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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 JUL 1, 2009, and ending JUN 30, 2010

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 SAUNDERS FOUNDATION		A Employer identification number 06-6284362
	C/O SHIPMAN & GOODWIN, LLP		B Telephone number 860-251-5000
	Number and street (or P.O. box number if mail is not delivered to street address) ONE CONSTITUTION PLAZA		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 ☐
	City or town, state, and ZIP code HARTFORD, CT 06103-1919		
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, col. (c), line 16) \$ 3,387,262.92 (Part I, column (d) must be on cash basis.)			J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,761.40	78,761.40		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	218,038.14			
	b Gross sales price for all assets on line 6a	676,412.51			
	7 Capital gain net income (from Part IV, line 2)		218,038.14		
	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	1.00	1.00		STATEMENT 2	
12 Total. Add lines 1 through 11	296,800.54	296,800.54			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.00	0.00		0.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	53,709.84	16,112.96		37,596.88
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	974.25	974.25		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 5	2,540.00	140.00		2,400.00	
24 Total operating and administrative expenses. Add lines 13 through 23	57,224.09	17,227.21		39,996.88	
25 Contributions, gifts, grants paid	129,750.00			129,750.00	
26 Total expenses and disbursements. Add lines 24 and 25	186,974.09	17,227.21		169,746.88	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	109,826.45				
b Net investment income (if negative, enter -0-)		279,573.33			
c Adjusted net income (if negative, enter -0-)			N/A		

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		355,074.11	295,678.88	295,678.88
	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				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 6	2,263,186.10	2,432,407.78	3,091,584.04	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	2,618,260.21	2,728,086.66	3,387,262.92	
	17	Accounts payable and accrued expenses				
	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 ▶)				
	23	Total liabilities (add lines 17 through 22)	0.00	0.00		
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds	2,815,068.63	2,815,068.63		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.00	0.00		
	29	Retained earnings, accumulated income, endowment, or other funds	<196,808.42>	<86,981.97>		
	30	Total net assets or fund balances	2,618,260.21	2,728,086.66		
31	Total liabilities and net assets/fund balances	2,618,260.21	2,728,086.66			

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	2,618,260.21
2	Enter amount from Part I, line 27a	2	109,826.45
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	2,728,086.66
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,728,086.66

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 CAPITAL GAIN (LOSS) PER SCHEDULE ATTACHED			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 676,412.51		458,374.37	218,038.14
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			218,038.14
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	218,038.14
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	198,633.17	3,458,924.75	.057426
2007	261,253.63	4,784,583.50	.054603
2006	224,339.85	4,713,731.03	.047593
2005	251,205.71	4,560,518.63	.055083
2004	293,210.84	4,541,922.57	.064557

2 Total of line 1, column (d)	2	.279262
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	.055852
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,522,317.48
5 Multiply line 4 by line 3	5	196,728.48
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,795.73
7 Add lines 5 and 6	7	199,524.21
8 Enter qualifying distributions from Part XII, line 4 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	8	169,746.88

THE SAUNDERS FOUNDATION

Form 990-PF (2009)

C/O SHIPMAN & GOODWIN, LLP

06-6284362

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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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	5,591.47
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.00
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	5,591.47
3	Add lines 1 and 2	4	0.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	5,591.47
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	1,713.67
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	1,713.67
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,877.80
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 2010 estimated tax ☐ Refunded ☐	11	

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
1b 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
1c 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 ☐ \$ 0.00 (2) On foundation managers ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.00		
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) ☐ 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 ► N/A	13	X	
14	The books are in care of ► COLEMAN H. CASEY, TRUSTEE Telephone no ► 860-251-5000 Located at ► SHIPMAN & GOODWIN, 1 CONSTITUTION PLZ HARTFORD CT ZIP+4 ► 06103-1919			
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? ☐ 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 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	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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? ☐ Yes ☒ 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	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 2009?	4b	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 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

6b

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

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

☐ Yes ☒ No

7b

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

N/A

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

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
COLEMAN H. CASEY SHIPMAN & GOODWIN, LLP 1 CONSTITUTION PLAZA, HARTFORD, CT 06103-1919	TRUSTEE 3.00	0.00	0.00	0.00

