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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or 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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 07-01-2010 , and ending 06-30-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP

Number and street (or P O box number if mail is not delivered to street address)
ONE CONSTITUTION PLAZA

Room/suite

City or town, state, and ZIP code
HARTFORD, CT 061031919

A Employer identification number
06-6284362

B Telephone number (see page 10 of the instructions)
(860) 251-5000

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 ☐

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)
\$ 3,985,556

J Accounting method
☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	80,820	80,820		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	328,195			
	b Gross sales price for all assets on line 6a _____ 1,184,143				
	7 Capital gain net income (from Part IV , line 2)		328,195		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	409,015	409,015		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	69,433	20,830		48,603
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	9,478	9,478		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,030	130		900
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	79,941	30,438		49,503
	25 Contributions, gifts, grants paid	106,750			106,750
	26 Total expenses and disbursements. Add lines 24 and 25	186,691	30,438		156,253
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	222,324			
	b Net investment income (if negative, enter -0-)		378,577		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		85,961	85,961
	2	Savings and temporary cash investments	295,679	290,796	290,796
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,432,408	2,573,654	3,608,799
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,728,087	2,950,411	3,985,556	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,815,069	2,815,069	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-86,982	135,342	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,728,087	2,950,411	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,728,087	2,950,411	

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 2,728,087
2	Enter amount from Part I, line 27a	2 222,324
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 2,950,411
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 2,950,411

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	328,195
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	169,747	3,522,317	0 048192
2008	198,633	3,458,925	0 057426
2007	261,254	4,784,584	0 054603
2006	224,340	4,713,731	0 047593
2005	251,206	4,560,519	0 055083

2	Total of line 1, column (d).	2	0 262897
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052579
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	3,728,360
5	Multiply line 4 by line 3.	5	196,033
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,786
7	Add lines 5 and 6.	7	199,819
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 on page 18	8	156,253

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1aExempt 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)		
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		17,572
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		20
3Add lines 1 and 2.		37,572
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		40
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		57,572
6Credits/Payments		
a2010 estimated tax payments and 2009 overpayment credited to 2010	6a5,600	
bExempt foreign organizations—tax withheld at source	6b	
cTax paid with application for extension of time to file (Form 8868)	6c	
dBackup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		75,600
8Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		91,972
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10
11Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐		11

Part VII-AStatements Regarding Activities			
1aDuring 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?		1a	No
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		1b	No
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has 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		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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?		6	Yes
7Did 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		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ CT			
bIf 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 .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of COLEMAN H CASEY TRUSTEE SHIPMAN Telephone no (860) 251-5000 Located at GOODWIN 1 CONSTITUTION PLZ HARTFORD CT ZIP+4 061031919			
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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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.	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 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the instructions).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 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 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☐	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COLEMAN H CASEY	TRUSTEE	0	0	0
SHIPMAN GOODWIN LLP 1 CONSTITUTION PLAZA HARTFORD, CT 061031919	3 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,446,652
b	Average of monthly cash balances.	1b	338,485
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,785,137
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	3,785,137
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	56,777
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,728,360
6	Minimum investment return. Enter 5% of line 5.	6	186,418

Part XI

Distributable Amount (see page 25 of the 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	186,418
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	7,572
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,572
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	178,846
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	178,846
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	178,846

Part XII

Qualifying Distributions (see page 25 of the 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	156,253
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	156,253
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	156,253
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				178,846
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				28,894
b From 2006.				
c From 2007.				24,422
d From 2008.				27,060
e From 2009.				
f Total of lines 3a through e.	80,376			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 156,253				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				156,253
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	22,593			22,593
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	57,783			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	6,301			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	51,482			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				24,422
c Excess from 2008.				27,060
d Excess from 2009.				
e Excess from 2010.				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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
C/O SHIPMAN GOODWIN LLP 1 CONSTITUT
ON PLAZA
HARTFORD,CT 061031919
(860) 251-5000

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 <i>Paid during the year</i> See Additional Data Table				
Total			 3a	106,750
b <i>Approved for future payment</i> YMCA OF GREATER HARTFORD 241 TRUMBULL STREET HARTFORD, CT 06103		PUBLIC CHARITY	ALBANY AVENUE PROJECT	10,000
Total			 3b	10,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
--------------------------	--------------------------	---------------------------------

Sign Here

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.

