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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP		A Employer identification number 06-6284362	
Number and street (or P O box number if mail is not delivered to street address) ONE CONSTITUTION PLAZA		Room/suite	B Telephone number (see instructions) (860) 251-5000
City or town, state or province, country, and ZIP or foreign postal code HARTFORD, CT 061031919		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 4,606,411		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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 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.	103,750	103,750		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	122,348			
	b Gross sales price for all assets on line 6a 1,029,010				
	7 Capital gain net income (from Part IV, line 2) . . .		122,348		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	226,098	226,098		
	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)	56,920	17,076		39,844
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,950	15,950		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,900	2,850		50
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	75,770	35,876		39,894
	25 Contributions, gifts, grants paid	152,500			152,500
	26 Total expenses and disbursements. Add lines 24 and 25	228,270	35,876		192,394
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,172			
	b Net investment income (if negative, enter -0-)		190,222		
	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	200	200	200
	2	Savings and temporary cash investments	359,388	176,089	176,089
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)	3,148,069	3,329,196	4,430,122
	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)	3,507,657	3,505,485	4,606,411
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	692,588	690,416	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,507,657	3,505,485	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,507,657	3,505,485	

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	3,507,657
2	Enter amount from Part I, line 27a	2	-2,172
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,505,485
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	3,505,485

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			(l) 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	122,348
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2012	144,346	3,939,307	0 036642
2011	151,911	3,683,429	0 041242
2010	156,253	3,728,360	0 041909
2009	169,747	3,522,317	0 048192
2008	198,633	3,458,925	0 057426

2	Total of line 1, column (d).	2	0 225411
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 045082
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,305,437
5	Multiply line 4 by line 3.	5	194,098
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,902
7	Add lines 5 and 6.	7	196,000
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	204,394

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,902
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	1,902
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,902
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,200
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	11,200
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,298
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 2,500 Refunded ☒	11	6,798

Part VII-A Statements Regarding Activities			
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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of COLEMAN H CASEY TRUSTEE SHIPMAN Telephone no (860) 251-5000 Located at GOODWIN LLP 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	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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?		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.	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 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 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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	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 2013?	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 instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?	☐ 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	No
	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?		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 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 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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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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	4,115,126
b	Average of monthly cash balances.	1b	255,876
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,371,002
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	4,371,002
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,565
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,305,437
6	Minimum investment return. Enter 5% of line 5.	6	215,272

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	215,272
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,902
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,902
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	213,370
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	213,370
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	213,370

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	192,394
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	12,000
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	204,394
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,902
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	202,492
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				213,370
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			16,327	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 204,394				
a Applied to 2012, but not more than line 2a			16,327	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				188,067
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				25,303
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

Private Operating Foundations (see 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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

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	152,500
b <i>Approved for future payment</i> HARTFORD STAGE COMPANY 50 CHURCH STREET HARTFORD, CT 06103		PUBLIC CHARITY	SUPPORT OF "CAMPAIGN OF THE CENTURY"	12,000
Total			 3b	12,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
1,000 SHS BHP BILLITON PLC ADR	P	2010-03-18	2013-07-11
750 SHS CH ROBINSON WORLDWIDE INC	P	2011-08-17	2013-12-19
1,500 SHS COACH INC	P	2013-04-26	2014-02-24
1,300 SHS EBAY INC	P	2013-03-21	2014-06-11
1,200 SHS JPMORGAN CHASE & CO	P	2005-04-21	2013-10-17
350 SHS JOHNSON & JOHNSON	P	2004-03-19	2013-09-11
1,500 SHS KINDER MORGAN INC	P	2012-07-12	2013-09-10
500 SHS MARSH & MCLENNAN COS INC	P	2011-06-28	2013-09-11
250 SHS MARSH & MCLENNAN COS INC	P	2011-06-28	2014-02-24
400 SHS MARSH & MCLENNAN COS INC	P	2011-06-28	2014-05-29
500 SHS MICROSOFT CORP	P	2011-07-28	2013-09-11
2,000 SHS ORACLE CORP	P	2011-05-12	2013-07-11
1,000 SHS SAP SE ADR	P	2013-07-11	2014-05-29
250 SHS SCHLUMBERGER LTD	P	2010-01-21	2013-09-11
500 SHS SPECTRA ENERGY CORP	P	2013-01-24	2014-02-24
400 SHS SPECTRA ENERGY CORP	P	2010-01-21	2014-03-24
200 SHS THERMO FISHER SCIENTIFIC INC	P	2013-01-24	2014-02-24
600 SHS TIME WARNER CABLE INC	P	2012-06-14	2013-07-11
400 SHS WAL-MART STORES INC	P	2011-12-15	2013-09-11
500 SHS CH ROBINSON WORLDWIDE INC	P	2013-03-14	2013-12-19
300 SHS EBAY INC	P	2013-04-26	2014-06-11
300 SHS JPMORGAN CHASE & CO	P	2005-05-26	2013-10-17
500 SHS KINDER MORGAN INC	P	2013-03-14	2013-09-10
1,500 SHS MICROSOFT CORP	P	2011-10-07	2013-09-11
1,000 SHS ORACLE CORP	P	2012-07-12	2013-07-11
2,000 SHS SPECTRA ENERGY CORP	P	2010-03-18	2014-03-24
100 SHS SPECTRA ENERGY CORP	P	2013-01-24	2014-03-24
200 SHS TIME WARNER CABLE INC	P	2012-07-12	2013-07-11
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)
54,647		67,238	-12,591
42,253		50,183	-7,930
72,299		86,384	-14,085
63,019		68,731	-5,712
64,682		41,424	23,258
30,992		17,588	13,404
55,156		49,845	5,311
21,044		15,155	5,889
12,060		7,577	4,483
19,927		12,124	7,803
16,365		13,975	2,390
63,761		71,178	-7,417
76,258		74,324	1,934
21,575		17,203	4,372
18,780		13,584	5,196
14,504		9,196	5,308
24,776		13,945	10,831
69,121		46,596	22,525
29,571		23,335	6,236
28,169		29,605	-1,436
14,543		15,620	-1,077
16,171		10,827	5,344
18,385		18,500	-115
49,094		39,612	9,482
31,880		28,751	3,129
72,519		44,978	27,541
3,626		2,717	909
23,040		16,467	6,573
793			793