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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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	
	0.00
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
	0.00
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.00

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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	3,233,732.85
b	Average of monthly cash balances	1b	342,223.98
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,575,956.83
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	3,575,956.83
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,639.35
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,522,317.48
6	Minimum investment return. Enter 5% of line 5	6	176,115.87

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	176,115.87
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,591.47
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,591.47
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	170,524.40
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	170,524.40
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	170,524.40

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	169,746.88
b	Program-related investments - total from Part IX-B	1b	0.00
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	169,746.88
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	169,746.88

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				170,524.40
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2009				
a From 2004	70,349.59			
b From 2005	28,893.95			
c From 2006				
d From 2007	24,421.58			
e From 2008	27,059.59			
f Total of lines 3a through e	150,724.71			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 169,746.88				
a Applied to 2008, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				169,746.88
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	777.52			777.52
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	149,947.19			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instructions			0.00	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	69,572.07			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	80,375.12			
10 Analysis of line 9:				
a Excess from 2005	28,893.95			
b Excess from 2006				
c Excess from 2007	24,421.58			
d Excess from 2008	27,059.59			
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

COLEMAN H. CASEY, TRUSTEE, 860-251-5000
C/O SHIPMAN & GOODWIN LLP, 1 CONSTITUTION PLAZA, HARTFORD, CT 06103-1919

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

SEE ATTACHED GRANT REQUEST GUIDELINES

c Any submission deadlines

APPLICATIONS CONSIDERED ON A ROLLING BASIS IN THE ORDER RECEIVED

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

ONLY ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF IRS CODE AND QUALIFYING AS PUBLIC CHARITIES UNDER SEC. 509(A) ARE ELIGIBLE FOR GRANTS

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 7				
Total				129,750.00
b Approved for future payment				
YMCA OF GREATER HARTFORD 241 TRUMBULL STREET HARTFORD, CT 06103		PUBLIC CHARITY	ALBANY AVENUE PROJECT	20,000.00
Total				20,000.00

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		
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			14			
4 Dividends and interest from securities			14	78,761.40		
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						1.00
8 Gain or (loss) from sales of assets other than inventory			18			218,038.14
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.00		78,761.40		218,039.14
13 Total. Add line 12, columns (b), (d), and (e)						296,800.54

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

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	78,739.29	0.00	78,739.29
SSGA INSTITUTIONAL TREASURY MM INV CLASS FUND	22.11	0.00	22.11
TOTAL TO FM 990-PF, PART I, LN 4	78,761.40	0.00	78,761.40

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US TREASURY FORM 990-PF REFUND	1.00	1.00	
TOTAL TO FORM 990-PF, PART I, LINE 11	1.00	1.00	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHIPMAN & GOODWIN, LLP	53,709.84	16,112.96		37,596.88
TO FM 990-PF, PG 1, LN 16A	53,709.84	16,112.96		37,596.88

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	974.25	974.25		0.00
TO FORM 990-PF, PG 1, LN 18	974.25	974.25		0.00

