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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

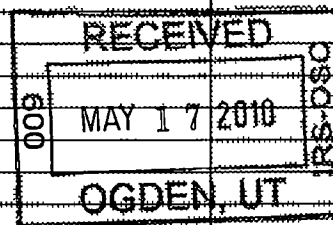
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☒ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation THE FUND FOR GREATER HARTFORD		A Employer identification number 06-0759107
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (860) 232-3113
	City or town, state, and ZIP code HARTFORD, CT 06105-2922		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,890,124. (Part I, column (d) must be on cash basis)		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	347,841.	347,841.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,627,225.			
b	Gross sales price for all assets on line 6a	20,260,659.			
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income	5,106.	0.	0.	STATEMENT 5
12	Total. Add lines 1 through 11	-1,274,278.	347,841.	0.	
13	Compensation of officers, directors, trustees, etc.	104,500.	0.	0.	104,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	49,440.	0.	0.	49,440.
16a	Legal fees				
b	Accounting fees				
c	Other professional fees	65,574.	53,009.	0.	12,565.
17	Interest				
18	Taxes	2,948.	0.	0.	0.
19	Depreciation and depletion				
20	Occupancy	5,706.	0.	0.	700.
21	Travel, conferences, and meetings	2,637.	0.	0.	2,637.
22	Printing and publications				
23	Other expenses	24,442.	0.	0.	24,442.
24	Total operating and administrative expenses. Add lines 13 through 23	255,247.	53,009.	0.	194,284.
25	Contributions, gifts, grants paid	691,415.			691,415.
26	Total expenses and disbursements. Add lines 24 and 25	946,662.	53,009.	0.	885,699.
27	Subtract line 26 from line 12	-2,220,940.			
a	Excess of revenue over expenses and disbursements		294,832.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			0.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			13,576.	11,716.	11,716.
	2 Savings and temporary cash investments					
	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					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			30,225.	25,815.	25,815.
	10a Investments - U S and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 6			13,035,873.	14,852,593.	14,852,593.
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			13,079,674.	14,890,124.	14,890,124.
	17 Accounts payable and accrued expenses			3,413.	1,983.	
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ GRANTS PAYABLE)			65,000.	15,000.	
	23 Total liabilities (add lines 17 through 22)			68,413.	16,983.	
Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	24 Unrestricted			12,937,819.	14,789,537.	
	25 Temporarily restricted			72,442.	82,604.	
	26 Permanently restricted			1,000.	1,000.	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	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			13,011,261.	14,873,141.	
31 Total liabilities and net assets/fund balances			13,079,674.	14,890,124.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,011,261.
2 Enter amount from Part I, line 27a	2	-2,220,940.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS/(LOSSES)	3	4,082,820.
4 Add lines 1, 2, and 3	4	14,873,141.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,873,141.

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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 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b				
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 20,260,659.		21,887,884.	-1,627,225.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-1,627,225.
b			
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	-1,627,225.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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 (col (b) divided by col (c))
2008	952,415.	16,151,933.	.058966
2007	885,864.	17,945,098.	.049365
2006	809,045.	17,205,192.	.047023
2005	837,316.	15,719,965.	.053264
2004	889,908.	15,776,334.	.056408

2 Total of line 1, column (d)	2	.265026
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	.053005
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,535,837.
5 Multiply line 4 by line 3	5	717,467.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,948.
7 Add lines 5 and 6	7	720,415.
8 Enter qualifying distributions from Part XII, line 4	8	885,699.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,948.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	2,948.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	2,948.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	24,437.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	24,437.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,489.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 21,489. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.THEFUNDFORGREATERHARTFORD.ORG/</u>	13	X	
14	The books are in care of ► <u>THE FUND FOR GREATER HARTFORD</u> Telephone no. ► <u>860-232-3113</u> Located at ► <u>543 PROSPECT AVENUE, HARTFORD, CT</u> ZIP+4 ► <u>06105</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		104,500.	40,821.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	1a	13,704,931.
b	Average of monthly cash balances	1b	12,646.
c	Fair market value of all other assets	1c	24,390.
d	Total (add lines 1a, b, and c)	1d	13,741,967.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,741,967.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	206,130.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,535,837.
6	Minimum investment return. Enter 5% of line 5	6	676,792.

