,000	Shs.	1,590.00	
12/16/14	Dividend Rec'd on	2,000	Shs.	<u>1,590.00</u>	7,080.00

DuPont (E I) De Nemours & Company

03/14/14	Dividend Rec'd on	4,200	Shs.	\$1,890.00	
06/12/14	Dividend Rec'd on	3,000	Shs.	1,350.00	
09/12/14	Dividend Rec'd on	3,000	Shs.	1,410.00	
12/12/14	Dividend Rec'd on	3,000	Shs.	<u>1,410.00</u>	6,060.00

Schedule A-3 (Cont'd)

Eaton Corp. PLC

03/21/14	Dividend Rec'd on	4,300	Shs.	\$2,107.00	
05/23/14	Dividend Rec'd on	4,300	Shs.	2,107.00	
08/22/14	Dividend Rec'd on	4,300	Shs.	2,107.00	
11/28/14	Dividend Rec'd on	4,300	Shs.	<u>2,107.00</u>	\$8,428.00

Exxon Mobil Corp

03/10/14	Dividend Rec'd on	4,500	Shs.	\$2,835.00	
06/10/14	Dividend Rec'd on	4,500	Shs.	3,105.00	
09/10/14	Dividend Rec'd on	4,500	Shs.	3,105.00	
12/10/14	Dividend Rec'd on	4,500	Shs.	<u>3,105.00</u>	12,150.00

F N F Group

09/30/14	Dividend Rec'd on	3,500	Shs.	\$630.00	
12/31/14	Dividend Rec'd on	3,500	Shs.	<u>665.00</u>	1,295.00

Family Dlr Stores Inc.

01/15/14	Dividend Rec'd on	1,600	Shs.	\$416.00	
04/15/14	Dividend Rec'd on	1,600	Shs.	<u>496.00</u>	912.00

Fidelity National Financial Inc.

03/31/14	Dividend Rec'd on	3,500	Shs.	\$630.00	
06/30/14	Dividend Rec'd on	3,500	Shs.	<u>630.00</u>	1,260.00

Freeport-McMoran Copper & Gold Inc

02/03/14	Dividend Rec'd on	6,000	Shs.	\$1,875.00	
05/01/14	Dividend Rec'd on	6,000	Shs.	1,875.00	
08/01/14	Dividend Rec'd on	6,000	Shs.	1,875.00	
11/03/14	Dividend Rec'd on	6,000	Shs.	<u>1,875.00</u>	7,500.00

General Electric Company

01/27/14	Dividend Rec'd on	11,000	Shs.	\$2,420.00	
04/25/14	Dividend Rec'd on	11,000	Shs.	2,420.00	
07/25/14	Dividend Rec'd on	11,000	Shs.	2,420.00	
10/27/14	Dividend Rec'd on	11,000	Shs.	<u>2,420.00</u>	9,680.00

Glaxo Smithkline PLC

01/09/14	Dividend Rec'd on	4,500	Shs.	\$2,772.42	
04/10/14	Dividend Rec'd on	4,500	Shs.	3,373.27	

Schedule A-3 (Cont'd)

Glaxo Smithkline PLC
(Cont'd)

07/10/14	Dividend	Rec'd on	4,500	Shs.	\$2,880.15	
10/02/14	Dividend	Rec'd on	4,500	Shs.	<u>2,916.92</u>	\$11,942.76

Halliburton Co.

03/26/14	Dividend	Rec'd on	2,000	Shs.	\$300.00	
06/25/14	Dividend	Rec'd on	2,000	Shs.	300.00	
09/24/14	Dividend	Rec'd on	2,000	Shs.	300.00	
12/26/14	Dividend	Rec'd on	2,000	Shs.	<u>360.00</u>	1,260.00

Home Depot Inc

03/27/14	Dividend	Rec'd on	5,000	Shs.	\$2,350.00	
06/19/14	Dividend	Rec'd on	5,000	Shs.	2,350.00	
09/18/14	Dividend	Rec'd on	5,000	Shs.	2,350.00	
12/18/14	Dividend	Rec'd on	5,000	Shs.	<u>2,350.00</u>	9,400.00

Honeywell Int Inc

03/10/14	Dividend	Rec'd on	3,700	Shs.	\$1,665.00	
06/10/14	Dividend	Rec'd on	3,700	Shs.	1,665.00	
09/10/14	Dividend	Rec'd on	3,000	Shs.	1,350.00	
12/10/14	Dividend	Rec'd on	3,000	Shs.	<u>1,552.50</u>	6,232.50

Ingersoll-Rand PLC

03/31/14	Dividend	Rec'd on	3,000	Shs.	\$750.00	
06/30/14	Dividend	Rec'd on	3,000	Shs.	750.00	
09/30/14	Dividend	Rec'd on	3,000	Shs.	750.00	
12/31/14	Dividend	Rec'd on	3,000	Shs.	<u>750.00</u>	3,000.00

Intel Corp

03/03/14	Dividend	Rec'd on	10,000	Shs.	\$2,250.00	
06/02/14	Dividend	Rec'd on	10,000	Shs.	2,250.00	
09/02/14	Dividend	Rec'd on	7,500	Shs.	1,687.50	
12/01/14	Dividend	Rec'd on	7,500	Shs.	<u>1,687.50</u>	7,875.00

Intercontinentalexchange Gro

06/30/14	Dividend	Rec'd on	500	Shs.	\$325.00	
09/30/14	Dividend	Rec'd on	500	Shs.	325.00	
12/31/14	Dividend	Rec'd on	500	Shs.	<u>325.00</u>	975.00

Schedule A-3 (Cont'd)

International Business Machines Corporation

03/10/14	Dividend Rec'd on	1,000	Shs.	\$950.00	
06/10/14	Dividend Rec'd on	1,000	Shs.	1,100.00	
09/10/14	Dividend Rec'd on	500	Shs.	550.00	
12/10/14	Dividend Rec'd on	500	Shs.	<u>550.00</u>	\$3,150.00

Invesco Limited

03/07/14	Dividend Rec'd on	11,040	Shs.	\$2,484.00	
06/06/14	Dividend Rec'd on	11,040	Shs.	2,760.00	
09/05/14	Dividend Rec'd on	11,040	Shs.	2,760.00	
12/05/14	Dividend Rec'd on	11,040	Shs.	<u>2,760.00</u>	10,764.00

Johnson Ctls Inc

01/06/14	Dividend Rec'd on	5,700	Shs.	\$1,254.00	
04/02/14	Dividend Rec'd on	5,700	Shs.	1,254.00	
07/02/14	Dividend Rec'd on	5,700	Shs.	1,254.00	
10/02/14	Dividend Rec'd on	5,700	Shs.	<u>1,254.00</u>	5,016.00

Kimberly Clark Corp

01/03/14	Dividend Rec'd on	2,000	Shs.	\$1,620.00	
04/02/14	Dividend Rec'd on	2,000	Shs.	1,680.00	
07/02/14	Dividend Rec'd on	2,000	Shs.	1,680.00	
10/02/14	Dividend Rec'd on	2,000	Shs.	<u>1,680.00</u>	6,660.00

Kraft Foods Group Inc.

01/17/14	Dividend Rec'd on	1,941	Shs.		1,019.03
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Marathon Oil Corp.

03/10/14	Dividend Rec'd on	3,000	Shs.	\$570.00	
06/10/14	Dividend Rec'd on	3,000	Shs.	570.00	
09/10/14	Dividend Rec'd on	1,500	Shs.	315.00	
12/10/14	Dividend Rec'd on	1,500	Shs.	<u>315.00</u>	1,770.00

Merck & Co

04/07/14	Dividend Rec'd on	2,500	Shs.	\$1,100.00	
07/08/14	Dividend Rec'd on	2,500	Shs.	1,100.00	
10/07/14	Dividend Rec'd on	2,500	Shs.	<u>1,100.00</u>	3,300.00

Schedule A-3 (Cont'd)

Metlife Inc.

03/13/14	Dividend Rec'd on	2,200	Shs.	\$605.00	
06/13/14	Dividend Rec'd on	2,200	Shs.	770.00	
09/12/14	Dividend Rec'd on	2,200	Shs.	770.00	
12/12/14	Dividend Rec'd on	2,200	Shs.	<u>770.00</u>	\$2,915.00

JP Morgan Chase & Co

01/31/14	Dividend Rec'd on	2,000	Shs.	\$760.00	
04/30/14	Dividend Rec'd on	2,000	Shs.	760.00	
07/31/14	Dividend Rec'd on	2,000	Shs.	800.00	
10/31/14	Dividend Rec'd on	3,000	Shs.	<u>1,200.00</u>	3,520.00

Mondelez International-W/I

01/14/14	Dividend Rec'd on	5,825	Shs.	\$815.50	
04/14/14	Dividend Rec'd on	5,825	Shs.	815.50	
07/14/14	Dividend Rec'd on	5,825	Shs.	815.50	
10/14/14	Dividend Rec'd on	5,825	Shs.	<u>873.75</u>	3,320.25

National Oilwell Varco Inc.

03/28/14	Dividend Rec'd on	1,400	Shs.	\$364.00	
06/27/14	Dividend Rec'd on	1,400	Shs.	644.00	
09/26/14	Dividend Rec'd on	1,400	Shs.	644.00	
12/19/14	Dividend Rec'd on	1,400	Shs.	<u>644.00</u>	2,296.00

Nucor Corp.

08/11/14	Dividend Rec'd on	1,250	Shs.	\$462.50	
11/10/14	Dividend Rec'd on	1,250	Shs.	<u>462.50</u>	925.00

Occidental Petroleum Corp

01/15/14	Dividend Rec'd on	1,250	Shs.		800.00
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Pepsico Inc

01/02/14	Dividend Rec'd on	4,700	Shs.	\$2,667.25	
03/31/14	Dividend Rec'd on	4,700	Shs.	2,667.25	
06/30/14	Dividend Rec'd on	4,700	Shs.	3,078.50	
09/30/14	Dividend Rec'd on	4,700	Shs.	<u>3,078.50</u>	11,491.50

Pfizer Inc

03/04/14	Dividend Rec'd on	10,000	Shs.	\$2,600.00	
06/03/14	Dividend Rec'd on	10,000	Shs.	2,600.00	

Schedule A-3 (Cont'd)

Pfizer Inc

(Cont'd)

09/03/14	Dividend Rec'd on	10,000	Shs.	\$2,600.00	
12/02/14	Dividend Rec'd on	10,000	Shs.	<u>2,600.00</u>	\$10,400.00

Philip Morris International

01/10/14	Dividend Rec'd on	3,800	Shs.	\$3,572.00	
04/11/14	Dividend Rec'd on	3,800	Shs.	3,572.00	
07/11/14	Dividend Rec'd on	3,800	Shs.	3,572.00	
10/10/14	Dividend Rec'd on	3,800	Shs.	<u>3,800.00</u>	14,516.00

PNC Financial Services Group

02/05/14	Dividend Rec'd on	3,000	Shs.	\$1,320.00	
05/05/14	Dividend Rec'd on	3,000	Shs.	1,440.00	
08/05/14	Dividend Rec'd on	3,000	Shs.	1,440.00	
11/05/14	Dividend Rec'd on	3,000	Shs.	<u>1,440.00</u>	5,640.00

The Procter & Gamble Company

02/18/14	Dividend Rec'd on	4,650	Shs.	\$2,796.98	
05/15/14	Dividend Rec'd on	4,650	Shs.	2,992.74	
08/15/14	Dividend Rec'd on	4,650	Shs.	2,992.74	
11/17/14	Dividend Rec'd on	4,650	Shs.	<u>2,992.74</u>	11,775.20

Schlumberger Limited

01/10/14	Dividend Rec'd on	3,100	Shs.	\$968.75	
04/14/14	Dividend Rec'd on	3,100	Shs.	1,240.00	
07/11/14	Dividend Rec'd on	3,100	Shs.	1,240.00	
10/10/14	Dividend Rec'd on	3,100	Shs.	<u>1,240.00</u>	4,688.75

Seagate Technology

02/24/14	Dividend Rec'd on	2,000	Shs.	\$860.00	
05/28/14	Dividend Rec'd on	2,000	Shs.	860.00	
08/22/14	Dividend Rec'd on	2,000	Shs.	860.00	
11/25/14	Dividend Rec'd on	2,000	Shs.	<u>1,080.00</u>	3,660.00

Sempra Energy

01/15/14	Dividend Rec'd on	2,000	Shs.	\$1,260.00	
04/15/14	Dividend Rec'd on	2,000	Shs.	1,320.00	
07/15/14	Dividend Rec'd on	2,000	Shs.	1,320.00	
10/15/14	Dividend Rec'd on	2,000	Shs.	<u>1,320.00</u>	5,220.00

Schedule A-3 (Cont'd)

Shire PLC

04/08/14	Dividend Rec'd on	1,250	Shs.	\$634.88	
10/03/14	Dividend Rec'd on	1,250	Shs.	<u>143.63</u>	\$778.51

State Street Corp

01/16/14	Dividend Rec'd on	4,380	Shs.	\$1,138.80	
04/15/14	Dividend Rec'd on	4,380	Shs.	1,138.80	
07/16/14	Dividend Rec'd on	4,380	Shs.	1,314.00	
10/16/14	Dividend Rec'd on	4,380	Shs.	<u>1,314.00</u>	4,905.60

T E Connectivity Ltd

09/12/14	Dividend Rec'd on	1,000	Shs.	\$290.00	
12/12/14	Dividend Rec'd on	1,500	Shs.	<u>435.00</u>	725.00

Taiwan Semiconductor Mfg Co

08/06/14	Dividend Rec'd on	7,000	Shs.	\$3,496.17	
08/06/14	Dividend Rec'd on	7,000	Shs.		
	Foreign Tax Withheld			<u>699.23-</u>	2,796.94

Teva Pharmaceuticals Inds Adr

03/10/14	Dividend Rec'd on	2,500	Shs.	\$861.82	
03/10/14	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			129.27-	
06/02/14	Dividend Rec'd on	2,500	Shs.	875.80	
06/02/14	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			131.37-	
09/04/14	Dividend Rec'd on	2,500	Shs.	856.21	
09/04/14	Dividend Rec'd on	2,500	Shs.		
	Foreign Tax Withheld			<u>128.43-</u>	2,204.76

Time Warner Inc.