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

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) 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	
			-12,591
			-7,930
			-14,085
			-5,712
			23,258
			13,404
			5,311
			5,889
			4,483
			7,803
			2,390
			-7,417
			1,934
			4,372
			5,196
			5,308
			10,831
			22,525
			6,236
			-1,436
			-1,077
			5,344
			-115
			9,482
			3,129
			27,541
			909
			6,573
			793

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	ANNUAL GIFT	7,750
CONCORA 90 MAIN STREET NEW BRITAIN,CT 06051		PUBLIC CHARITY	OPERATING SUPPORT AND TO HONOR RICK COFFEY ON HIS RETIREMENT	10,000
CONNECTICUT HISTORICAL SOCIETY ONE ELIZABETH STREET HARTFORD,CT 06105		PUBLIC CHARITY	SUPPORT OF KATHERINE HEPBURN EXHIBITION	1,000
CONNECTICUT SCIENCE CENTER 250 COLUMBUS BLVD HARTFORD,CT 06103		PUBLIC CHARITY	ANNUAL GIFT	1,000
FARMINGTON VALLEY CHORALE C/O PADRON 8 WINDAM DRIVE SIMSBURY,CT 06070		PUBLIC CHARITY	FUNDING BRAHMS "REQUIEM"	500
FINE ARTS RADIO INC PO BOX 920 MONROE,CT 06468		PUBLIC CHARITY	SUPPORT OF WMNR	2,000
GREATER HARTFORD ARTS COUNCIL 214 FARMINGTON AVENUE HARTFORD,CT 06105		PUBLIC CHARITY	ANNUAL GIFT	5,000
HARTFORD PUBLIC LIBRARY 500 MAIN STREET HARTFORD,CT 06103		PUBLIC CHARITY	ANNUAL GIFT	1,250
HARTFORD STAGE COMPANY 50 CHURCH STREET HARTFORD,CT 06103		PUBLIC CHARITY	ANNUAL GIFT	2,000
HARTFORD STAGE COMPANY 50 CHURCH STREET HARTFORD,CT 06103		PUBLIC CHARITY	SUPPORT OF "LOVE PLAY"	12,000
HARTFORD SYMPHONY ORCHESTRA 228 FARMINGTON AVENUE HARTFORD,CT 06105		PUBLIC CHARITY	ANNUAL GIFT	3,000
LASELL COLLEGE 1844 COMMONWEALTH AVENUE NEWTON,MA 02166		PUBLIC CHARITY	ANNUAL GIFT	40,000
LOOMIS CHAFFEE SCHOOL 4 BATCHELDER ROAD WINDSOR,CT 06095		PUBLIC CHARITY	ANNUAL GIFT	1,250
MUSICAL MASTERWORKS PO BOX 684 OLD LYME,CT 06371		PUBLIC CHARITY	ANNUAL GIFT	3,000
THE MARK TWAIN HOUSE & MUSEUM 351 FARMINGTON AVENUE HARTFORD,CT 06105		PUBLIC CHARITY	FUNDING OF 2013 MANHATTAN CONTEMPORARY CHAMBER ENSEMBLE	2,500
Total  3a				152,500