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	676,792.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,948.	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	2,948.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	673,844.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	673,844.	
6	Deduction from distributable amount (see instructions)	6	0.	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	673,844.	

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	1a	885,699.
b	Program-related investments - total from Part IX-B	1b	0.
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)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	885,699.
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	5	2,948.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	882,751.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				673,844.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	107,513.			
b From 2005	64,650.			
c From 2006				
d From 2007	26,711.			
e From 2008	153,124.			
f Total of lines 3a through e	351,998.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	885,699.			
a Applied to 2008, 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 2009 distributable amount				673,844.
e Remaining amount distributed out of corpus	211,855.			
5 Excess distributions carryover applied to 2009 (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	563,853.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	107,513.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	456,340.			
10 Analysis of line 9				
a Excess from 2005	64,650.			
b Excess from 2006				
c Excess from 2007	26,711.			
d Excess from 2008	153,124.			
e Excess from 2009	211,855.			

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
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	347,841.	
		18	-1,627,225.	
				5,106.
	0.		-1,279,384.	5,106.
				-1,274,278.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		


Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

5/11/10
Date

Executive Director / Secretary

Preparer's signature	
-------------------------	---

Date _____

Check if self-employed

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

WHITTLESEY & HADLEY, P.C.
147 CHARTER OAK AVE.
HARTFORD, CT 06106-5100

EIN ▶

Phone no (860) 522-3111

Form 990-PF (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	347,841.	0.	347,841.
TOTAL TO FM 990-PF, PART I, LN 4	347,841.	0.	347,841.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	12,565.	0.	0.	12,565.
INVESTMENT FEES	53,009.	53,009.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	65,574.	53,009.	0.	12,565.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,948.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,948.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	5,749.	0.	0.	5,749.
DUES AND SUBSCRIPTIONS	6,120.	0.	0.	6,120.
BOOKKEEPING	10,834.	0.	0.	10,834.
INSURANCE	1,739.	0.	0.	1,739.
TO FORM 990-PF, PG 1, LN 23	24,442.	0.	0.	24,442.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS
IN KIND CONTRIBUTION	5,106.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	5,106.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	FMV	14,852,593.	14,852,593.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,852,593.	14,852,593.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 7
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATE MILLER	EXECUTIVE DIRECTOR/SECRETARY 40.00	104,500.	40,821.	0.
RAYMOND S. ANDREWS, JR.	TRUSTEE 2.00	0.	0.	0.
CHRISTEL FORD BERRY, ESQ.	TRUSTEE 2.00	0.	0.	0.
DAVID E. A. CARSON	TREASURER 2.00	0.	0.	0.
SANFORD CLOUD, JR., ESQ.	TRUSTEE 2.00	0.	0.	0.
DR. HEIDI HADSELL	TRUSTEE 2.00	0.	0.	0.
CHRISTOPHER C. MORRILL	TRUSTEE 2.00	0.	0.	0.
JUSTICE RICHARD N. PALMER	TRUSTEE 2.00	0.	0.	0.
ANITA FORD SAUNDERS	TRUSTEE 2.00	0.	0.	0.