12/15/14	Dividend Rec'd on	1,200	Shs.		381.00
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Union Pac Corp

01/02/14	Dividend Rec'd on	1,500	Shs.	\$1,185.00	
04/01/14	Dividend Rec'd on	1,500	Shs.	1,365.00	
07/01/14	Dividend Rec'd on	3,000	Shs.	1,365.00	
10/01/14	Dividend Rec'd on	2,500	Shs.	<u>1,250.00</u>	5,165.00

Schedule A-3 (Cont'd)

United Technolgies Corp

03/10/14	Dividend Rec'd on	2,500	Shs.	\$1,475.00	
06/10/14	Dividend Rec'd on	2,500	Shs.	1,475.00	
09/10/14	Dividend Rec'd on	2,500	Shs.	1,475.00	
12/10/14	Dividend Rec'd on	2,500	Shs.	<u>1,475.00</u>	\$5,900.00

Valero Energy Corp New

03/12/14	Dividend Rec'd on	7,540	Shs.	\$1,885.00	
06/18/14	Dividend Rec'd on	7,540	Shs.	1,885.00	
09/17/14	Dividend Rec'd on	7,540	Shs.	2,073.50	
12/17/14	Dividend Rec'd on	7,540	Shs.	<u>2,073.50</u>	7,917.00

Verizon Communications

02/03/14	Dividend Rec'd on	5,200	Shs.	\$2,756.00	
05/01/14	Dividend Rec'd on	5,200	Shs.	2,756.00	
08/01/14	Dividend Rec'd on	5,200	Shs.	2,756.00	
11/03/14	Dividend Rec'd on	5,200	Shs.	<u>2,860.00</u>	11,128.00

Wal Mart Stores Inc

01/02/14	Dividend Rec'd on	3,000	Shs.	\$1,410.00	
04/01/14	Dividend Rec'd on	3,000	Shs.	1,440.00	
06/02/14	Dividend Rec'd on	3,000	Shs.	<u>1,440.00</u>	4,290.00

Walt Disney Co

01/16/14	Dividend Rec'd on	7,500	Shs.		6,450.00
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Wells Fargo & Company

03/03/14	Dividend Rec'd on	8,500	Shs.	\$2,550.00	
06/02/14	Dividend Rec'd on	8,500	Shs.	2,975.00	
09/02/14	Dividend Rec'd on	8,500	Shs.	2,975.00	
12/01/14	Dividend Rec'd on	8,500	Shs.	<u>2,975.00</u>	11,475.00

Yum! Brands Inc.

02/07/14	Dividend Rec'd on	2,500	Shs.	\$925.00	
05/02/14	Dividend Rec'd on	2,500	Shs.	925.00	
08/01/14	Dividend Rec'd on	2,500	Shs.	925.00	
11/07/14	Dividend Rec'd on	2,500	Shs.	<u>1,025.00</u>	<u>3,800.00</u>

TOTAL SCHEDULE A-3

\$431,177.61
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Schedule A-4

INTEREST RECEIVED

Apple Inc.

34.5% Due 05/06/24

11/06/14	Interest Rec'd on	\$150,000.00	\$2,587.50	
07/23/14	Less: Interest Paid on Purchase		<u>1,106.87-</u>	\$1,480.63

Astrazeneca PLC

54% Due 06/01/14

06/02/14	Interest Rec'd on	\$150,000.00		4,050.00
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Bank of America Corp

7.75% Due 08/15/15

02/18/14	Interest Rec'd on	\$50,000.00	\$1,937.50	
08/15/14	Interest Rec'd on	\$50,000.00	<u>1,937.50</u>	3,875.00

Barclays Bank PLC

5% Due 09/22/16

03/24/14	Interest Rec'd on	\$250,000.00	\$6,250.00	
09/22/14	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Berkshire Hathaway Inc.

3.4% Due 01/31/22

01/31/14	Interest Rec'd on	\$200,000.00	\$3,400.00	
07/31/14	Interest Rec'd on	\$200,000.00	<u>3,400.00</u>	6,800.00

Blackrock Inc

6.25% Due 09/15/17

03/17/14	Interest Rec'd on	\$250,000.00	\$7,812.50	
09/15/14	Interest Rec'd on	\$250,000.00	<u>7,812.50</u>	15,625.00

Boeing Capital Corp.

3.25% Due 10/27/14

04/28/14	Interest Rec'd on	\$150,000.00	\$2,437.50	
06/19/14	Interest Rec'd on	\$150,000.00	<u>704.17</u>	3,141.67

Chevron Corp.

2.355% Due 12/05/22

06/05/14	Interest Rec'd on	\$200,000.00	\$2,355.00	
12/05/14	Interest Rec'd on	\$200,000.00	<u>2,355.00</u>	4,710.00

Schedule A-4 (Cont'd)

Cisco Systems Inc
4.45% Due 01/15/20

01/15/14	Interest Rec'd on	\$200,000.00	\$4,450.00	
07/15/14	Interest Rec'd on	\$200,000.00	<u>4,450.00</u>	\$8,900.00

Comcast Corporation
5.3% Due 01/15/14

01/15/14	Interest Rec'd on	\$250,000.00		6,625.00
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Comcast Corp.
3.125% Due 07/15/22

10/02/14	Less: Interest Paid on Purchase			1,002.61-
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Conocophilips
5.75% Due 02/01/19

02/03/14	Interest Rec'd on	\$250,000.00	\$7,187.50	
08/01/14	Interest Rec'd on	\$250,000.00	<u>7,187.50</u>	14,375.00

Credit Suisse Fb USA
5.125% Due 08/15/15

02/18/14	Interest Rec'd on	\$250,000.00	\$6,406.25	
08/15/14	Interest Rec'd on	\$250,000.00	<u>6,406.25</u>	12,812.50

Deutsche Bank
34.5% Due 03/30/15

03/31/14	Interest Rec'd on	\$150,000.00	\$2,587.50	
10/01/14	Interest Rec'd on	\$150,000.00	<u>2,587.50</u>	5,175.00

EBAY Inc.
26% Due 07/15/22

08/11/14	Less: Interest Paid on Purchase			375.56-
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General Electric Cap Cor.
4.625% Due 01/07/21

01/07/14	Interest Rec'd on	\$200,000.00	\$4,625.00	
07/07/14	Interest Rec'd on	\$200,000.00	<u>4,625.00</u>	9,250.00

Schedule A-4 (Cont'd)

Glaxasmithkline Cap

2.8% Due 03/18/23

03/18/14	Interest Rec'd on	\$200,000.00	\$2,800.00	
09/18/14	Interest Rec'd on	\$200,000.00	<u>2,800.00</u>	\$5,600.00

Goldman Sachs Group Inc

5.5% Due 11/15/14

05/15/14	Interest Rec'd on	\$250,000.00	\$6,875.00	
11/17/14	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

01/15/14	Interest Rec'd on	\$250,000.00		6,437.50
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Intel Corp.

2.7% Due 12/15/22

12/15/14	Interest Rec'd on	\$150,000.00	\$2,025.00	
10/02/14	Less: Interest Paid on Purchase		<u>1,203.75-</u>	821.25

JPMorgan Chase & Co.

4.625% Due 05/10/21

05/12/14	Interest Rec'd on	\$200,000.00	\$4,625.00	
11/10/14	Interest Rec'd on	\$200,000.00	<u>4,625.00</u>	9,250.00

Lloyds Tsb Bank PLC

4.2% Due 03/28/17

03/28/14	Interest Rec'd on	\$200,000.00	\$4,200.00	
09/30/14	Interest Rec'd on	\$200,000.00	<u>4,200.00</u>	8,400.00

Merrill Lynch & Company

5.3% Due 09/30/15

03/31/14	Interest Rec'd on	\$250,000.00	\$6,625.00	
09/30/14	Interest Rec'd on	\$250,000.00	<u>6,625.00</u>	13,250.00

Occidental Petroleum

1.5% Due 02/15/18

02/18/14	Interest Rec'd on	\$200,000.00	\$1,500.00	
08/15/14	Interest Rec'd on	\$200,000.00	<u>1,500.00</u>	3,000.00

Schedule A-4 (Cont'd)

Oracle Corp

5.75% Due 04/15/18

04/15/14	Interest Rec'd on	\$200,000.00	\$5,750.00	
10/15/14	Interest Rec'd on	\$200,000.00	<u>5,750.00</u>	\$11,500.00

Philip Morris Intl

4.5% Due 03/26/20

03/26/14	Interest Rec'd on	\$250,000.00	\$5,625.00	
09/26/14	Interest Rec'd on	\$250,000.00	<u>5,625.00</u>	11,250.00

Rabobank Nederland

3.375% Due 01/19/17

01/21/14	Interest Rec'd on	\$200,000.00	\$3,375.00	
07/21/14	Interest Rec'd on	\$200,000.00	<u>3,375.00</u>	6,750.00

SBC Communications

5.1% Due 09/15/14

03/17/14	Interest Rec'd on	\$250,000.00	\$6,375.00	
09/15/14	Interest Rec'd on	\$250,000.00	<u>6,375.00</u>	12,750.00

Shell International Fin

3.25% Due 09/22/15

03/24/14	Interest Rec'd on	\$200,000.00	\$3,250.00	
09/22/14	Interest Rec'd on	\$200,000.00	<u>3,250.00</u>	6,500.00

State Street Corp.