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE STREET BANK FEES	100.00	100.00		0.00	
ADR FEE	40.00	40.00		0.00	
CT COUNCIL FOR PHILANTHROPY MEMBERSHIP DUES	2,400.00	0.00		2,400.00	
TO FORM 990-PF, PG 1, LN 23	2,540.00	140.00		2,400.00	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
17,510.366 SHRS COLUMBIA HIGH YIELD FUND CL Z	0.00	0.00		
2,000 SHRS L-3 COMMUNICATIONS HOLDINGS INC.	90,346.00	141,680.00		
2500 SHRS 3M COMPANY	0.00	0.00		
2000 SHRS ABBOTT LABORATORIES	26,466.89	93,560.00		
3000 SHRS GENERAL DYNAMICS CORP.	0.00	0.00		
2,500 SHRS CHEVRON CORP (NEW)	0.00	0.00		
9000 SHRS EMC CORP. (MASS)	120,069.80	164,700.00		
3,500 SHRS JOHNSON & JOHNSON	0.00	0.00		
1,000 SHRS MILLIPORE CORP.	63,610.00	106,650.00		
2,000 SHRS NIKE INC. 'B'	84,609.50	135,100.00		
1,500 SHRS SHIRE PLC SPONS ADR	0.00	0.00		
5,000 SHRS SYSCO, CORP.	165,291.80	142,850.00		
3,500 SHRS UNITED TECHNOLOGIES CORP.	0.00	0.00		
4,166 SHRS XTO ENERGY INC.	0.00	0.00		
2,000 SHRS AUTOMATIC DATA PROCESSING	82,031.00	80,520.00		
2,000 SHRS APACHE CORP.	64,608.00	168,380.00		
2,000 SHRS EXXON MOBIL CORPORATION	14,855.00	114,140.00		
3,000 SHRS JP MORGAN CHASE & CO.	107,658.00	109,830.00		
3,500 SHRS MERCK & CO. INC.	87,325.00	122,395.00		
1,000 SHRS MONSANTO CO.	0.00	0.00		
1,500 SHRS PROCTER & GAMBLE	94,830.00	89,970.00		
500 SHRS GOLDMAN SACHS GROUP INC.	31,537.50	65,635.00		
2,000 SHRS ISHARES BARCLAYS AGGREGATE BOND FUND	202,563.00	214,500.00		
2,000 SHRS 3M COMPANY	144,560.00	157,980.00		
5,000 SHRS APPLIED MATERIALS	72,028.17	60,100.00		
1,000 SHRS BHP BILLITON PLC SPONSORED ADR	67,238.00	51,440.00		
1,500 SHRS CHEVRON CORP (NEW)	51,636.50	101,790.00		
2,000 SHRS GENERAL DYNAMICS CORP.	69,050.00	117,120.00		
1,800 SHRS HEWLETT-PACKARD CO.	79,089.60	77,904.00		
2,500 SHRS JOHNSON & JOHNSON	127,606.55	147,650.00		
4,000 SHRS NUANCE COMMUNICATIONS INC.	68,400.00	59,800.00		

2,000 SHRS ROCHE HOLDINGS LIMITED SPONSORED ADR	89,300.00	68,600.00
1,200 SHRS SCHUMBERGER LTD	82,573.68	66,408.00
2,400 SHRS SPECTRA ENERGY CORP.	54,173.60	48,168.00
3,000 SHRS UNITED TECHNOLOGIES CORP.	83,358.75	194,730.00
1,500 SHRS VANGUARD EMERGING MARKETS ETF VIPERS	62,548.50	56,985.00
10,879.066 SHRS COLUMBIA CONSERVATIVE HIGH YIELD FUND CLASS Z	92,798.44	81,049.04
500 SHRS ISHARES BARCLAYS 1-3 YEAR CREDIT BD FC	52,244.50	51,950.00
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,432,407.78	3,091,584.04

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	7
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASYLUM HILL CONGREGATIONAL CHURCH 814 ASYLUM AVENUE HARTFORD, CT 06105	GENERAL SUPPORT 2008-2009 MUSIC SERIES	PUBLIC CHARITY	1,000.00
ASYLUM HILL CONGREGATIONAL CHURCH 814 ASYLUM AVENUE HARTFORD, CT 06105	OPERATING GRANT	PUBLIC CHARITY	5,000.00
CEDAR HILL CEMETERY FOUNDATION 453 FAIRFIELD AVENUE HARTFORD, CT 06114	OPERATING GRANT	PUBLIC CHARITY	250.00
CONNECTICUT CHORAL ARTISTS 52 MAIN STREET NEW BRITAIN, CT 06051	OPERATING GRANT	PUBLIC CHARITY	10,000.00
CT ASSN OF INDEPENDENT SCHOOLS P.O. BOX 159 MYSTIC, CT 06045	OPERATING GRANT	PUBLIC CHARITY	6,000.00
FARMINGTON VALLEY CHORALE, C/O C. PADRON 8 WINDHAM DR. SIMSBURY, CT 06070	SPRING CONCERT OF HONEGGER'S KING DAVID	PUBLIC CHARITY	500.00