THE FUND FOR GREATER HARTFORD

06-0759107

CHRISTOPHER R. SKOMOROWSKI	PRESIDENT 2.00	0.	0.	0.
TONI SMITH-ROSARIO, ESQ.	VICE PRESIDENT 2.00	0.	0.	0.
WORTH LOOMIS	HONORARY TRUSTEE 2.00	0.	0.	0.
DR. ESTELA LOPEZ	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>104,500.</u>	<u>40,821.</u>	<u>0.</u>

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	8
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATE MILLER, EXECUTIVE DIRECTOR
543 PROSPECT AVENUE
HARTFORD, CT 06105

TELEPHONE NUMBER

(860)241-6472

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ARE PROVIDED BY THE FUND FOR GREATER HARTFORD REQUIRING A DESCRIPTION OF THE ORGANIZATION & JUSTIFICATION OF NEED.

ANY SUBMISSION DEADLINES

APPLICATIONS MUST BE RECEIVED SIX WEEKS BEFORE QUARTERLY MEETINGS OF THE EXECUTIVE COMMITTEE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE APPLICANT MUST BE IN THE HARTFORD, MIDDLESEX, OR TOLLAND COUNTY. NO CONTRIBUTIONS ARE MADE TO INDIVIDUALS OR ENDOWMENTS.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	AMOUNT
AFRCN CRBBN AMRCN PRNTS OF CHILDRN W/DISB	7,500.
AMERICAN CIVIL LIBERTIES UNION FDN OF CT	10,000.
AMERICAN RED CROSS/CHARTER OAK CHAPTER	5,000.
AMERICAN SCHOOL FOR THE DEAF	1,500.
ARCHITECTURE RESOURCE CENTER/CAF	3,564.
BALLET THEATRE COMPANY	4,000.
BILLINGS FORGE COMMUNITY WORKS	5,000.
CAMP COURANT	8,151.

THE FUND FOR GREATER HARTFORD

06-0759107

CAPITOL REGION EDUCATION COUNCIL
FDN

10,000.

CENTER FOR CHILDREN'S ADVOCACY

11,000.

CENTER FOR URBAN
RESRCH, EDUCAT., & TRAINING

3,000.

CENTRAL CONNECTICUT STATE
UNIVERSITY

8,000.

CHARTER OAK CULTURAL CENTER

3,000.

CHILDREN'S LAW CENTER OF CT

10,000.

CHRISTIAN ACTIVITIES COUNCIL

3,000.

CITY SLICKERS, INC.

5,000.

COMMUNITY HEALTH SERVICES

10,000.

CONNECTICUT APPLESEED

7,500.

CONNECTICUT AUDUBON SOCIETY

5,200.

CONNECTICUT HUMANITIES COUNCIL

5,000.

CONNECTIKIDS, INC.

8,000.

CO-OPPORTUNITY

10,000.

COVENANT TO CARE

300.

COVENANT TO CARE FOR CHILDREN

10,000.

CT CENTER FOR SCHOOL CHANGE

5,000.

CT CHILDREN'S MEDICAL CENTER
FOUNDATION

5,000.

EAST CATHOLIC HIGH SCHOOL

5,000.

EBONY HORSEWOMEN, INC.

8,000.

THE FUND FOR GREATER HARTFORD

06-0759107

EDUCATIONAL RESOURCES FOR CHILDREN, INC.	10,500.
EVERYBODY WINS! CONNECTICUT, INC.	5,000.
FAMILIES IN CRISIS	10,300.
FAMILY LIFE EDUCATION, INC.	10,000.
FARMINGTON RIVER WATERSHED ASSOCIATION 1	7,000.
FOOTLIGHTS	5,000.
FRIENDSHIP SERVICE CENTER	10,000.
GIFTS OF LOVE	7,500.
GREATER HARTFORD ARTS COUNCIL	70,000.
GREATER HTFD ASSOC. FOR RETARDED CITIZENS	3,000.

THE FUND FOR GREATER HARTFORD

06-0759107

GRTR HTFD INTRFTH COAL.
EQUITY/JUSTICE

10,000.

HANDS ON HARTFORD

2,800.

HARTBEAT ENSEMBLE

8,000.

HARTFORD AREAS RALLY TOGETHER

7,500.