3.7% Due 11/20/23

11/20/14	Interest Rec'd on	\$150,000.00	\$2,775.00	
06/30/14	Less: Interest Paid on Purchase		<u>616.67-</u>	2,158.33

U S Bancorp

3.7% Due 01/30/24

07/30/14	Interest Rec'd on	\$150,000.00	\$2,775.00	
06/30/14	Less: Interest Paid on Purchase		<u>2,312.50-</u>	462.50

Verizon Communications

5.55% Due 02/15/16

02/18/14	Interest Rec'd on	\$250,000.00	\$6,937.50	
03/19/14	Interest Rec'd on	\$250,000.00	<u>1,310.42</u>	8,247.92

Schedule A-4 (Cont'd)

Wachovia Corporation

5.25% Due 08/01/14

02/03/14	Interest Rec'd on	\$150,000.00
08/01/14	Interest Rec'd on	\$150,000.00

\$3,937.50

3,937.50

\$7,875.00

Wells Fargo & Company

41.25% Due 08/15/23

08/15/14	Interest Rec'd on	\$200,000.00
08/11/14	Less: Interest Paid on Purchase	

\$4,125.00

4,033.33-

91.67

TOTAL SCHEDULE A-4

\$236,035.80

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Schedule A-5

OTHER INCOME RECEIVED

BNY Mellon Emerging Mkts-M

01/13/14	Income Rec'd on	147,058.823	Units	\$868.57	
02/18/14	Income Rec'd on	114,485.532	Units	835.23	
03/17/14	Income Rec'd on	114,485.532	Units	584.14	
04/15/14	Income Rec'd on	114,485.532	Units	636.68	
05/12/14	Income Rec'd on	114,485.532	Units	650.74	
06/18/14	Income Rec'd on	114,485.532	Units	691.22	
07/14/14	Income Rec'd on	114,485.532	Units	692.25	
08/11/14	Income Rec'd on	114,485.532	Units	731.01	
09/15/14	Income Rec'd on	114,485.532	Units	736.10	
10/14/14	Income Rec'd on	114,485.532	Units	706.02	
11/17/14	Income Rec'd on	114,485.532	Units	681.28	
12/15/14	Income Rec'd on	114,485.532	Units	662.33	
12/18/14	Income Rec'd on	114,485.532	Units	<u>15,043.40</u>	\$23,518.97

BNY Mellon International-M

01/13/14	Income Rec'd on	57,803.468	Units	\$360.80	
02/18/14	Income Rec'd on	57,803.468	Units	366.34	
03/17/14	Income Rec'd on	57,803.468	Units	330.38	
04/15/14	Income Rec'd on	57,803.468	Units	368.42	
05/12/14	Income Rec'd on	57,803.468	Units	359.70	
06/18/14	Income Rec'd on	57,803.468	Units	375.63	
07/14/14	Income Rec'd on	57,803.468	Units	370.67	
08/11/14	Income Rec'd on	57,803.468	Units	382.76	
09/15/14	Income Rec'd on	57,803.468	Units	372.25	
10/14/14	Income Rec'd on	57,803.468	Units	359.25	
11/17/14	Income Rec'd on	57,803.468	Units	347.25	
12/15/14	Income Rec'd on	57,803.468	Units	343.33	
12/17/14	Income Rec'd on	57,803.468	Units	<u>10,878.61</u>	15,215.39

BNY Mellon Mid Cap Stock Fund
Class M Shares

01/13/14	Income Rec'd on	52,931.596	Units	\$367.07	
02/18/14	Income Rec'd on	52,931.596	Units	363.59	
03/17/14	Income Rec'd on	52,931.596	Units	330.33	
04/15/14	Income Rec'd on	52,931.596	Units	376.79	
05/12/14	Income Rec'd on	52,931.596	Units	357.97	
06/18/14	Income Rec'd on	52,931.596	Units	370.78	
07/14/14	Income Rec'd on	72,865.152	Units	437.67	
08/11/14	Income Rec'd on	72,865.152	Units	528.36	
09/15/14	Income Rec'd on	72,865.152	Units	531.48	
10/14/14	Income Rec'd on	92,257.524	Units	570.92	
11/17/14	Income Rec'd on	92,257.524	Units	669.69	

Schedule A-5 (Cont'd)

BNY Mellon Mid Cap Stock Fund
Class M Shares

(Cont'd)

12/15/14	Income Rec'd on	92,257.524 Units	\$693.90	
12/16/14	Income Rec'd on	92,257.524 Units	3,791.78	
12/16/14	Income Rec'd on	92,257.524 Units		
	Received from Principal -			
	Capital gain distribution			
	allocable to Income		<u>17,861.06</u>	\$27,251.39

BNY Mellon S/C Multi-Strategy
Fund

01/13/14	Income Rec'd on	17,244.66 Units	\$207.65	
02/18/14	Income Rec'd on	17,244.66 Units	212.20	
03/17/14	Income Rec'd on	17,244.66 Units	190.53	
04/15/14	Income Rec'd on	17,244.66 Units	218.89	
05/12/14	Income Rec'd on	17,244.66 Units	203.33	
06/18/14	Income Rec'd on	17,244.66 Units	204.48	
07/14/14	Income Rec'd on	17,244.66 Units	207.00	
08/11/14	Income Rec'd on	17,244.66 Units	212.49	
09/15/14	Income Rec'd on	17,244.66 Units	208.41	
10/14/14	Income Rec'd on	11,323.997 Units	182.92	
11/17/14	Income Rec'd on	11,323.997 Units	130.00	
12/15/14	Income Rec'd on	11,323.997 Units	<u>134.23</u>	2,312.13

BNY Mellon Sm/Mid Cap-M

01/13/14	Income Rec'd on	13,177.71 Units	\$134.98	
02/18/14	Income Rec'd on	13,177.71 Units	132.81	
03/17/14	Income Rec'd on	13,177.71 Units	119.90	
04/15/14	Income Rec'd on	13,177.71 Units	139.08	
05/12/14	Income Rec'd on	13,177.71 Units	132.65	
06/18/14	Income Rec'd on	13,177.71 Units	135.74	
07/14/14	Income Rec'd on	13,177.71 Units	<u>72.09</u>	867.25

Chestnut Mansion Associates

04/10/14	Income Rec'd		\$2,500.00	
04/10/14	Income Rec'd		2,500.00	
11/25/14	Income Rec'd		30,000.00	
11/26/14	Income Rec'd		<u>30,000.00</u>	65,000.00

Schedule A-5 (Cont'd)

Country Estates Association
LTD Partnership (aka Chestnut
Mansion Associates)

04/10/14 Income Rec'd

\$3,562.00

Dreyfus Diversified Em Mk-Y

04/15/14	Income Rec'd on	15,764.583	Units	\$184.56
05/12/14	Income Rec'd on	15,764.583	Units	185.57
06/18/14	Income Rec'd on	15,764.583	Units	196.18
07/14/14	Income Rec'd on	15,764.583	Units	196.22
08/11/14	Income Rec'd on	15,764.583	Units	208.06
09/15/14	Income Rec'd on	15,764.583	Units	209.44
10/14/14	Income Rec'd on	15,764.583	Units	201.15
11/17/14	Income Rec'd on	15,764.583	Units	180.32
12/15/14	Income Rec'd on	15,764.583	Units	192.77
12/31/14	Income Rec'd on	15,764.583	Units	2,758.80
12/31/14	Income Rec'd on	15,764.583	Units	

Received from Principal -
Capital gain distribution
allocable to Income

2,870.73

7,383.80

Dreyfus Floating Rate Inc-I

01/13/14	Income Rec'd on	23,866.349	Units	\$109.95
02/04/14	Income Rec'd on	23,866.349	Units	787.60
02/18/14	Income Rec'd on	23,866.349	Units	158.87
03/04/14	Income Rec'd on	23,866.349	Units	763.72
03/17/14	Income Rec'd on	23,866.349	Units	134.28
04/02/14	Income Rec'd on	23,866.349	Units	763.72
04/15/14	Income Rec'd on	23,866.349	Units	161.44
05/02/14	Income Rec'd on	23,866.349	Units	859.19
05/12/14	Income Rec'd on	23,866.349	Units	160.91
06/03/14	Income Rec'd on	23,866.349	Units	906.92
06/18/14	Income Rec'd on	23,866.349	Units	166.42
07/02/14	Income Rec'd on	23,866.349	Units	906.92
07/14/14	Income Rec'd on	23,866.349	Units	158.87
08/11/14	Income Rec'd on	23,866.349	Units	<u>69.86</u>

6,108.67

Dreyfus Floating Rate Inc-Y

08/04/14	Income Rec'd on	23,866.349	Units	\$930.79
08/11/14	Income Rec'd on	23,866.349	Units	96.74
09/03/14	Income Rec'd on	23,866.349	Units	978.52
09/15/14	Income Rec'd on	23,866.349	Units	165.84
10/02/14	Income Rec'd on	23,866.349	Units	1,002.39
10/14/14	Income Rec'd on	23,866.349	Units	160.11

Schedule A-5 (Cont'd)

Dreyfus Floating Rate Inc-Y
(Cont'd)

11/04/14	Income Rec'd on	23,866.349	Units	\$1,026.25	
11/17/14	Income Rec'd on	23,866.349	Units	164.37	
12/02/14	Income Rec'd on	23,866.349	Units	1,026.25	
12/15/14	Income Rec'd on	23,866.349	Units	159.49	
12/29/14	Income Rec'd on	39,930.606	Units	<u>1,836.81</u>	\$7,547.56

Dreyfus High Yield-I

01/03/14	Income Rec'd on	106,962.859	Units	\$4,030.65	
01/13/14	Income Rec'd on	106,962.859	Units	347.39	
02/03/14	Income Rec'd on	106,962.859	Units	3,808.66	
02/18/14	Income Rec'd on	106,962.859	Units	349.00	
03/03/14	Income Rec'd on	106,962.859	Units	3,390.75	
03/17/14	Income Rec'd on	106,962.859	Units	316.02	
04/01/14	Income Rec'd on	106,962.859	Units	3,690.64	
04/15/14	Income Rec'd on	106,962.859	Units	351.94	
05/01/14	Income Rec'd on	106,962.859	Units	3,576.51	
05/12/14	Income Rec'd on	106,962.859	Units	341.07	
06/02/14	Income Rec'd on	106,962.859	Units	3,627.79	
06/18/14	Income Rec'd on	106,962.859	Units	353.25	
07/01/14	Income Rec'd on	106,962.859	Units	3,713.42	
07/14/14	Income Rec'd on	106,962.859	Units	343.52	
08/01/14	Income Rec'd on	77,680.282	Units	3,241.87	
08/11/14	Income Rec'd on	77,680.282	Units	309.31	
09/02/14	Income Rec'd on	77,680.282	Units	2,520.01	
09/15/14	Income Rec'd on	77,680.282	Units	253.58	
10/01/14	Income Rec'd on	77,680.282	Units	2,761.08	
10/14/14	Income Rec'd on	77,680.282	Units	243.66	
11/03/14	Income Rec'd on	77,680.282	Units	2,737.41	
11/17/14	Income Rec'd on	77,680.282	Units	248.58	
12/01/14	Income Rec'd on	77,680.282	Units	2,421.96	
12/09/14	Income Rec'd on	47,099.242	Units		
	Received from Principal - Capital gain distribution allocable to Income			353.24	
12/15/14	Income Rec'd on	47,099.242	Units	<u>240.24</u>	43,571.55

Dreyfus International Stock-Y

08/11/14	Income Rec'd on	40,853.528	Units	\$253.13	
09/15/14	Income Rec'd on	40,853.528	Units	323.99	
10/14/14	Income Rec'd on	40,853.528	Units	313.43	
11/17/14	Income Rec'd on	40,853.528	Units	307.27	
12/15/14	Income Rec'd on	40,853.528	Units	304.84	
12/31/14	Income Rec'd on	40,853.528	Units	<u>9,457.59</u>	10,960.25

Schedule A-5 (Cont'd)

Dreyfus/Newton Intern Eqty-I

01/13/14	Income Rec'd on	13,927.577	Units	\$142.06	
02/18/14	Income Rec'd on	13,927.577	Units	142.90	
03/17/14	Income Rec'd on	13,927.577	Units	127.41	
04/15/14	Income Rec'd on	13,927.577	Units	141.72	
05/12/14	Income Rec'd on	13,927.577	Units	138.18	
06/18/14	Income Rec'd on	13,927.577	Units	146.45	
07/14/14	Income Rec'd on	13,927.577	Units	144.98	
08/11/14	Income Rec'd on	13,927.577	Units	<u>39.08</u>	\$1,022.78

Dreyfus/Newton Intern Eqty-Y

08/11/14	Income Rec'd on	13,934.165	Units	\$110.35	
09/15/14	Income Rec'd on	13,934.165	Units	146.27	
10/14/14	Income Rec'd on	13,934.165	Units	142.31	
11/17/14	Income Rec'd on	13,934.165	Units	139.01	
12/15/14	Income Rec'd on	13,934.165	Units	139.07	
12/16/14	Income Rec'd on	13,934.165	Units	8,903.93	
12/16/14	Income Rec'd on	13,934.165	Units		
	Received from Principal -				
	Capital gain distribution				
	allocable to Income			<u>954.49</u>	10,535.43

Dreyfus Opportunistic Small Cap Fund

01/13/14	Income Rec'd on	2,875.767	Units	\$66.28	
02/18/14	Income Rec'd on	5,630.588	Units	84.86	
03/17/14	Income Rec'd on	5,630.588	Units	113.96	
04/15/14	Income Rec'd on	5,630.588	Units	130.54	
05/12/14	Income Rec'd on	5,630.588	Units	122.78	
06/18/14	Income Rec'd on	5,630.588	Units	123.74	
07/14/14	Income Rec'd on	5,630.588	Units	125.58	
08/11/14	Income Rec'd on	5,630.588	Units	128.80	
09/15/14	Income Rec'd on	5,630.588	Units	125.70	
10/14/14	Income Rec'd on	8,481.215	Units	139.52	
11/17/14	Income Rec'd on	8,481.215	Units	175.82	
12/15/14	Income Rec'd on	8,481.215	Units	181.69	
12/19/14	Income Rec'd on	8,481.215	Units		
	Received from Principal -				
	Capital gain distribution				
	allocable to Income			<u>12,772.71</u>	14,291.98

Dreyfus S&P Midcap Index

01/13/14	Income Rec'd on	11,088.71	Units	\$89.52	
02/18/14	Income Rec'd on	11,088.71	Units	87.79	