Signature of officer or trustee

2011-11-04

Date

Title

Paid Preparer's Use Only

Preparer's Signature

BRYON HARMON

Firm's name

SHIPMAN & GOODWIN LLP

ONE CONSTITUTION PLAZA

Firm's address

HARTFORD, CT 061031919

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (860) 251-5000

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 06-6284362

Name: THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	1000 SHARES MILLIPORE CORP	P	2006-10-24	2010-07-15
B	500 SHARES APACHE CORP	P	2003-06-25	2010-09-14
C	500 SHARES GENERAL DYNAMICS CORP	P	2002-12-27	2011-01-25
D	1000 SHARES ISHARES BARCLAYS AGGREGATE BOND FUND	P	2003-11-17	2011-01-25
E	1000 SHARES ISHARES BARCLAYS AGGREGATE BOND FUND	P	2009-02-25	2011-01-25
F	500 SHARES UNITED TECHNOLOGIES CORP	P	2000-06-14	2011-01-25
G	100 SHARES APACHE CORP	P	2003-06-25	2011-02-04
H	1400 SHARES APACHE CORP	P	2003-07-23	2011-02-04
I	2000 SHARES ROCHE HOLDING LIMITED SPONSORED ADR	P	2010-01-26	2011-02-24
J	2000 SHARES SYSCO , CORP	P	2004-07-22	2011-02-24
K	1000 SHARES SYSCO , CORP	P	2004-10-21	2011-02-24
L	1000 SHARES SYSCO , CORP	P	2005-09-19	2011-02-24
M	1000 SHARES SYSCO , CORP	P	2005-11-17	2011-02-24
N	500 SHARES 3M COMPANY	P	2005-08-25	2011-02-24
O	2000 SHARES EMC CORP (MASS)	P	2006-03-28	2011-05-17
P	500 SHARES THE GOLDMAN SACHS GROUP INC	P	1999-08-18	2011-05-17
Q	2000 SHARES NUANCE COMMUNICATIONS INC	P	2010-03-23	2011-05-17
R	500 SHARES UNITED TECHNOLOGIES CORP	P	2000-06-14	2011-05-17
S	8935 578 SHARES COLUMBIA INCOME OPPORTUNITIES-Z	P	2003-09-08	2011-06-30
T	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	107,000		63,610	43,390
B	46,433		16,163	30,270
C	36,547		19,700	16,847
D	105,460		101,110	4,350
E	105,460		101,453	4,007
F	39,785		14,409	25,376
G	11,990		3,233	8,757
H	167,855		45,213	122,642
I	72,844		89,300	-16,456
J	57,049		71,163	-14,114
K	28,525		30,140	-1,615
L	28,525		32,767	-4,242
M	28,525		31,222	-2,697
N	46,333		36,140	10,193
O	55,281		27,380	27,901
P	71,111		31,538	39,573
Q	44,600		34,200	10,400
R	44,720		14,409	30,311
S	85,960		92,798	-6,838
T	140			140

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
		(k) Excess of col (i) over col (j), if any	
A			43,390
B			30,270
C			16,847
D			4,350
E			4,007
F			25,376
G			8,757
H			122,642
I			-16,456
J			-14,114
K			-1,615
L			-4,242
M			-2,697
N			10,193
O			27,901
P			39,573
Q			10,400
R			30,311
S			-6,838
T			140

Form 990PF Part XV Line 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				
ASYLUM HILL CONGREGATIONAL CHURCH 814 ASYLUM AVENUE HARTFORD, CT 06105		PUBLIC CHARITY	OPERATING GRANT	5,000
CONCORA 90 MAIN STREET NEW BRITAIN, CT 06051		PUBLIC CHARITY	UNRESTRICTED OPERATING SUPPORT	10,000
FARMINGTON VALLEY CHORALE CO C PADRON 8 WINDHAM DR SIMSBURY, CT 06070		PUBLIC CHARITY	OPERATING GRANT	500
GREATER HARTFORD ARTS COUNCIL 214 FARMINGTON AVE HARTFORD, CT 06105		PUBLIC CHARITY	OPERATING GRANT	2,500
HARTFORD HOSPITAL 80 SEYMOUR STREET HARTFORD, CT 06102		PUBLIC CHARITY	ANNUAL FUND	1,250
HARTFORD SYMPHONY ORCHESTRA 228 FARMINGTON AVE HARTFORD, CT 06105		PUBLIC CHARITY	ANNUAL FUND	11,000
LASELL COLLEGE 1844 COMMONWEALTH AVE NEWTON, MA 02166		PUBLIC CHARITY	ANNUAL FUND	25,000
MUSICAL MASTERWORKS INC PO BOX 684 OLD LYME, CT 06371		PUBLIC CHARITY	OPERATING GRANT	2,500
THE LOOMIS CHAFFEE SCHOOL 4 BATCHELDER RD WINDSOR, CT 06096		PUBLIC CHARITY	ANNUAL FUND	1,000
THE MARK TWAIN HOUSE & MUSEUM 351 FARMINGTON AVE HARTFORD, CT 06105		PUBLIC CHARITY	OPERATING GRANT	500
THE MARK TWAIN HOUSE & MUSEUM 351 FARMINGTON AVE HARTFORD, CT 06105		PUBLIC CHARITY	SUPPORT OF THE NORMAN ROCKWELL EXHIBITION	6,000
WADSWORTH ATHENEUM 600 MAIN STREET HARTFORD, CT 06103		PUBLIC CHARITY	OPERATING GRANT	25,000
WADSWORTH ATHENEUM 600 MAIN STREET HARTFORD, CT 06103		PUBLIC CHARITY	SUPPORT CONTEMPORARY COALITION DUES	5,000
YMCA OF GREATER HARTFORD 241 TRUMBULL STREET HARTFORD, CT 06103		PUBLIC CHARITY	4TH INSTALLMENT OF 5 YEAR OPERATING GRANT	10,000
WINTERTHUR MUSEUM GARDEN & LIBRARY 5105 KENNETT PIKE WILMINGTON, DE 19735		PUBLIC CHARITY	OPERATING GRANT	500
Total  3a				106,750