HARTFORD CHILDREN'S THEATRE,
INC.

3,000.

HARTFORD CHORALE

3,000.

HARTFORD FOOD SYSTEM, INC.

7,500.

HARTFORD STAGE

6,500.

HILL-STEAD MUSEUM

5,000.

HISPANIC HEALTH COUNCIL

10,000.

THE FUND FOR GREATER HARTFORD	06-0759107
HOPEWORKS, INC.	5,000.
HOUSING EDUCATION RESOURCE CENTER	5,000.
INTERVAL HOUSE	10,000.
LEADERSHIP GREATER HARTFORD	8,000.
LISC/HTFD COLLAB. FOR COMM. ORGAN.	10,000.
LISC/HTFD NEIGHB. DEVEL. SUPPORT COLLAB.	15,000.
LOAVES & FISHES MINISTRIES, INC.	300.
MALTA HOUSE OF CARE FOUNDATION	15,000.
MENTAL HEALTH ASSOCIATION OF CT	5,000.
MERCY HOUSING AND SHELTER	7,500.

THE FUND FOR GREATER HARTFORD

06-0759107

MIDDLESEX HOSPITAL

7,500.

MIDDLETOWN PARKS & RECREATION
DEPARTMENT

2,500.

MY SISTERS' PLACE

10,000.

NATIONAL ALLIANCE ON MENTAL
ILLNESS-CT

5,000.

NEIGHBORHOOD HOUSING SVCS OF NEW
BRITAIN

8,500.

NEW ENGLAND AIR MUSEUM

5,000.

NEW HOPE MANOR

5,000.

NOAH WEBSTER HOUSE, INC.

5,000.

NORTH END ACTION TEAM

7,500.

NORTHWEST CATHOLIC HIGH SCHOOL

25,000.

THE FUND FOR GREATER HARTFORD	06-0759107
ODDFELLOWS PLAYHOUSE	6,500.
OPERATION FUEL INC.	7,500.
ORGANIZED PARENTS MAKE A DIFFERENCE, INC.	7,000.
OUR PIECE OF THE PIE	10,000.
SAINT VINCENT DEPAUL PLACE	5,000.
SANKOFA KUUMBA CULTURAL ARTS CONSORTIUM	6,500.
SOUTH PARK INN	10,000.
THE 4-H FARM EDUCATION CENTER	5,000.
THE CHILDREN'S MUSEUM	6,500.
THE CULTURAL DANCE TROUPE OF THE WEST IND	5,000.

THE MAIN STREET SINGERS

3,000.

UNIVERSITY OF HARTFORD

10,000.

URBAN LEAGUE OF GREATER HARTFORD

10,000.

VILLAGE FOR FAMILIES AND
CHILDREN

10,500.

WATKINSON SCHOOL

17,000.

WESLEYAN UNIVERSITY

5,000.

WHEELER CLINIC, INC.

5,000.

WORLD AFFAIRS COUNCIL

4,000.

YOUTH UNITED FOR SURVIVAL

10,300.

YWCA HARTFORD REGION

7,500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

691,415.

AMENDED AND RESTATED
BY-LAWS
of
THE FUND FOR GREATER HARTFORD, INC.

ARTICLE I

General

These By-Laws are intended to supplement and implement applicable provisions of the law and of the Certificate of Incorporation of the Corporation with respect to the regulation and management of its affairs.

ARTICLE II

Board of Trustees

The property and affairs of the Corporation shall be managed by a board of not more than thirteen trustees who shall be elected in the manner set forth in the Certificate of Incorporation.

ARTICLE III

Meetings of Trustees

Section 1. The board of trustees shall meet quarterly. The annual meeting of the board of trustees shall be held on a date to be fixed by the board of trustees for the election of the trustees and officers, and for such other business as may properly come before such meeting. If in any year the board of trustees fails to fix the date of the annual meeting, such meeting shall be held on the third Thursday of February at 5:30 p.m. The other three regular meetings of the board of trustees shall be held on dates to be fixed by the board, or if they fail to fix such dates, on the third Thursday of May, August and November at 5:30 p.m.