Schedule A-5 (Cont'd)

Dreyfus S&P Midcap Index
(Cont'd)

03/17/14	Income Rec'd on	11,088.71	Units	\$79.24	
04/15/14	Income Rec'd on	11,088.71	Units	90.47	
05/12/14	Income Rec'd on	11,088.71	Units	86.21	
06/18/14	Income Rec'd on	11,088.71	Units	89.77	
07/14/14	Income Rec'd on	11,088.71	Units	90.11	
08/11/14	Income Rec'd on	11,088.71	Units	93.50	
09/15/14	Income Rec'd on	11,088.71	Units	92.67	
10/14/14	Income Rec'd on	11,088.71	Units	90.70	
11/17/14	Income Rec'd on	11,088.71	Units	89.34	
12/15/14	Income Rec'd on	11,088.71	Units	92.07	
12/30/14	Income Rec'd on	11,088.71	Units		
	Received from Principal - Capital gain distribution allocable to Income			887.10	
12/30/14	Income Rec'd on	11,088.71	Units	<u>4,452.12</u>	\$6,410.61

Dreyfus Select Managers Small Cap
Value Fund

01/13/14	Income Rec'd on	4,080.522	Units	\$45.76	
02/18/14	Income Rec'd on	8,117.664	Units	55.70	
03/17/14	Income Rec'd on	8,117.664	Units	74.89	
03/20/14	Income Rec'd on	8,117.664	Units		
	Received from Principal - Capital gain distribution allocable to Income			4.06	
04/15/14	Income Rec'd on	8,117.664	Units	86.67	
05/12/14	Income Rec'd on	8,117.664	Units	82.94	
06/18/14	Income Rec'd on	8,117.664	Units	84.52	
07/14/14	Income Rec'd on	4,080.522	Units	84.99	
08/11/14	Income Rec'd on	4,080.522	Units	<u>2.90</u>	522.43

Dreyfus Select Mger S/C Gr-I

07/14/14	Income Rec'd on	8,074.284	Units	\$38.99	
08/11/14	Income Rec'd on	8,074.284	Units	<u>17.00</u>	55.99

Dreyfus Select Mger S/C Gr-Y

08/11/14	Income Rec'd on	8,080.718	Units	\$67.21	
09/15/14	Income Rec'd on	8,080.718	Units	82.80	
10/14/14	Income Rec'd on	12,142.456	Units	93.66	
11/17/14	Income Rec'd on	12,142.456	Units	121.15	
12/15/14	Income Rec'd on	12,142.456	Units	125.73	

Schedule A-5 (Cont'd)

Dreyfus Select Mger S/C Gr-Y
(Cont'd)

12/19/14	Income Rec'd on	12,142.456 Units		
	Received from Principal -			
	Capital gain distribution			
	allocable to Income		<u>\$1,391.53</u>	\$1,882.08

Dreyfus Select Mger S/C VI-Y

08/11/14	Income Rec'd on	8,120.787 Units	\$84.51	
09/15/14	Income Rec'd on	8,120.787 Units	85.86	
10/14/14	Income Rec'd on	12,130.41 Units	95.25	
11/17/14	Income Rec'd on	12,130.41 Units	122.11	
12/15/14	Income Rec'd on	12,130.41 Units	126.15	
12/31/14	Income Rec'd on	12,130.41 Units		
	Received from Principal -			
	Capital gain distribution			
	allocable to Income		<u>11,795.61</u>	12,309.49

Dreyfus Strategic International
Stock Fund

01/13/14	Income Rec'd on	40,417.004 Units	\$318.77	
02/18/14	Income Rec'd on	40,417.004 Units	312.62	
03/17/14	Income Rec'd on	40,417.004 Units	277.61	
04/15/14	Income Rec'd on	40,417.004 Units	308.54	
05/12/14	Income Rec'd on	40,417.004 Units	304.76	
06/18/14	Income Rec'd on	40,417.004 Units	322.11	
07/14/14	Income Rec'd on	40,417.004 Units	318.02	
08/11/14	Income Rec'd on	40,417.004 Units	<u>74.94</u>	2,237.37

Stratford Income Properties

04/10/14	Income Rec'd		\$333.33	
04/10/14	Income Rec'd		333.33	
04/10/14	Income Rec'd		333.33	
04/10/14	Income Rec'd		128.00	
04/24/14	Income Rec'd		53.00	
05/09/14	Income Rec'd		333.33	
06/26/14	Income Rec'd		333.33	
07/07/14	Income Rec'd		333.33	
08/07/14	Income Rec'd		333.33	
10/01/14	Income Rec'd		333.33	
10/08/14	Income Rec'd		333.33	
11/10/14	Income Rec'd		333.33	
12/16/14	Income Rec'd		<u>333.33</u>	3,847.63

Schedule A-5 (Cont'd)

TCW Emerging Markets Income
Fund-I

02/03/14	Income Rec'd on	51,899.727 Units	\$1,816.48	
03/03/14	Income Rec'd on	51,899.727 Units	1,816.48	
04/01/14	Income Rec'd on	51,899.727 Units	1,816.48	
05/01/14	Income Rec'd on	51,899.727 Units	1,816.49	
06/02/14	Income Rec'd on	51,899.727 Units	1,816.49	
07/01/14	Income Rec'd on	51,899.727 Units	1,816.49	
08/01/14	Income Rec'd on	51,899.727 Units	1,816.49	
09/02/14	Income Rec'd on	51,899.727 Units	1,816.49	
10/02/14	Income Rec'd on	51,899.727 Units	1,816.49	
11/04/14	Income Rec'd on	51,899.727 Units	1,816.49	
12/01/14	Income Rec'd on	51,899.727 Units	1,816.49	
12/31/14	Income Rec'd on	51,899.727 Units	<u>1,816.49</u>	<u>\$21,797.85</u>

TOTAL SCHEDULE A-5

\$288,212.60
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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>					
Comcast Corporation					
5.3% Due 01/15/14					
01/15/14	\$250,000.00		\$250,000.00	\$244,895.00	\$5,105.00
Goldman Sachs Group Inc					
5.15% Due 01/15/14					
01/15/14	\$250,000.00		250,000.00	244,445.00	5,555.00
SBC Communications					
5.1% Due 09/15/14					
09/15/14	\$250,000.00		250,000.00	243,215.00	6,785.00
Verizon Communications					
5.55% Due 02/15/16					
03/19/14	\$250,000.00				
Delivered shares as a result of purchase offer			273,405.00	250,701.75	22,703.25
<u>Stock and Common Funds</u>					
Allegion PLC					
01/30/14	1,000	Shs.	47,420.07	24,951.08	22,468.99
Apple Inc					
12/05/14	2,400	Shs.	272,297.98	29,586.24	242,711.74
BNY Cayman Fund III					
12/03/14	0.0235	Shs.			
Received LT capital gain distribution - Increase recognized on receipt			121,358.58	.00	121,358.58

Schedule A-2 (Cont'd)

		<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>				
BNY Mellon Emerging Mkts-M				
02/03/14	32,573.291 Units	\$300,000.00	\$287,947.89	\$12,052.11
BNY Mellon Mid Cap Stock Fund				
Class M Shares				
12/16/14	92,257.524 Units			
Received LT capital gain distribution - Increase recognized on receipt		64,045.17	.00	64,045.17
BNY Mellon S/C Multi-Strategy Fund				
09/22/14	5,920.663 Units	100,000.00	68,666.62	31,333.38
12/22/14	11,323.997 Units			
Received LT capital gain distribution - Increase recognized on receipt		8,599.44	.00	8,599.44
BNY Mellon Sm/Mid Cap-M				
06/17/14	13,177.71 Units	220,594.86	175,000.00	45,594.86
Caterpillar Inc				
08/18/14	500 Shs.	52,278.84	16,769.20	35,509.64
Coca-Cola Company				
07/22/14	2,500 Shs.	105,147.92	81,866.38	23,281.54
Corning Inc.				
09/24/14	6,000 Shs.	124,446.84	113,340.00	11,106.84
Covidien PLC				
01/24/14	1,500 Shs.	103,468.20	81,891.97	21,576.23

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 Diversified Em Mk-Y</u>			
12/31/14 15,764.583 Units			
Received LT capital gain distribution - Increase recognized on receipt	\$293.22	\$.00	\$293.22
<u>Dreyfus Floating Rate Inc-Y</u>			
12/29/14 39,930.606 Units			
Received LT capital gain distribution - Increase recognized on receipt	650.87	.00	650.87
<u>Dreyfus High Yield-I</u>			
07/18/14 29,282.577 Units	200,000.00	177,946.58	22,053.42
12/03/14 30,581.04 Units	200,000.00	185,837.18	14,162.82
<u>Dreyfus/Newton Intern Eqty-Y</u>			
12/16/14 13,934.165 Units			
Received LT capital gain distribution - Increase recognized on receipt	3,961.48	.00	3,961.48
<u>Dreyfus Opportunistic Small Cap Fund</u>			
12/19/14 8,481.215 Units			
Received LT capital gain distribution - Increase recognized on receipt	33,563.56	.00	33,563.56
<u>Dreyfus S&P Midcap Index</u>			
03/19/14 11,088.71 Units			
Received LT capital gain distribution - Increase recognized on receipt	329.33	.00	329.33

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 S&P Midcap Index</u>			
<u>(Cont'd)</u>			
12/30/14 11,088.71 Units			
Received LT capital gain			
distribution - Increase			
recognized on receipt	\$23,493.64	\$.00	\$23,493.64
 <u>Dreyfus Select Managers Small Cap</u>			
<u>Value Fund</u>			
03/20/14 8,117.664 Units			
Received LT capital gain			
distribution - Increase			
recognized on receipt	39.78	.00	39.78
 <u>Dreyfus Select Mger S/C Gr-Y</u>			
12/19/14 12,142.456 Units			
Received LT capital gain			
distribution - Increase			
recognized on receipt	22,429.54	.00	22,429.54
 <u>Dreyfus Select Mger S/C VI-Y</u>			
12/31/14 12,130.41 Units			
Received LT capital gain			
distribution - Increase			
recognized on receipt	23,551.19	.00	23,551.19
 <u>Duke Energy Corp.</u>			
04/21/14 1,000 Shs.	72,018.41	55,875.00	16,143.41
 <u>DuPont (E I) De Nemours & Company</u>			
04/21/14 1,200 Shs.	79,918.23	53,400.54	26,517.69
 <u>Express Scripts Holding Co.</u>			
09/24/14 2,500 Shs.	185,955.13	131,433.00	54,522.13

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>F N F V Group-W/I</u>					
07/21/14	0.55	Shs.	\$8.79	\$7.92	\$.87
09/18/14	1,166	Shs.	17,807.68	16,788.36	1,019.32
<u>General Electric Company</u>					
09/24/14	11,000	Shs.	288,908.60	263,562.01	25,346.59
<u>Honeywell Int Inc</u>					
06/19/14	700	Shs.	65,490.55	23,904.13	41,586.42
<u>Intel Corp</u>					
06/19/14	2,500	Shs.	74,073.36	54,587.90	19,485.46
<u>International Business Machines Corporation</u>					
01/24/14	1,000	Shs.	189,956.69	91,488.56	98,468.13
06/19/14	250	Shs.	45,563.99	22,872.14	22,691.85
07/22/14	250	Shs.	48,734.72	22,872.14	25,862.58
<u>Kimberly Clark Corp</u>					
09/24/14	2,000	Shs.	213,757.47	130,056.80	83,700.67
<u>Knowles Corp.</u>					
04/21/14	1,250	Shs.	37,636.67	22,888.69	14,747.98
<u>Kraft Foods Group Inc.</u>					
01/24/14	1,941	Shs.	106,753.14	46,165.10	60,588.04
<u>Marathon Oil Corp.</u>					
07/22/14	1,500	Shs.	59,957.72	44,320.35	15,637.37