HARTFORD HOSPITAL 80 SEYMOUR STREET HARTFORD, CT 06102	ANNUAL FUND	PUBLIC CHARITY	750.00
HARTFORD SYMPHONY ORCHESTRA 228 FARMINGTON AVE. HARTFORD, CT 06105	ANNUAL FUND	PUBLIC CHARITY	5,000.00
LASELL COLLEGE 1844 COMMONWEALTH AVE. NEWTON, MA 02166	ANNUAL FUND	PUBLIC CHARITY	25,000.00
THE LOOMIS CHAFFEE SCHOOL 4 BATCHELDER RD. WINDSOR, CT 06096	ANNUAL FUND	PUBLIC CHARITY	1,000.00
MUSICAL MASTERWORKS INC P.O. BOX 684 OLD LYME, CT 06371	OPERATING GRANT	PUBLIC CHARITY	2,500.00
THE MARK TWAIN HOUSE & MUSEUM 351 FARMINGTON AVE. HARTFORD, CT 06105	OPERATING GRANT	PUBLIC CHARITY	10,250.00
THE MARK TWAIN HOUSE & MUSEUM 351 FARMINGTON AVE. HARTFORD, CT 06105	TOM SAWYER 2010 PROGRAM	PUBLIC CHARITY	3,000.00
WADSWORTH ATHENEUM 600 MAIN STREET HARTFORD, CT 06103	ANNUAL FUND	PUBLIC CHARITY	20,000.00
WADSWORTH ATHENEUM 600 MAIN STREET HARTFORD, CT 06103	GIFT TO SOCIETY OF DANIEL WADSWORTH	PUBLIC CHARITY	7,500.00
YMCA OF GREATER HARTFORD 241 TRUMBULL STREET HARTFORD, CT 06103	3ND INSTALLMENT OF 5 YEAR OPERATING GRANT	PUBLIC CHARITY	10,000.00

THE SAUNDERS FOUNDATION C/O SHIPMAN & GO

06-6284362

THE HARTFORD STAGE COMPANY
50 CHURCH STREET HARTFORD, CT
06103

SUPPORT OF TOM SAWYER

PUBLIC
CHARITY

10,000.00

ALBANY MUSIC FOUNDATION
915 BROADWAY ALBANY, NY 12207

SPECIAL GRANT

PUBLIC
CHARITY

2,000.00

HARTFORD FOUNDATION FOR PUBLIC
GIVING
10 COLUMBUS BLVD FL 8 HARTFORD,
CT 06106

GIFT TO PERMANENT
ENDOWMENT FUND

PUBLIC
CHARITY

10,000.00

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

129,750.00

Gains and Losses on Sale/Redemption of Principal Assets

MKC - 07/12/2010 10 59 23

Account: T0233 Trust u/a Helen M Saunders dtd 5/25/83
Begin Date: 07/01/2009
End Date: 06/30/2010

Date Acquired	Date of Sale/ Redemption	Description of Asset	Sales Proceeds	Inventory Value	Gain/Loss
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LONG TERM GAIN/LOSS:

SALES:

09/19/2005	07/28/2009	3M Company 500 0000 Shares	33,467 13	36,975 75	-3,508 62
12/14/1999	07/28/2009	United Technologies Corp 500 0000 Shares	26,375 32	14,865 62	11,509 70
10/14/2003	01/22/2010	Columbia Conservative High Yield Fund Class Z 5,787 0370 Shares	43,634 26	50,000 00	-6,365 74
09/08/2003	01/22/2010	Columbia Conservative High Yield Fund Class Z 844,2630 Shares	6,365 74	7,201 56	-835 82
04/26/2005	01/26/2010	Shire PLC Sponsored ADR 1,000 0000 Shares	61,229 22	32,190 00	29,039 22
06/01/2005	01/26/2010	Shire PLC Sponsored ADR 500 0000 Shares	30,614 61	15,765 00	14,849 61
09/16/2004	01/26/2010	XTO Energy Inc 1,666 6666 Shares	77,849 00	29,538 00	48,311 00
11/24/2004	01/26/2010	XTO Energy Inc 1,333 3334 Shares	62,279 21	26,952 00	35,327 21
01/26/2005	01/26/2010	XTO Energy Inc 1,166 0000 Shares	54,463 17	24,419 04	30,044 13
03/28/2002	03/23/2010	Chevron Corp (New) 1,000 0000 Shares	74,460 05	44,495 00	29,965 05