Section 2. Special meetings of the board of trustees may be held at any time or place upon call of the President or the Vice President, and the President shall call such a special meeting upon the written request of at least three of the trustees. Such request shall state the purpose of the proposed meeting.

Section 3. Written or oral notice of each annual, regular or special meeting shall be given to each trustee at least fourteen days prior to the time of the meeting, but a trustee may waive notice in writing or by attendance at such meeting.

Section 4. Forty percent of the members of the board of trustees in office (but in no event less than two) shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Corporation's certificate of incorporation, or these By-Laws, all questions shall be decided by a vote of a majority of the trustees present at any meeting of the board at which a quorum is present.

Section 5. If all the trustees consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of trustees. The Secretary shall file such consents with the minutes of the meetings of the board of trustees.

ARTICLE IV

Officers

Section 1. The board of trustees at each annual meeting shall elect a President, one or more Vice Presidents, a Treasurer and a Secretary, each of whom, excepting the Secretary, shall be a member of the board of trustees. The board of trustees may also appoint such other officers as it

may from time to time determine, none of whom need be members of the board of trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any vacancy in any of the above offices may be filled, for the unexpired portion of the term, by the board of trustees at any regular or special meeting.

Section 2. In addition to such powers and duties as the board of trustees may prescribe, and except as may be otherwise provided by the board, each officer shall generally have the powers and perform the duties which by law and general usage appertain to his particular office.

Section 3. All officers shall be subject to the order of the board, shall hold their offices at the pleasure of the board, have their compensation, if any, fixed by the board and may be removed at any time by the board at its discretion.

Section 4. The President shall be the chief executive officer of the Corporation and shall be responsible for its management and administration. He or she shall have the power to employ, or to authorize the employment of, such employees as may be necessary to carry out the purposes of the Corporation, to define their duties, and to fix their compensation.

Section 5. The Treasurer shall have custody of the funds of the Corporation and shall have the power to sign checks and drafts on the Corporation's bank accounts either alone or jointly with other officers as the board of trustees shall direct. The Treasurer shall keep accurate books of account of the Corporation's transactions and shall be responsible for seeing that all tax returns and other reports required by law or governmental regulation are timely filed.

ARTICLE V

Committees

Section 1. The President shall each year at least one month prior to the date of the annual meeting of the board of trustees appoint a Nominating Committee which shall consist of at least three trustees. The Nominating Committee shall propose to the trustees at their annual meeting a slate of nominees to be elected at such meeting to fill the vacancies on the board of trustees and shall also propose a slate of nominees to be elected as officers. The Nominating Committee shall also periodically review the Corporation's governance policies and practices from time to time, and make appropriate recommendations to the board of trustees.

Section 2. The board of trustees, by affirmative vote of a majority of the members of the board of trustees in office, may appoint from among the trustees a Finance Committee and such other committees as it may deem appropriate. The board may delegate to such committees, to the extent permitted by law, any powers of the board of trustees.

The Finance Committee shall consist of at least three members and shall have the power to invest and reinvest the funds of the Corporation and to make changes in such investments, all as the Committee shall deem advisable. The Committee shall also have the power to engage the services of one or more agents, custodians or investment advisors to facilitate and to assist in the investment of the Corporation's funds.

Section 3. A majority of any committee shall have the power to act. Committees shall keep full records of their proceedings and shall report the same in a timely manner to the board of trustees.

EXHIBIT B

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

of

THE FUND FOR GREATER HARTFORD, INC.