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Now Inc/De-W/I</u>					
06/19/14	350	Units	\$11,539.25	\$10,172.11	\$1,367.14
<u>Occidental Petroleum Corp</u>					
01/24/14	1,250	Shs.	114,148.01	103,323.00	10,825.01
<u>Taiwan Semiconductor Mfg Co</u>					
09/24/14	7,000	Shs.	144,862.49	130,335.80	14,526.69
<u>Teva Pharmaceuticals Inds Adr</u>					
09/24/14	2,500	Shs.	130,900.86	95,225.00	35,675.86
<u>Travelers Companies Inc. (The)</u>					
01/24/14	1,000	Shs.	86,098.50	83,810.20	2,288.30
<u>Union Pac Corp</u>					
08/18/14	500	Shs.	49,948.89	11,919.85	38,029.04
<u>Wal Mart Stores Inc</u>					
06/19/14	3,000	Shs.	225,175.02	158,315.80	66,859.22
<u>Yahoo Inc.</u>					
08/18/14	2,000	Shs.	<u>71,918.41</u>	<u>70,080.00</u>	<u>1,838.41</u>
TOTAL SCHEDULE A-2			<u>\$5,372,508.09</u>	<u>\$3,870,464.29</u>	<u>\$1,502,043.80</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>			
Astrazeneca PLC 54% Due 06/01/14 06/02/14 \$150,000.00	\$167,955.00	\$150,000.00	\$17,955.00
Boeing Capital Corp. 3.25% Due 10/27/14 06/19/14 \$150,000.00	160,150.50	151,549.50	8,601.00
Goldman Sachs Group Inc 5.5% Due 11/15/14 11/17/14 \$250,000.00	258,540.00	250,000.00	8,540.00
Wachovia Corporation 5.25% Due 08/01/14 08/01/14 \$150,000.00	160,909.50	150,000.00	10,909.50
<u>Stock and Common Funds</u>			
Alcatel-Lucent-Sponsored ADR 08/18/14 20,000 Shs.	74,008.12	63,198.59	10,809.53
Cabot Oil & Gas Corp. Cl A 08/18/14 3,000 Shs.	113,970.00	100,557.77	13,412.23
Family Dlr Stores Inc. 05/21/14 1,600 Shs.	96,487.52	91,713.01	4,774.51
Glaxo Smithkline PLC 09/24/14 4,500 Shs.	238,075.65	214,150.71	23,924.94

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>K L A - Tencor Corp.</u>					
01/24/14	500	Shs.	\$32,304.70	\$31,589.45	\$715.25
<u>Ocwen Financial Corp.</u>					
09/05/14	2,000	Shs.	<u>113,140.00</u>	<u>56,549.95</u>	<u>56,590.05</u>
TOTAL SCHEDULE B-1			<u>\$1,415,540.99</u> =====	<u>\$1,259,308.98</u> =====	<u>\$156,232.01</u> =====

Henry E. Niles Foundation, Inc.

EIN 06-1252486

Attachment to 2014 990PF

Part II Balance Sheet

Line 10b	Corporate Stock		Fair Market Value	Book Value
	6,000	shs. Accenture PLC	\$ 535,860.00	\$ 137,241.39
	1,800	shs. Actavis PLC	\$ 463,338.00	\$ 109,407.06
	1,500	shs. Adobe Systems Inc	\$ 109,050.00	\$ 85,182.30
	1,500	shs. Aflac Inc	\$ 91,635.00	\$ 88,842.60
	625	shs. Amazon.com Inc.	\$ 193,968.75	\$ 122,841.37
	1,200	shs. Aon PLC	\$ 113,796.00	\$ 98,696.40
	6,000	shs. Apple Inc.	\$ 662,280.00	\$ 73,965.60
	4,300	shs. AT&T Inc	\$ 144,437.00	\$ 161,161.63
	1,000	shs. Avago Technologies Ltd	\$ 100,590.00	\$ 71,550.00
	0.0235	shs. BNY Cayman Fund III	\$ 816,858.34	\$ 800,200.00
	114,486	shs. BNY Mellon Emerging Mkts-M	\$ 1,070,439.71	\$ 1,012,052.11
	57,803	shs. BNY Mellon International-M	\$ 658,959.54	\$ 500,000.00
	92,258	shs. BNY Mellon Mid Cap Stock Fund-M	\$ 1,383,862.86	\$ 1,250,000.00
	11,324	shs. BNY Mellon S/C Multi-Strategy Fund	\$ 189,790.19	\$ 131,333.38
	2,500	shs. Bristol Myers Squibb	\$ 147,575.00	\$ 109,250.00
	1,500	shs. Capital One Financial Corp	\$ 123,825.00	\$ 104,220.00
	2,500	shs. Caterpillar Inc.	\$ 228,825.00	\$ 83,846.00
	1,250	shs. Celanese Corp - Ser A	\$ 74,950.00	\$ 69,462.50
	5,000	shs. Centerpoint Energy Inc.	\$ 117,150.00	\$ 120,783.20
	3,350	shs. Chevron Corporation	\$ 375,803.00	\$ 228,642.66
	2,500	shs. Coca Cola Company	\$ 105,550.00	\$ 81,866.37
	3,000	shs. Comcast Corporation New Class A	\$ 174,030.00	\$ 101,759.70
	1,000	shs. Costco Whsl Corp.	\$ 141,750.00	\$ 95,066.90
	2,500	shs. Dover Corp.	\$ 179,300.00	\$ 116,252.31
	15,765	shs. Dreyfus Diversified Em MK-Y	\$ 316,552.83	\$ 300,000.00
	39,931	shs. Dreyfus Floating Rate Inc-Y	\$ 491,146.45	\$ 500,000.00
	47,099	shs. Dreyfus High Yield-I	\$ 303,790.11	\$ 286,216.24
	40,854	shs. Dreyfus International Stock-Y	\$ 592,784.69	\$ 500,000.00
	13,934	shs. Dreyfus/Newton Intern Eqty-Y	\$ 261,962.30	\$ 200,000.00
	8,481	shs. Dreyfus Opportunistic Small Cap Fund	\$ 260,118.86	\$ 275,000.00
	11,089	shs. Dreyfus S&P Midcap Index	\$ 416,935.50	\$ 275,000.00
	12,142	shs. Dreyfus Select Mgr S/C Gr-Y	\$ 290,568.97	\$ 300,000.00
	12,130	shs. Dreyfus Select Mger S/C VI-Y	\$ 275,845.52	\$ 275,000.00
	2,000	shs. Duke Energy Corp.	\$ 167,080.00	\$ 111,750.00
	3,000	shs. DuPont (EI) DeNemours	\$ 221,820.00	\$ 133,501.34
	4,300	shs. Eaton Corp. PLC	\$ 292,228.00	\$ 162,211.78
	2,000	shs. Electronic Arts	\$ 94,030.00	\$ 74,689.00
	4,500	shs. Exxon Mobil Corporation	\$ 416,025.00	\$ 190,702.09
	3,500	shs. FNF Group	\$ 120,575.00	\$ 94,363.72
	6,000	shs. Freeport-McMoran Copper & Gold Inc Cl B	\$ 140,160.00	\$ 78,929.14
	5,600	shs. Gilead Sciences, Inc.	\$ 527,856.00	\$ 129,892.00

Henry E. Niles Foundation, Inc.

EIN 06-1252486

Attachment to 2014 990PF

Part II Balance Sheet

150	shs.	Google Inc - Cl C	\$	78,960.00	\$	85,102.50
200	shs.	Goodle Inc - Cl A	\$	106,132.00	\$	120,523.98
2,000	shs.	Halliburton Co.	\$	78,660.00	\$	72,519.80
5,000	shs.	Home Depot, Inc.	\$	524,850.00	\$	155,645.75
3,000	shs.	Honeywell International, Inc.	\$	299,760.00	\$	102,446.29
3,000	shs.	Ingersoll-Rand PLC	\$	190,170.00	\$	97,900.12
7,500	shs.	Intel Corporation	\$	272,175.00	\$	163,763.70
500	shs.	Intercontinentalexchange Gro	\$	109,645.00	\$	95,795.00
500	shs.	International Business Machines	\$	80,220.00	\$	45,744.27
11,040	shs.	Investco LTD	\$	436,300.80	\$	222,788.30
5,700	shs.	Johnson Controls	\$	275,538.00	\$	169,374.42
1,500	shs.	Marathon Oil Corp.	\$	42,435.00	\$	44,320.35
2,500	shs.	Merck & Co Inc	\$	141,975.00	\$	130,125.00
2,200	shs.	Metlife Inc.	\$	118,998.00	\$	65,171.70
3,000	shs.	Micron Technology Inc.	\$	105,030.00	\$	93,817.40
3,000	shs.	JPMorgan Chase & Co.	\$	187,740.00	\$	153,585.70
5,825	shs.	Mondelez International - W/I	\$	211,593.13	\$	85,426.19
1,400	shs.	National Oilwell Varco Inc.	\$	91,742.00	\$	90,459.89
1,250	shs.	Nucor Corp.	\$	61,312.50	\$	64,462.50
4,700	shs.	Pepsico, Inc.	\$	444,432.00	\$	234,704.58
10,000	shs.	Pfizer, Inc.	\$	311,500.00	\$	218,129.00
3,800	shs.	Philip Morris Intl Inc	\$	309,510.00	\$	184,415.14
3,000	shs.	PNC Financial Services Group	\$	273,690.00	\$	170,917.80
4,650	shs.	Procter & Gamble Company	\$	423,568.50	\$	185,002.89
3,000	shs.	Salesforce.com Inc.	\$	177,930.00	\$	79,974.45
3,100	shs.	Schlumberger Limited	\$	264,771.00	\$	202,038.78
2,000	shs.	Seagate Technology	\$	133,000.00	\$	124,600.00
2,000	shs.	Sempra Energy	\$	222,720.00	\$	105,256.00
2,000	shs.	Servicenow Inc.	\$	135,700.00	\$	106,764.20
1,250	shs.	Shire PLC	\$	265,675.00	\$	111,456.37
4,380	shs.	State St Corp	\$	343,830.00	\$	195,358.51
3,000	shs.	Southwestern Energy Co	\$	81,870.00	\$	103,240.50
1,500	shs.	T E Connectivity Ltd	\$	94,875.00	\$	92,356.60
51,900	shs.	TCW Emerging Markets Income Fund	\$	418,311.80	\$	450,000.00
1,200	shs.	Time Warner Inc.	\$	102,504.00	\$	93,692.16
2,500	shs.	Union Pac Corp	\$	297,825.00	\$	59,599.25
2,500	shs.	United Technologies Corporation	\$	287,500.00	\$	43,476.57
7,540	shs.	Valero Energy Corp	\$	373,230.00	\$	25,215.64
5,200	shs.	Verizon Communications	\$	243,256.00	\$	189,004.05
7,500	shs.	Walt Disney Co	\$	706,425.00	\$	223,314.75
8,500	shs.	Wells Fargo & Co.	\$	465,970.00	\$	234,203.08
2,500	shs.	Yum! Brands Inc.	\$	182,125.00	\$	123,942.50
			\$	23,366,557.35	\$	15,256,514.47

Henry E. Niles Foundation, Inc.

EIN 06-1252486

Attachment to 2014 990PF

Part II Balance Sheet

Line 10c	Corporate Bonds	Fair Market Value	Book Value
	\$150,000 Apple Inc.	\$ 157,089.00	\$ 152,517.00
	\$50,000 Bank of America Corp	\$ 52,060.00	\$ 55,019.55
	\$250,000 Barclays Bank PLC	\$ 266,400.00	\$ 259,722.50
	\$200,000 Berkshire Hathaway Inc.	\$ 208,244.00	\$ 216,394.00
	\$250,000 Blackrock Inc	\$ 280,072.50	\$ 280,352.00
	\$200,000 Chevron Corp.	\$ 193,944.00	\$ 197,762.00
	\$200,000 Cisco Systems Inc	\$ 220,184.00	\$ 199,392.00
	\$150,000 Comcast Corp.	\$ 152,430.00	\$ 151,674.00
	\$250,000 Conocophilips	\$ 284,195.00	\$ 294,712.50
	\$250,000 Credit Suisse Fb USA	\$ 256,627.50	\$ 274,412.50
	\$150,000 Deutsche Bank	\$ 151,059.00	\$ 156,184.50
	\$200,000 Ebay Inc.	\$ 189,788.00	\$ 193,030.00
	\$200,000 General Electric Cap Cor.	\$ 222,918.00	\$ 224,332.00
	\$200,000 Glaxosmithkline Cap	\$ 197,482.00	\$ 200,570.00
	\$150,000 Intel Corp.	\$ 149,107.50	\$ 145,828.50
	\$200,000 JPMorgan Chase & Co.	\$ 220,120.00	\$ 224,786.00
	\$200,000 Lloyds Tsb Bank PLC	\$ 211,516.00	\$ 221,536.00
	\$250,000 Merrill Lynch & Company	\$ 258,085.00	\$ 246,662.50
	\$200,000 Occidental Petroleum	\$ 197,866.00	\$ 203,256.00
	\$200,000 Oracle Corp	\$ 226,092.00	\$ 220,374.00
	\$250,000 Philip Morris Intl	\$ 274,377.50	\$ 272,725.00
	\$200,000 Rabobank Nederland	\$ 208,638.00	\$ 215,456.00
	\$200,000 Shell International	\$ 203,734.00	\$ 201,074.00
	\$150,000 State Street Corp.	\$ 157,599.00	\$ 155,457.00
	\$150,000 US Bancorp	\$ 157,683.00	\$ 155,389.50
	\$200,000 Wells Fargo & Company	\$ 209,916.00	\$ 208,144.00
		<u>\$ 5,307,227.00</u>	<u>\$ 5,326,763.05</u>

Henry E. Niles Foundation, Inc.