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WATKINSON SCHOOL 180 BLOOMFIELD AVENUE HARTFORD, CT 06105		PUBLIC CHARITY	OPERATING GRANT	1,000
Total  3a				106,750

TY 2010 Investments Corporate
Stock Schedule

Name: THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP
EIN: 06-6284362

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHRS L-3 COMMUNICATIONS HOLDINGS INC.	90,346	174,900
2,000 SHRS ABBOTT LABORATORIES	26,467	105,240
9,000 SHRS EMC CORP. (MASS)	0	0
1,000 SHRS MILLIPORE CORP.	0	0
2,000 SHRS NIKE INC. 'B'	84,609	179,960
5,000 SHRS SYSCO, CORP.	0	0
2,000 SHRS AUTOMATIC DATA PROCESSING	82,031	105,360
2,000 SHRS APACHE CORP.	0	0
2,000 SHRS EXXON MOBIL CORPORATION	14,855	162,760
3,000 SHRS JP MORGAN CHASE & CO.	107,658	122,820
3,500 SHRS MERCK & CO. INC.	87,325	123,515
1,500 SHRS PROCTER & GAMBLE	94,830	95,355
500 SHRS GOLDMAN SACHS GROUP INC.	0	0
2,000 SHRS ISHARES BARCLAYS AGGREGATE BOND FUND	0	0
2,000 SHRS 3M COMPANY	0	0
5,000 SHRS APPLIED MATERIALS	72,028	65,050
1,000 SHRS BHP BILLITON PLC SPONSORED ADR	67,238	78,430
1,500 SHRS CHEVRON CORP (NEW)	51,636	154,260
2,000 SHRS GENERAL DYNAMICS CORP.	0	0
1,800 SHRS HEWLETT-PACKARD CO.	79,090	65,520
2,500 SHRS JOHNSON & JOHNSON	127,607	166,300
4,000 SHRS NUANCE COMMUNICATIONS INC.	65,700	85,880
2,000 SHRS ROCHE HOLDINGS LIMITED SPONSORED ADR	0	0
1,200 SHRS SCHUMBERGER LTD	0	0
2,400 SHRS SPECTRA ENERGY CORP.	54,174	65,784
3,000 SHRS UNITED TECHNOLOGIES CORP.	0	0
1,500 SHRS VANGUARD EMERGING MARKETS ETF VIPERS	62,548	72,930
10,879.066 SHRS COLUMBIA CONSERVATIVE HIGH YIELD FUND CLASS Z	0	0
500 SHRS ISHARES BARCLAYS 1-3 YEAR CREDIT BD FC	0	0
1,500 SHRS 3M COMPANY	108,420	142,275

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHRS E I DUPONT DENEMOURS & CO	112,111	108,100
7,000 SHRS EMC CORP. (MASS)	92,690	192,850
1,500 SHRS GENERAL DYNAMICS CORP.	49,350	111,780
3,000 SHRS KRAFT FOODS INC. CLASS A	92,474	105,690
1,000 SHRS MCDONALD'S CORP.	80,448	84,320
2,000 SHRS METLIFE INC.	95,189	87,740
2,000 SHRS ORACLE CORPORATION	71,178	65,820
1,500 SHRS PEPSICO INC.	95,259	105,645
2,000 SHRS REALTY INCOME CORP.	70,539	66,980
2,000 SHRS SCHLUMBERGER LTD	129,892	172,800
1,500 SHRS SYNGENTA AG SPONSORED ADR	92,232	101,340
2,000 SHRS UNITED TECHNOLOGIES CORP.	54,540	177,020
2,500 SHRS ISHARES BARCLAYS 1-3 YEAR CREDIT BD FC	261,190	262,375

TY 2010 Legal Fees Schedule

Name: THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP

EIN: 06-6284362

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHIPMAN & GOODWIN, LLP	69,433	20,830		48,603

TY 2010 Other Expenses Schedule**Name:** THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP**EIN:** 06-6284362

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE STREET BANK FEES	100	100		0
ADR FEE	30	30		0
CT COUNCIL FOR PHILANTHROPY MEMBERSHIP DUES	900	0		900

TY 2010 Taxes Schedule

Name: THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP

EIN: 06-6284362

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
U S TREASURY FORM 990-PF TAX	9,478	9,478		0