Gains and Losses on Sale/Redemption of Principal Assets

MKC - 07/12/2010 10 59 23

Account: T0233 Trust u/a Helen M Saunders dtd 5/25/83
Begin Date: 07/01/2009
End Date: 06/30/2010

Date Acquired	Date of Sale/ Redemption	Description of Asset	Sales Proceeds	Inventory Value	Gain/Loss
LONG TERM GAIN/LOSS:					
SALES:					
11/14/2002	03/23/2010	General Dynamics Corp 1,000 0000 Shares	75,203 64	40,802 50	34,401 14
11/17/2005	03/23/2010	Johnson & Johnson 500 0000 Shares	32,515 24	30,315 00	2,200 24
07/23/2003	03/23/2010	Johnson & Johnson 500 0000 Shares	32,515 23	26,385 00	6,130 23
02/25/2009	04/19/2010	Monsanto Co 1,000 0000 Shares	65,440 69	78,469 90	-13,029 21
Total SALES			676,412.51	458,374.37	218,038.14
Total LONG TERM GAIN/LOSS			676,412.51	458,374.37	218,038.14

MEMORANDUM

TO: Applicants for Grants from The Saunders Foundation

FROM: Coleman H. Casey, Trustee

RE: Grant Requests (submitted by invitation only)

All grant requests must be in writing and should follow the format outlined in the attached GRANT REQUEST GUIDELINES. Specifically, grant requests should include a separate cover sheet listing each item of information requested under Section I of the attached GUIDELINES. On additional pages, please respond fully and concisely to each item included under Section II of the GUIDELINES. Enclose copies of supporting data, such as annual reports, which are requested or which you deem of particular significance to the proposed project or campaign. Requests should be sent to the Trustee at the following address:

Coleman H. Casey
Shipman & Goodwin LLP
One Constitution Plaza
Hartford, CT 06103-1919

THE SAUNDERS FOUNDATION GRANT REQUEST GUIDELINES

I. COVER SHEET

- A. Name, address and telephone number of organization
(grants are not available to individuals)
- B. Contact person and title
- C. Date request submitted
- D. Purpose of request
- E. Amount requested
- F. Funding objectives

1. Capital projects:

- a. Total cost of project
- b. Starting and completion dates

2. Annual campaigns and endowment requests:

- a. Goal set

II. GRANT REQUEST

A. Project or Campaign

- 1. What issues and problems are being addressed by this project or campaign and why are they important?
- 2. Project or campaign plan
 - a. Implementation plan
 - b. Schedule
- 3. Primary measurable objectives
 - a. What population groups will be served by the project or campaign?
 - b. How might this project or campaign benefit population groups beyond those immediately served by it?
- 4. How will this project be evaluated?

5. Project budget

- a. Anticipated income and expenses (specify time period)
- b. Funding received or committed
- c. Funding requests outstanding or denied
- d. If this is an ongoing project, what is being done to assure continued funding?

B. Background Data on Requesting Organization

- 1. Background of key project or campaign personnel, indicating percent of time devoted to this project or campaign
- 2. Board members and primary professional or voluntary affiliation of each
- 3. Summary of organizational history and activities

(If annual campaign request, specify amount raised in most recent fund drive; if endowment request, specify fair market value of endowment for past two years, performance of investments and recent gifts received.)

- 4. Annual report for most recent fiscal year
- 5. Audited financial statement for most recent fiscal year
- 6. Evidence of Organization's Tax Status

- a. Copy of Internal Revenue Service Determination Letter (stating that organization qualifies as one described in Section 501(c)(3) and as a public charity defined in Section 509(a)(1), (2), or (3))
- b. Statement signed by an officer of the organization that the requested grant or contribution will not result in loss of organization's classification as a public charity under §509(a); statement should include a breakdown of the sources and amounts of the organization's support for each of the four taxable years immediately preceding the taxable year of the organization for which the grant or contribution is requested.

III. GENERAL GUIDELINES

- A. Projects should offer the potential for application and benefit to additional or different persons or groups.
- B. Projects should show originality.
- C. Projects should include a well-defined evaluation procedure.
- D. Requests for endowments are of low priority to the Foundation.
- E. Requests will be considered on a rolling basis in the order received.