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Part II Balance Sheet

Line		Fair Market Value	Book Value
13	Other Investments - Partnership Interests		
	Cambridge Drilling 87-I	unknown	\$ -
	Cambridge Drilling 87-II	unknown	\$ -
	Chestnut Mansion Associates	unknown	\$ -
	Cloverleaf Associates LP III	unknown	\$ -
	Country Estates Assoc. Ltd. Partnership	unknown	\$ -
	Stratford Income Properties LPI	unknown	\$ -
	Waterford Shores Assoc. LP	unknown	\$ -

Henry E. Niles Foundation, Inc.
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Part II Balance Sheet

	Fair Market Value	Book Value
U.S. and State Government Obligations	\$ -	\$ -
Corporate Stock	\$ 23,366,557.35	\$ 15,256,514.47
Corporate Bonds	\$ 5,307,227.00	\$ 5,326,763.05
Cash	\$ 2,200,603.37	\$ 2,200,603.37
	<u>\$ 30,874,387.72</u>	<u>\$ 22,783,880.89</u>

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>
A Better Chance 253 W. 35th Street, 6th Floor New York, NY 10001		
12/10/14 Cash		
College Preparatory Schools Program	\$2,500.00	\$2,500.00
Total Distributions		
A Better Chance 253 W. 35th Street, 6th Floor New York, NY 10001	\$2,500.00 =====	\$2,500.00 =====
 A Better Chance in Darien PO Box 3204 Darien, CT 06820		
11/12/14 Cash		
General Purposes	\$5,000.00	\$5,000.00
Total Distributions		
A Better Chance in Darien PO Box 3204 Darien, CT 06820	\$5,000.00 =====	\$5,000.00 =====
 Ability Beyond Disability 4 Berkshire Blvd Bethel, CT 06801		
06/17/14 Cash		
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 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Alzheimer's Association, NY City Chapter 360 Lexington Avenue, 4th Floor New York, NY 10017		
11/12/14 Cash		
Dementia Care Training for Professional Caregivers	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Alzheimer's Association, NY City Chapter 360 Lexington Avenue, 4th Floor New York, NY 10017	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 American Friends of Oxford 190 Madison Avenue, 13th Floor New York, NY 10016		
03/11/14 Cash		
To provide flexible accommodation a the Norham Manor Campus (3 of 3)	<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> =====
 American School for the Deaf 139 North Main Street West Hartford, CT 06107-1269		
02/07/14 Cash		
Literacy Inititive	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
American School for the Deaf 139 North Main Street West Hartford, CT 06107-1269	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Americares 88 Hamilton Avenue Stamford, CT 06902 <u>09/12/14 Cash</u> Emergency Response Program 1 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> =====
Arts for the Aging 6917 Arlington Road, Suite 352 Bethesda, MD 20814 <u>02/07/14 Cash</u> Teaching Artist Institute	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Arts for the Aging 6917 Arlington Road, Suite 352 Bethesda, MD 20814	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Beacon House P.O.Box 29629 Washington, DC 20017 <u>12/10/14 Cash</u> Youth Development	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions Beacon House P.O.Box 29629 Washington, DC 20017	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Beat the Streets Wrestling 145 Thompson Street New York, NY 10012		
07/17/14 Cash		
Top of the Podium Camp	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Beat the Streets Wrestling 145 Thompson Street New York, NY 10012	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Behind the Book 171 W. 23rd Street 4C New York, NY 10011		
09/12/14 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> =====
Bethany House of Nassau County 102 Whitehouse Avenue Rooseverlt, NY 11575		
03/11/14 Cash		
Solutions & Strategies	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Bethany House of Nassau County 102 Whitehouse Avenue Rooseverlt, NY 11575	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Bikes Not Bombs 284 Amory Street Jamaica Plain, MA 02130 <u>07/17/14 Cash</u> Ability Bikes Cooperative: Empowerment for the Physical Challenged in Ghana	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Bikes Not Bombs 284 Amory Street Jamaica Plain, MA 02130	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Billings Forge Community Works 140 Russ Street, Suite S101 Hartford, CT 06106 <u>06/17/14 Cash</u> 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> =====
 Bowery Mission 132 Madison Avenue New York, NY 10016 <u>07/17/14 Cash</u> A New Beginning for Women in Crisis (3 of 3)	 <u>\$50,000.00</u>	 <u>\$50,000.00</u>
Total Distributions Bowery Mission 132 Madison Avenue New York, NY 10016	 <u>\$50,000.00</u> =====	 <u>\$50,000.00</u> =====