1. NAME. The name of the corporation is THE FUND FOR GREATER HARTFORD, INC. ("the Corporation").
2. PURPOSES. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:
 - A. To cultivate and enrich individual, family and community development, and to enhance quality of life, by making distributions to (1) organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and (2) governmental units referred to in Section 170(c)(1) of the Internal Revenue Code; and
 - B. To engage, subject to the provisions of Article 6, in any lawful act or activity which a corporation may carry on under the Connecticut Revised Nonstock Corporation Act.
3. NONPROFIT CORPORATION. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.
4. MEMBERSHIP. The Corporation shall have no members.
5. BOARD OF TRUSTEES. The activities, business, property and affairs of the Corporation shall be managed by a self-perpetuating board of not more than thirteen trustees. The term of office of each trustee shall be three years, and the trustees' terms shall be staggered so that the terms of office of approximately one-third of the trustees shall expire at the end of each annual

meeting. At each annual meeting, the trustees shall elect trustees to fill the trustees' terms then expiring. Each trustee shall hold office until his or her successor shall have been duly elected and qualified. Trustees are eligible to serve for three successive full three-year terms; not including any trustee's serving a partial term. A trustee who has served for the maximum number of successive three-year terms may be re-elected to the board after a minimum of a two-year hiatus.

The board of trustees shall have all the powers and authority which apply to a board of directors pursuant to the Connecticut Revised Nonstock Corporation Act.

The personal liability of a trustee to the Corporation for monetary damages for breach of duty as a trustee shall be limited to the amount of compensation, if any, received by the trustee for serving the Corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by Section 33-1026(b)(4) of the General Statutes of Connecticut.

Nothing contained in this Article 5 shall be construed to deny a trustee of the Corporation the benefit of Section 52-557m of the General Statutes of Connecticut or of any other limitation of liability available to such trustee under Connecticut law. Any repeal or modification of this Article 5 shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification.

6. LIMITATIONS. The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of future federal law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's trustees, officers or other private persons, provided, however, that the

Corporation may pay reasonable compensation for services actually rendered and may make payments and distributions in furtherance of the purposes set forth in Article 2 above.

No substantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not conduct any activities not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(3) of the Code or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2) of the Code or any corresponding provision of future federal law.

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

The Corporation will not make any investments in a manner that would incur tax liability under Section 4944 of the Internal Revenue Code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

7. FUNDAMENTAL CHANGES. The trustees, by the affirmative vote of no less

than two-thirds of all trustees present at a meeting of the board of trustees at which a quorum is present, provided notice of such proposal shall have been provided to all trustees at least fourteen days before such meeting, may:

- A. Amend, in whole or in part, the Corporation's Certificate of Incorporation or its Bylaws, provided, however, that no such amendment shall operate to terminate (i) the deductibility of gifts to the Corporation for federal tax purposes, or (ii) the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code);
- B. Transfer substantially all of the Corporation's assets to another corporation exempt from taxation as an organization described under Sections 501(c)(3) and 170(b)(1)(A) of the Code, and formed for purposes similar to those of the Corporation, or otherwise sell or mortgage substantially all of the assets of the Corporation;
- C. Merge the Corporation with another corporation; and
- D. Dissolve the Corporation.

8. DISSOLUTION. Upon any dissolution of the Corporation, all of its assets remaining for distribution shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement, or other governing document) to one or more charitable, scientific or educational organizations and qualified as exempt from taxation under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the trustees or, in the absence of their direction, a court of competent jurisdiction may determine.

9. INDEMNIFICATION. The Corporation shall indemnify and advance expenses to

its trustees to the fullest extent permitted by law. Without limiting the foregoing, the Corporation shall indemnify its trustees against liability to any person for any action taken, or any failure to take any action, as a trustee, except liability that (a) involved a knowing and culpable violation of law by the trustee, (b) enabled the trustee or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the trustee to the Corporation under circumstances in which the trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the trustee's duty to the Corporation. In addition, the Corporation shall indemnify and advance expenses to officers, employees and agents of the Corporation who are not trustees to the same extent as trustees, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.