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				
THE MARK TWAIN HOUSE & MUSEUM 351 FARMINGTON AVENUE HARTFORD,CT 06105		PUBLIC CHARITY	ANNUAL GIFT	8,000
WADSWORTH ATHENEUM MUSEUM OF ART 600 MAIN STREET HARTFORD,CT 06103		PUBLIC CHARITY	ANNUAL GIFT	45,000
WADSWORTH ATHENEUM MUSEUM OF ART 600 MAIN STREET HARTFORD,CT 06103		PUBLIC CHARITY	MEMBERSHIP RENEWAL	5,000
WATKINSON SCHOOL 180 BLOOMFIELD AVENUE HARTFORD,CT 06105		PUBLIC CHARITY	ANNUAL GIFT	2,250
Total  3a				152,500

TY 2013 Cash Distribution Explanation Statement

Name: THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP

EIN: 06-6284362

Explanation: THE SAUNDERS FOUNDATION SETS ASIDE \$12,000 FOR HARTFORD STAGE TO SUPPORT THE PRODUCTION OF "CAMPAIGN OF THE CENTURY" WHICH WILL RUN AT HARTFORD STAGE FROM MAY 14 TO JUNE 7, 2015. A \$12,000 PAYMENT TO HARTFORD STAGE IS SCHEDULED TO BE DISTRIBUTED IN APRIL, 2015.

TY 2013 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
6,000 SHS GUGGENHEIM HI YIELD	160,199	161,532
1,000 SHS PIMCO HI YIELD	104,740	106,870
1,500 SHS VANGUARD ST BOND	122,667	120,510
1,650 SHS VANGUARD ST TM CORP	129,677	132,611
2,000 SHS LOWES COS INC	78,161	95,980
900 SHS MCDONALDS CORP	77,297	90,666
1,100 SHS WAL-MART STORES	64,172	82,577
1,500 SHS KRAFT FOODS GROUP	59,114	89,925
800 SHS MCCORMICK & CO INC	49,957	57,272
3,000 SHS MONDELEZ INTL INC	66,772	112,830
1,000 SHS PEPSICO INC	63,506	89,340
1,000 SHS PROCTER & GAMBLE	63,220	78,590
500 SHS CHEVRON CORP	16,852	65,275
750 SHS EXXON MOBIL CORP.	5,571	75,510
1,000 SHS OCCIDENTAL PETROLEUM	84,715	102,630
1,150 SHS SCHLUMBERGER LTD	71,402	135,643
1,000 SHS AMERICAN EXPRESS CO.	59,217	94,870
1,600 SHS MARSH & MCLENNAN COS INC	48,494	82,912
2,000 SHS ABBOTT LABORATORIES	12,698	81,800
800 SHS JOHNSON & JOHNSON	39,660	83,696
1,250 SHS NOVARTIS AG SPONS ADR	79,107	113,162
800 SHS THERMO FISHER SCIENTIFIC	55,782	94,400
1,000 SHS CATEPILLAR INC	83,322	108,670
1,000 SHS DEERE & C0	78,640	90,550
3,000 SHS GENERAL ELECTRIC CO	63,040	78,840
750 SHS 3M CO	54,210	107,430
950 SHS UNITED TECHNOLOGIES	25,907	109,678
1,400 SHS APPLE INC	78,527	130,102
1,000 SHS AUTOMATIC DATA PROCESSING	40,398	79,280
2,500 SHS INTEL CORP	62,176	77,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 SHS IBM	61,325	54,381
1,500 SHS DUPONT EI DE NEMOURS & CO	84,083	98,160
2,400 SHS REALTY INCOME CORP	85,393	106,608
2,200 SHS VANGUARD FTSE EMERGING MKTS	93,624	94,886
1,300 SHS VANGUARD SMALL CAP VIPERS FD	88,396	152,256
2,000 SHS GUGGENHEIM ENHANCED SHORT DURATION	100,699	100,640
6,000 SHS POWERSHARES SENIOR LOAN PORT	148,799	149,220
1,500 SHS DISNEY CO COM	95,340	128,610
1,000 SHS DISCOVERY COMMUNICATIONS INC	82,860	74,280
1,400 SHS NESTLE SA SPONSORED ADR	94,808	108,457
1,800 SHS US BANCORP	67,639	77,976
2,000 SHS WELLS FARGO & CO	84,322	105,120
250 SHS GRAINGER W W INC	63,344	63,567
150 SHS GOOGLE INC CL A	85,824	87,700
2,000 SHS VERIZON COMMUNICATIONS INC	93,540	97,860

TY 2013 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	56,920	17,076		39,844

TY 2013 Other Expenses Schedule**Name:** THE SAUNDERS FOUNDATION CO SHIPMAN & GOODWIN LLP**EIN:** 06-6284362

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE STREET BANK FEES	100	50		50
FOREIGN TAXES WITHHELD	2,752	2,752		0
ADR FEE	48	48		0

TY 2013 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
US ESTIMATED TAX	11,200	11,200		0
US TAX DUE FOR 2012 FORM 990-PF	4,750	4,750		0