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		
02/07/14 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 Clubs of Philadelphia 1518 Walnut Street, Suite 712 Philadelphia, PA 19102		
11/12/14 Cash		
Call to Action Literacy Initiative	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Boys & Girls Clubs of Philadelphia 1518 Walnut Street, Suite 712 Philadelphia, PA 19102	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Bridges to Community 95 Croton Avenue Ossining, NY 10562		
05/09/14 Cash		
Piedra Menuda Health Center	<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>
Build Greater Boston 6 Beacon Street, Suite 415 Boston, MA 02108 <u>04/15/14</u> Cash Boston Youth Enrepreneurship Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Build Greater Boston 6 Beacon Street, Suite 415 Boston, MA 02108	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Building Goodness Foundation P.O. Box 4325 Charlotte, VA 22905 <u>07/17/14</u> Cash Goals Community Education Center	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Building Goodness Foundation P.O. Box 4325 Charlotte, VA 22905	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Camp Patriot P.O. Box 627 Libby, MT 59923 <u>09/12/14</u> Cash Outdoor Recreational Therapy	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Career Gear 120 Broadway, 36th Floor New York, NY 10271		
09/12/14 Cash		
Mast Program (2 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> =====
Cathedral Soup Kitchen 1514 Federal Street Camden, NJ 08105 Camden, NJ 08102		
07/17/14 Cash		
Culinary Arts Training Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Cathedral Soup Kitchen 1514 Federal Street Camden, NJ 08105 Camden, NJ 08102	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Catholic Charities Archdiocese Hartford 839-841 Asylum Avenue Hartford, CT 06105		
07/17/14 Cash		
Hispanic Child Guidance Clinic	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Catholic Charities Archdiocese Hartford 839-841 Asylum Avenue Hartford, CT 06105	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
CFY-NYC 520 8th Avenue, 10th Floor New York, NY 10018		
05/09/14 Cash		
Stop Summer Slide Initiative	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
CFY-NYC 520 8th Avenue, 10th Floor New York, NY 10018	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Children of Fallen Patriots Foundation 419 Third Street North Jacksonville Beach, FL 32250		
12/10/14 Cash		
Scholarship Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Children of Fallen Patriots Foundation 419 Third Street North Jacksonville Beach, FL 32250	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Children of Vietnam 1918 Browns Gap Turnpike Charlottesville, VA 22901		
02/07/14 Cash		
Hope System of Care for Children with Disabilities (2 of 3)	<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>
Common Ground High School 358 Springside Avenue New Haven, CT 06515		
09/12/14 Cash		
Real Learning, Real Work, Real Leadership: Green Jobs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Common Ground High School 358 Springside Avenue New Haven, CT 06515	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Common Hope 550 Vandalia Street PO Box 8228 St Paul, MN 55114		
11/12/14 Cash		
Health Care Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Common Hope 550 Vandalia Street PO Box 8228 St Paul, MN 55114	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Community Food Bank of New Jersey 31 Evans Terminal Road Hillside, NJ 07205		
12/10/14 Cash		
General Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Community Food Bank of New Jersey 31 Evans Terminal Road Hillside, NJ 07205	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Community Word Project 42 Broadway, 18th Floor New York, NY 10004		
02/07/14 Cash		
Multidisciplinary Classroom Arts Residency Program	<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> =====
Connecticut Friends of Bosnia 65 Perkins Road Greenwich, CT 06830		
10/14/14 Cash		
Humanitarian Assistance & Scholarship & Leadership 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> =====
Covenant House New Jersey 330 Washington Street Newark, NJ 07102		
09/12/14 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		
12/10/14 Cash		
General Support	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Floor New York, NY 10016	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
CSH 77 Buckingham Street, 2nd Floor Hartford, CT 06106		
11/12/14 Cash		
Connecticut Collaborative Pilot Program	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
CSH 77 Buckingham Street, 2nd Floor Hartford, CT 06106	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
CURE International 701 Bosler Avenue Lemoyne, PA 17033		
07/17/14 Cash		
Hydrocephalus Surgeries at Cure Hospital Uganda (1 of 2)	<u>\$25,000.00</u>	<u>\$25,000.00</u>
Total Distributions		
CURE International 701 Bosler Avenue Lemoyne, PA 17033	<u>\$25,000.00</u> =====	<u>\$25,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Discovery Museum & Planetarium 4450 Park Avenue Bridgeport, CT 06604		
04/15/14 Cash		
Stem Accelerators: Future Innovators	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Discovery Museum & Planetarium 4450 Park Avenue Bridgeport, CT 06604	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
East Meets West Foundation PO Box 29292 Oakland, CA 94604		
09/12/14 Cash		
Breath of Life in the Philippines (1 of 2)	<u>\$37,500.00</u>	<u>\$37,500.00</u>
Total Distributions		
East Meets West Foundation PO Box 29292 Oakland, CA 94604	<u>\$37,500.00</u> =====	<u>\$37,500.00</u> =====
EcoLogic Development Fund 25 Mt. Auburn Street, Suite 203 Cambridge, MA 02138		
10/14/14 Cash		
Nurturing People & the Planet	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
EcoLogic Development Fund 25 Mt. Auburn Street, Suite 203 Cambridge, MA 02138	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Edge of Seven 1031 33rd Street Denver, CO 80205 <u>12/10/14 Cash</u> Expanding Education for Students in Jalapa, Nicaragua	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Edge of Seven 1031 33rd Street Denver, CO 80205	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168 <u>02/07/14 Cash</u> New York City Partner School Program	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions Education Through Music 122 East 42nd Street Room 1501 New York, NY 10168	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
El Porvenir 48 Clifford Terrace San Francisco, CA 94117 <u>12/10/14 Cash</u> Water, Sanitation, Hygiene & Water Shed Protection in Rural Leon, Nicaragua (1 of 3)	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions El Porvenir 48 Clifford Terrace San Francisco, CA 94117	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Elizabeth Coalition to House the Homeless 118 Division Street Elizabeth, NJ 07201		
04/15/14 Cash		
Bernice's Place: An Education & Enrichment Program for Homeless Children	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Elizabeth Coalition to House the Homeless 118 Division Street Elizabeth, NJ 07201	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Episcopal Relief & Development 815 Second Avenue New York, NY 10017		
02/07/14 Cash		
Zambia Early Childhood Development Program (1 of 2)	\$50,000.00	\$50,000.00
12/10/14 Cash		
General Support	<u>7,500.00</u>	<u>7,500.00</u>
Total Distributions		
Episcopal Relief & Development 815 Second Avenue New York, NY 10017	<u>\$57,500.00</u> =====	<u>\$57,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Esperanza Academy 198 Garden Street <u>Lawrence, MA 01840</u> 04/15/14 Cash 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> =====
Everybody Wins! Vermont P.O. Box 34 <u>Montpelier, VT 05601</u> 07/17/14 Cash Power Lunch & Capacity Building	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Everybody Wins! Vermont P.O. Box 34 Montpelier, VT 05601	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Exalt Youth 175 Remsen Street, Suite 1000 <u>Brooklyn, NY 11201</u> 09/12/14 Cash 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432		
12/10/14 Cash		
General Support	<u>\$4,000.00</u>	<u>\$4,000.00</u>
Total Distributions		
Fairfield County Tres Dias 438 Wheeler Park Avenue Fairfield, CT 06432	<u>\$4,000.00</u> =====	<u>\$4,000.00</u> =====
Families In Transition 122 Market Street Manchester, NH 03101		
11/12/14 Cash		
The Hollows Community Garden & Learning Center	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Families In Transition 122 Market Street Manchester, NH 03101	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Family Health International (a/k/a FHI Development 360 LLC) 2224 E. NC Hwy 54 Durham, NC 27713		
09/12/14 Cash		
Mobile Health Information System (renewal)	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Family Service 430 North Canal Street Lawrence, MA 01840		
04/15/14 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> =====
FISH Food Banks of Gig Harbor P.O. Box 154 Gig Harbor, WA 98335		
12/10/14 Cash		
General Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
FISH Food Banks of Gig Harbor P.O. Box 154 Gig Harbor, WA 98335	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906		
12/10/14 Cash		
General Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805		
12/10/14 Cash		
Food Pantry Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Food Bank Network of Somerset County PO Box 149 Bound Brook, NJ 08805	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Gallatin Valley Food Bank 602 Bond Street Bozeman, MT 59715		
12/10/14 Cash		
General Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Gallatin Valley Food Bank 602 Bond Street Bozeman, MT 59715	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Global Soap Project 6899 Peachtree Industrial Blvd Suite B Norcross, GA 30092		
07/17/14 Cash		
Soap Collection, Reprocessing & Distribution	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Global Soap Project 6899 Peachtree Industrial Blvd Suite B Norcross, GA 30092	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Grace Christian School 602 High Ridge Road Stamford, CT 06905		
12/10/14 Cash		
General Support	<u>\$4,000.00</u>	<u>\$4,000.00</u>
Total Distributions		
Grace Christian School 602 High Ridge Road Stamford, CT 06905	<u>\$4,000.00</u> =====	<u>\$4,000.00</u> =====
HABcore P.O. Box 2361 Red Bank, NJ 07701		
10/14/14 Cash		
Supportive Services Program Expansion	<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> =====
Habitat for Humanity of Greater Lowell 124 Main Street Westford, MA 01886		
02/07/14 Cash		
Transforming Neighborhoods, Transforming Lives	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Habitat for Humanity of Greater Lowell 124 Main Street Westford, MA 01886	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Harlem Lacrosse and Leadership 2581 Adam Clayton Powell Blvd. New York, NY 10039		
07/17/14 Cash		
Travel Programming	\$5,000.00	\$5,000.00
Total Distributions		
Harlem Lacrosse and Leadership 2581 Adam Clayton Powell Blvd. New York, NY 10039	\$5,000.00 =====	\$5,000.00 =====
 Hartford Youth Scholars 201 Ann Street, 5th Floor Hartford, CT 06103		
03/11/14 Cash		
Steppingstone Academy Hartford 2014: One Scholar	\$3,000.00	\$3,000.00
Total Distributions		
Hartford Youth Scholars 201 Ann Street, 5th Floor Hartford, CT 06103	\$3,000.00 =====	\$3,000.00 =====
 Hear ME Now P.O. Box 896 Portland, ME 04104		
02/07/14 Cash		
Adult Auditory-Oral Rehabilitation	\$2,500.00	\$2,500.00
Total Distributions		
Hear ME Now P.O. Box 896 Portland, ME 04104	\$2,500.00 =====	\$2,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Hearing & Speech Center of Rochester 1000 Elmwood Avenue Rochester, NY 14620		
06/17/14 Cash		
Summer Services Outreach	<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		
09/12/14 Cash		
Childsight Vietnam (2 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> =====
 Higher Edge (fka College Access Program) 35 Redden Avenue New London, CT 06320		
10/14/14 Cash		
College Access Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Higher Edge (fka College Access Program) 35 Redden Avenue New London, CT 06320	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Home Share Now 115 North Main Street Barre, VT 05641		
04/15/14 Cash		
Less House, More Home	<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 Institute of Uganda 1260 Milton Avenue, Suite 170 Janesville, WI 53545		
04/15/14 Cash		
Shipping Containers to Uganda	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Hope Institute of Uganda 1260 Milton Avenue, Suite 170 Janesville, WI 53545	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
The HOPE Program 1 Smith Street, 4th Floor Brooklyn, NY 11201		
12/10/14 Cash		
Uplifting New Yorkers through Training, Jobs & Career Growth in Retail	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
The HOPE Program 1 Smith Street, 4th Floor Brooklyn, NY 11201	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Horrace Bushnell Memorial Hall Corp. 166 Capitol Avenue Hartford, CT 06106		
11/12/14 Cash		
Partners	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Horrace Bushnell Memorial Hall Corp. 166 Capitol Avenue Hartford, CT 06106	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Horseneck Foundation P.O. Box 673 Riverside, CT 06838		
12/10/14 Cash		
General Support	<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		
10/14/14 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Innovations for Poverty Action 101 Whitney Avenue New Haven, CT 06510		
07/17/14 Cash		
Making Evidence Have Influence (3 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> =====
Inspirica 141 Franklin Street Stamford, CT 06901		
02/07/14 Cash		
Jumpstart Career Services Programs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Inspirica 141 Franklin Street Stamford, CT 06901	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Interfaith Caregivers of Greater Mercer County 3635 Quakerbridge Road, Suite 16 Hamilton, NJ 08619		
12/10/14 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845		
10/14/14 Cash		
General Purposes (3 of 3)	\$100,000.00	\$100,000.00
Total Distributions		
International Medical Equipment Collaborative 1600 Osgood Street North Andover, MA 01845	\$100,000.00 =====	\$100,000.00 =====
International Society for Infectious Diseases 9 Babcock Street Brookline, MA 02446		
12/10/14 Cash		
Emergency Aid to Support CDC Ebola Safety Training for Health Workers	\$10,000.00	\$10,000.00
Total Distributions		
International Society for Infectious Diseases 9 Babcock Street Brookline, MA 02446	\$10,000.00 =====	\$10,000.00 =====
Intervarsity of Southern Connecticut 160 Wade Street Bridgeport, CT 06604		
12/10/14 Cash		
Andrew Ober's Missionary Work	\$3,000.00	\$3,000.00
Total Distributions		
Intervarsity of Southern Connecticut 160 Wade Street Bridgeport, CT 06604	\$3,000.00 =====	\$3,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Island Institute 386 Main Street Rockland, ME 04841 <u>12/10/14 Cash</u> Teaching & Learning Collaborative	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Island Institute 386 Main Street Rockland, ME 04841	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Jacob A Riis Neighborhood Settlement 10-25 41st Street Long Island City, NY 11101 <u>10/14/14 Cash</u> General Operating Support	<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> =====
Jill's House 9011 Leesburg Pike Vienna, VA 22182 <u>10/14/14 Cash</u> Expanding Weekends to Serve More Children w/Disabilities	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Kids in Crisis 1 Salem Street Cos Cob, CT 06807 <u>12/10/14 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> =====
Lawrence Community Works 168 Newbury Street Lawrence, MA 01841 <u>09/12/14 Cash</u> Movement City Youth Network	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions Lawrence Community Works 168 Newbury Street Lawrence, MA 01841	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
LifeNet International 3815 Silver Star Road Orlando, FL 32808 <u>07/17/14 Cash</u> Funding to Establish a New Clinic	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions LifeNet International 3815 Silver Star Road Orlando, FL 32808	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
MAB Community Services 200 Ivy Street Brookline, MA 02446		
09/12/14 Cash		
Capital Project	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
MAB Community Services 200 Ivy Street Brookline, MA 02446	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118		
06/17/14 Cash		
Be Great: Graduate	<u>\$4,000.00</u>	<u>\$4,000.00</u>
Total Distributions		
Madison Square Boys & Girls Club 350 Fifth Avenue, Suite 912 New York, NY 10118	<u>\$4,000.00</u> =====	<u>\$4,000.00</u> =====
Malta House Care Foundation 19 Woodland Street, Suite 37 Hartford, CT 06105		
11/12/14 Cash		
Arms Against Infection	<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		
02/07/14 Cash		
Adult Skill Development & Leisure Program	<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		
12/10/14 Cash		
Champs CT	<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		
09/12/14 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)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Mayor's Youth Service Bureau, City of Stamford 888 Washington Blvd, 6th Floor Stamford, CT 06901		
04/15/14 Cash		
Youth Employment Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Mayor's Youth Service Bureau, City of Stamford 888 Washington Blvd, 6th Floor Stamford, CT 06901	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Meals on Wheels of Greenwich 89 Maple Avenue Greenwich, CT 06830		
03/11/14 Cash		
Daily Meal Delivery to the Homebound	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Meals on Wheels of Greenwich 89 Maple Avenue Greenwich, CT 06830	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114		
02/07/14 Cash		
Jumpstart to Jobs Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
12/10/14 Cash		
Jumpstart to Jobs	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions		
Mercy Housing and Shelter 211 Wethersfield Avenue Hartford, CT 06114	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Mission: Restore 120 East 87th Street New York, NY 10128		
02/07/14 Cash		
Reconstructive Surgical Program to Aid Victims of Trauma in Haiti & Tanzania	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Mission: Restore 120 East 87th Street New York, NY 10128	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Monadnock Area Food Bank P.O. Box 656 Peterborough, NH 03458		
12/10/14 Cash		
General Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Monadnock Area Food Bank P.O. Box 656 Peterborough, NH 03458	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Navigate Cancer Foundation 5448 Apex Peakway #328 Apex, NC 27502-3924		
07/17/14 Cash		
Improve Health Outcomes in Cancer Care w/a New Model of Patient Advocacy	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Navigate Cancer Foundation 5448 Apex Peakway #328 Apex, NC 27502-3924	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830		
12/10/14 Cash General Support	\$2,500.00	\$2,500.00
12/12/14 Cash General Support	<u>2,500.00</u>	<u>2,500.00</u>
Total Distributions Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	\$5,000.00 =====	\$5,000.00 =====
Neighborhood Trust Financial Partners 1112 St. Nicholas Avenue, 4th Floor New York, NY 10032		
06/17/14 Cash Financial Counseling for Low- Income New Yorkers	\$10,000.00	\$10,000.00
Total Distributions Neighborhood Trust Financial Partners 1112 St. Nicholas Avenue, 4th Floor New York, NY 10032	\$10,000.00 =====	\$10,000.00 =====
New England Aquarium Corporation Central Wharf Boston, MA 02110		
10/14/14 Cash Communities Connecting to the Oceans: Challenge Grant	\$5,000.00	\$5,000.00
Total Distributions New England Aquarium Corporation Central Wharf Boston, MA 02110	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
New England Center for Homeless Veterans 17 Court Street Boston, MA 02108		
04/15/14 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		
07/17/14 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> =====
 New York City Rescue Mission 90 Lafayette Street New York, NY 10013		
10/14/14 Cash		
Emergency Shelter for Homeless Women in NYC	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
NFTE, Fairchester Chapter 70 West Red Oak Lane White Plains, NY 10604		
10/14/14 Cash		
Youth Entrepreneurship & Career Awareness (2 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> =====
 Open Hearth P.O. Box 1077 Hartford, CT 06143-1077		
09/12/14 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> =====
 ORBIS 520 8th Avenue, 11th Floor New York, NY 10018		
05/09/14 Cash		
In Memory of Tom Knight	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
ORBIS 520 8th Avenue, 11th Floor New York, NY 10018	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Orchestra of St. Luke's 330 West 42nd Street, 9th Floor New York, NY 10036		
<u>04/15/14</u> Cash		
Arts Education Programs	<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		
<u>12/10/14</u> Cash		
General Support	<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> =====
 Pivot Ministries 485 Jane Street Bridgeport, CT 06608		
<u>12/10/14</u> Cash		
General Support	<u>\$4,000.00</u>	<u>\$4,000.00</u>
 <u>12/10/14</u> Cash		
Food Pantry	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions Pivot Ministries 485 Jane Street Bridgeport, CT 06608	<u>\$9,000.00</u> =====	<u>\$9,000.00</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		
10/14/14 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> =====
Possible Project (The) 955 Massachusetts Avenue, 3rd Floor Cambridge, MA 02139		
02/07/14 Cash		
Youth Entrepreneurship Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Possible Project (The) 955 Massachusetts Avenue, 3rd Floor Cambridge, MA 02139	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Project SEED 10 Timberline Drive Voorhees, NJ 08043		
02/07/14 Cash		
Bringing Math Success to Low-Income Schools	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Project SEED 10 Timberline Drive Voorhees, NJ 08043	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Providence - St Mel School 119 S Central Park Boulevard Chicago, IL 60624		
07/17/14 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		
02/07/14 Cash		
Medication Distribution Project	<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> =====
 Reading Partners 600 New Hampshire Avenue NW Washington, DC 20037		
04/15/14 Cash		
One-on-One Literacy Tutoring for DC's Low Income Elementary Schools	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Reading Partners 600 New Hampshire Avenue NW Washington, DC 20037	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value ,</u>	<u>Distribution Value</u>
Reading Team 2090 Adam Clayton Powell Jr. Suite 100 New York, NY 10027		
02/07/14 Cash		
PS 36	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Reading Team 2090 Adam Clayton Powell Jr. Suite 100 New York, NY 10027	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001		
04/15/14 Cash		
Homeless Youth Educational Advancement Programming	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Reciprocity Foundation 244 Fifth Avenue, Suite 2671 New York, NY 10001	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
ReSurge Internation (f/k/a Interplast) 857 Maude Avenue Mountain View, CA 94043		
05/09/14 Cash		
Visting Educators-Burn Care Training in India	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
ReSurge Internation (f/k/a Interplast) 857 Maude Avenue Mountain View, CA 94043	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Retrak America 1133 19th Street NW, Suite 1027 Washington, DC 20036		
11/12/14 Cash		
Care & Protection of Street Children in Addis, Ababa, Ethiopia	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Retrak America 1133 19th Street NW, Suite 1027 Washington, DC 20036	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Ridgefield Visiting Nurse Association 90 East Ridge Ridgefield, CT 06877		
11/12/14 Cash		
Campaign for Tomorrow	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Ridgefield Visiting Nurse Association 90 East Ridge Ridgefield, CT 06877	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Rochester Rehabilitation Services 1000 Elmwood Avenue Rochester, NY 14620		
07/17/14 Cash		
Onesource Solutions Workforce Academy 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Row New York 10-27 46th Avenue, Suite 101 <u>Long Island City, NY 11101</u> 07/17/14 Cash		
Recruitment & Training of Academic Support Tutors	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Row New York 10-27 46th Avenue, Suite 101 Long Island City, NY 11101	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
SAGE Eldercare 290 Broad Street <u>Summit, NJ 07901</u> 06/17/14 Cash		
Spend-A-Day Adult Day Health Center	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
SAGE Eldercare 290 Broad Street Summit, NJ 07901	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
Salisbury School 251 Canaan Road <u>Salisbury, CT 06068</u> 12/10/14 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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Salvation Army - Southern New England Division 855 Asylum Avenue Hartford, CT 06105		
03/11/14 Cash		
Emergency Disaster Serv. Program Enhancement Initiative (1 of 3)	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Salvation Army - Southern New England Division 855 Asylum Avenue Hartford, CT 06105	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029		
06/17/14 Cash		
Reach for the Stars Program	<u>\$7,000.00</u>	<u>\$7,000.00</u>
Total Distributions		
SCAN New York 345 102nd Street, 3rd Floor New York, NY 10029	<u>\$7,000.00</u> =====	<u>\$7,000.00</u> =====
Shared Housing of New Orleans P.O. Box 15316 New Orleans, LA 70175		
05/09/14 Cash		
Helping Elderly Homeowners Remain in their homes	<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> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Sightsavers International PO Box 293 Washington, DC 20004		
10/14/14 Cash		
Ghana Neglected Trop Disease Elimination Prog, Oncho. & Lymph. Filaria.	\$10,000.00	\$10,000.00
Total Distributions		
Sightsavers International PO Box 293 Washington, DC 20004	\$10,000.00 =====	\$10,000.00 =====
 Solomon R. Guggenheim Foundation 345 Hudson Street, 12th Floor New York, NY 10014		
12/10/14 Cash		
Learning Through Art	\$2,500.00	\$2,500.00
Total Distributions		
Solomon R. Guggenheim Foundation 345 Hudson Street, 12th Floor New York, NY 10014	\$2,500.00 =====	\$2,500.00 =====
 Spark Program 1501 Cherry Street Philadelphia, PA 19102		
12/10/14 Cash		
Workplace Apprenticeships & Leadership Curriculum	\$5,000.00	\$5,000.00
Total Distributions		
Spark Program 1501 Cherry Street Philadelphia, PA 19102	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10005		
<u>07/17/14</u> Cash		
Scholarship 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> =====
 St. John's Church PO Box 200147 Newark, NJ 07102-0303		
<u>12/10/14</u> Cash		
Feed the Homeless	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. John's Church PO Box 200147 Newark, NJ 07102-0303	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 St. Peter's By-The-Sea Episcopal Church 500 South Country Road Bay Shore, NY 11706		
<u>10/14/14</u> Cash		
Repair of Leaking Flat Roof	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
St. Peter's By-The-Sea Episcopal Church 500 South Country Road Bay Shore, NY 11706	<u>\$20,000.00</u> =====	<u>\$20,000.00</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		
<u>02/07/14</u> Cash		
Meals & Community Assistance Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
St. Vincent De Paul Middletown 617 Main Street P.O. Box 398 Middletown, CT 06457	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Star Kids Scholarship Program P.O. Box 6214 Middletown, RI 02842		
<u>12/10/14</u> Cash		
Educational Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Star Kids Scholarship Program P.O. Box 6214 Middletown, RI 02842	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Starfish Food Pantry 631 East Front Street Plainfield, NJ 07060		
<u>12/10/14</u> Cash		
General Operations	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Starfish Food Pantry 631 East Front Street Plainfield, NJ 07060	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
STEPS, Inc. P.O. Box 1907 <u>Groton, CT 06340</u> 12/10/14 Cash Girl's Empowerment	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions STEPS, Inc. P.O. Box 1907 Groton, CT 06340	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Surgical Eye Expeditions International 6950 Hollister Ave., Suite 250 <u>Santa Barbara, CA 93117-2807</u> 12/10/14 Cash Diabetic Retinopathy Program	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
Total Distributions Surgical Eye Expeditions International 6950 Hollister Ave., Suite 250 Santa Barbara, CA 93117-2807	 <u>\$10,000.00</u> =====	 <u>\$10,000.00</u> =====
 Teaching Matters 475 Riverside Drive Suite 1270 <u>New York, NY 10115</u> 02/07/14 Cash Teaching for Impact	 <u>\$10,000.00</u>	 <u>\$10,000.00</u>
Total Distributions Teaching Matters 475 Riverside Drive Suite 1270 New York, NY 10115	 <u>\$10,000.00</u> =====	 <u>\$10,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210		
02/07/14 Cash Connections 2013	\$5,000.00	\$5,000.00
12/10/14 Cash Connections	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions Thompson Island Outward Bound Education Center Inc 11 Drydock Avenue Boston, MA 02210	\$10,000.00 =====	\$10,000.00 =====
Third Sector New England 115 Greenough Street Brookline, MA 02445		
11/12/14 Cash Elementary to College Success	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Third Sector New England 115 Greenough Street Brookline, MA 02445	\$5,000.00 =====	\$5,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Thrive DC 1525 Newton Street NW Washington, DC 20010		
10/14/14 Cash		
Real Opportunity Employment Training Program & Employment Services	<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> =====
Trek Medics International 375 South End Avenue, #35R New York, NY 10280		
04/15/14 Cash		
Text Message-Based Emergency Medical Dispatch	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Trek Medics International 375 South End Avenue, #35R New York, NY 10280	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
United Community Ministries 7511 Fordson Road Alexandria, VA 22306-2225		
10/14/14 Cash		
Work Center Program Support	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
United Community Ministries 7511 Fordson Road Alexandria, VA 22306-2225	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Michigan Law School 625 South State Street Ann Arbor, MI 48109-1215		
12/10/14 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> =====
University of Pennsylvania PO Box 41790 Philadelphia, PA 19162		
12/10/14 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> =====
UPMC Horizon Community Health Foundation 1599 North Hermitage Road Hermitage, PA 16148		
07/17/14 Cash		
Medical Equipment Recycling	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
UPMC Horizon Community Health Foundation 1599 North Hermitage Road Hermitage, PA 16148	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
(UCAP) Urban Collaborative Accelerated Program 75 Carpenter Street Providence, RI 02903		
11/12/14 Cash		
Engineered for Fun	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
(UCAP) Urban Collaborative Accelerated Program 75 Carpenter Street Providence, RI 02903	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001		
07/17/14 Cash		
Ensuring Access to Affordable Eyeglasses	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Vision Spring 322 Eighth Avenue, Suite 12A-02 New York, NY 10001	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
 Visiting Nurse & Health Services of Connecticut 8 Keynote Drive Vernon, CT 06066		
09/12/14 Cash		
Telehealth	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Visiting Nurse & Health Services of Connecticut 8 Keynote Drive Vernon, CT 06066	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Volunteers of America of Pennsylvania 1650 Main Street Pittsburgh, PA 15215		
02/07/14 Cash		
Working Order	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Volunteers of America of Pennsylvania 1650 Main Street Pittsburgh, PA 15215	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890		
10/14/14 Cash		
Smilow-Burroughs Clubhouse Diplomas to Decrees Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Wakeman Boys & Girls Club 385 Center Street Southport, CT 06890	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
Walking Shield American Indian Society 22541 Aspan Street, Suite E Lake Forest, CA 92630		
03/11/14 Cash		
Comprehensive Care for Impoverished American Indians	<u>\$40,000.00</u>	<u>\$40,000.00</u>
Total Distributions		
Walking Shield American Indian Society 22541 Aspan Street, Suite E Lake Forest, CA 92630	<u>\$40,000.00</u> =====	<u>\$40,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Water for People 6666 West Quincy Avenue Denver, CO 80235		
05/09/14 Cash		
Honduras Water & Sanitation (2 of 2)	\$40,000.00	\$40,000.00
Total Distributions		
Water for People 6666 West Quincy Avenue Denver, CO 80235	\$40,000.00 =====	\$40,000.00 =====
Wings of Hope 18370 Wings of Hope Blvd. St. Louis, MO 63005		
04/15/14 Cash		
Buses for Burma: Innovative Mobile Medical Units for the Rural Poor	\$10,000.00	\$10,000.00
Total Distributions		
Wings of Hope 18370 Wings of Hope Blvd. St. Louis, MO 63005	\$10,000.00 =====	\$10,000.00 =====
Woods Services Foundation P.O. Box 36 Langhorne, PA 19047-0036		
04/15/14 Cash		
The Clubhouse Model: Empowering People w/Acquired Brain Injury	\$10,000.00	\$10,000.00
Total Distributions		
Woods Services Foundation P.O. Box 36 Langhorne, PA 19047-0036	\$10,000.00 =====	\$10,000.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
World Vision Inc PO Box 9716 Federal Way, WA 98063-9716		
07/17/14 Cash Ethiopia Wash Program (3 of 3)	<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> =====
 Xela AID Partnerships for Self Reliance 111 W. Ocean Blvd., 4th Floor Long Beach, CA 90802		
07/17/14 Cash Critical Health Care Program	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions Xela AID Partnerships for Self Reliance 111 W. Ocean Blvd., 4th Floor Long Beach, CA 90802	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Yellowstone Park Foundation 222 East Main Street Suite 301 Bozeman, MT 59715		
12/10/14 Cash General Support	<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 Kingston & Ulster County 507 Broadway Kingston, NY 12401		
12/10/14 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> =====
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921		
09/12/14 Cash		
Culinary Kitchen	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Youth Transitions 4941 Angelina Drive Knoxville, TN 37921	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====
Young Audiences of Massachusetts 89 South Street, Suite 603 Boston, MA 02111		
04/15/14 Cash		
Expanding Horizons Through Music	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Young Audiences of Massachusetts 89 South Street, Suite 603 Boston, MA 02111	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
TOTAL SCHEDULE B-3	<u>\$1,514,000.00</u> =====	<u>\$1,514,000.00</u> =====

**HENRY E. NILES FOUNDATION
INSTALLMENT PAYMENT SCHEDULE**

<u>Date</u>	<u>Organization</u>	<u>Scheduled</u>			<u>Total</u>
Feb-15	Children of Vietnam - Hope System of Care for Children with Disabilities	\$	7,500	(3 of 3)	\$ 22,500
Feb-15	Episcopal Relief & Development - Zambia Early Childhood Development Program	\$	50,000	(2 of 2)	\$ 100,000
Mar-15	Salvation Army - Emergency Disaster Services Program Enhancement	\$	10,000	(2 of 3)	\$ 30,000
Jul-15	CURE International - Hydrocephalus Surgeries at CURE Hospital Uganda	\$	25,000	(2 of 2)	\$ 50,000
Jul-15	World Vision - For Every Child. Ethiopia WASH Program	\$	50,000	(4 of 5)	\$ 250,000
Sep-15	AmeriCares - Emergency Response Program	\$	25,000	(2 of 3)	\$ 75,000
Sep-15	East Meets West Foundation - Breath of Life in the Philippines	\$	37,500	(2 of 2)	\$ 75,000
Dec-15	El Porvenir - Water, Sanitation, Hygiene & Watershed Protection in Rural Leon, Nicaragua	\$	50,000	(2 of 3)	\$ 150,000
TOTAL SCHEDULED GRANTS 2015		\$	255,000		
Mar-16	Salvation Army - Emergency Disaster Services Program Enhancement	\$	10,000	(3 of 3)	\$ 30,000
Jul-16	World Vision - For Every Child. Ethiopia WASH Program	\$	50,000	(5 of 5)	\$ 250,000
Sep-16	AmeriCares - Emergency Response Program	\$	25,000	(3 of 3)	\$ 75,000
Dec-16	El Porvenir - Water, Sanitation, Hygiene & Watershed Protection in Rural Leon, Nicaragua	\$	50,000	(3 of 3)	\$ 150,000
TOTAL SCHEDULED GRANTS 2016		\$	135,000		
TOTAL SCHEDULED GRANTS		\$	390,000		