

**SANJIT SHAH**  
4 Puddin Hill Road  
South Salem, NY 10590  
(914) 374-5814 (cell)  
(914) 533-7047 (home)

December 17, 2012

**VIA E-MAIL**

Mr. Steve Kleppin, AICP  
Town Planner/Sr. Enforcement Officer  
Town of New Canaan  
Town Hall, 77 Main Street  
New Canaan CT 06840

Re: Application of Grace Property Holdings, LLC for an amendment to the November 27, 2007 special permit issued by the Planning & Zoning Commission of the Town of New Canaan

Dear Mr. Kleppin:

I write in connection with the above-referenced application (the “2012 Application”). Kindly forward this letter to the members of the Planning & Zoning Commission of the Town of New Canaan (the “Commission”) for their consideration in advance of the December 18, 2012 hearing on the 2012 Application. I hereby request that this letter be included in the file for, and made a part of the record of the hearing on, the 2012 Application.

**I. The Applicant’s Planned Activities**

In advance of the November 27, 2012 hearing, I submitted to the Commission, evidence (comprising pages from the website of Grace Farms Foundation, Inc.) demonstrating that the property that is the subject of the 2012 Application, *i.e.*, 365 Lukes Wood Road, New Canaan, Connecticut, will be used as an international philanthropic foundation and research center in addition to being used as a church. I argued that such evidence demonstrated that the applicant, Grace Property Holdings, LLC, which is the nominal owner of 365 Lukes Wood Road, must obtain a special permit pursuant to section 3.2.C.17 of the New Canaan Zoning Regulations.

In opposition, Joseph L. Hammer of Day Pitney, counsel to Grace Property Holdings, LLC and Grace Farms Foundation, Inc. (the "Foundation"), contended, *inter alia*, that the Foundation's intended use of the property as a philanthropic organization was merely incidental to its use of the property as a church, and therefore, a special permit allowing it to operate a philanthropic organization was not required. Specifically, Mr. Hammer, argued that the use of the property to support various charities was not materially different from a church allowing meetings of various neighborhood nonprofit organizations, *e.g.*, Alcoholics Anonymous, to be held on its premises.

In fact, however, the picture painted by Mr. Hammer regarding the activities that will be held at 365 Lukes Wood Road once the project is completed is a radically sanitized image of what will actually happen. At a minimum, according to the Foundation's Certificate of Incorporation, there will be conferences, lectures, workshops and performances:

### **ARTICLE III**

#### **PURPOSES**

The purposes for which the Corporation is formed are exclusively charitable, educational and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended . . . and shall include but shall not be limited to:

(a) making grants and expenditures to support (i) charitable, educational and religious activities in the areas of faith, the arts, culture, science, education, and social justice and (ii) charitable, educational, and religious organizations described in Section 501(c)(3) of the Code working in the areas of faith, the arts, culture, science, education, and social justice;

(b) providing support and resources to new and existing charitable, educational and religious organizations described in Section 501(c)(3) of the Code, including, without limitation, organizations working in the areas of faith, the arts, culture, science, education and social justice;

(c) **sponsoring, conducting and supporting conferences, seminars, discussion groups, lectures and other programs to educate the general public about and raise public awareness** of faith and the reconciliation of faith, philosophy and science, social justice movements, the arts and culture;

(d) **sponsoring and supporting artistic and cultural activities, including, without limitation, workshops and performances** in the areas of music, dance, theatre, and fine arts workshops, lectures and seminars, in order to educate and enrich the general public and the local community;

(e) **cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes;** and

(f) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

(Certificate of Incorporation, Exhibit A, at 1-2 (emphasis added).)

The activities that will be held at 365 Lukes Wood Road once the Foundation constructs the River Building and renovates the existing barn go far beyond those activities that are typically held by a local New Canaan church. In addition, the Foundation's grant-making activities establish that it is a philanthropic organization that is separate and distinct from Grace Community Church of New Canaan ("Grace Community Church"), which will hold religious services at 365 Lukes Wood Road. Accordingly, the Foundation must apply for and obtain a special permit pursuant to section 3.2.C.17 of the New Canaan Zoning Regulations before it is allowed to operate at 365 Lukes Wood Road.<sup>1</sup>

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<sup>1</sup> That the principal use of the property will be as a philanthropic organization, for which a special permit has not been issued, and not a church, is demonstrated by the website of the Foundation, which provides that the 75-acre property now known as Grace Farms will be managed by the Foundation "for the benefit of the Town of New Canaan, the greater community and Grace Community Church." As demonstrated by the Foundation's 2009 tax returns, the Foundation owns 100% of the interest in Grace Property Holdings, LLC, the nominal applicant, and the nominal owner of the 48-acre property located at 365 Lukes Wood Road. (2009 Tax Returns, Exhibit B, at 16.)

The Commission need not credit the unfounded representations of the applicant or its representatives in the face of evidence to the contrary:

On the basis of this evidence, the commission stated that it had “doubts that the [society was] forthcoming with [its] intentions for [the] facility. During the public hearings, the [society] was reluctant to provide answers to [the commission’s] questions and provided vague information about the festivals and functions that [had been] planned.” The commission concluded that “[t]he level of continuous activity that will take place at the proposed site is inconsistent with the harmony of the general character of the neighborhood.”

We conclude that there was evidence in the record to support the commission’s conclusion that attendance at previous events on the society’s property had exceeded 450 people and 148 cars, and that the events had been highly disruptive to the neighborhood.

*Cambodian Buddhist Soc’y of Conn., Inc. v. Planning & Zoning Comm’n of Newtown*, 285 Conn. 381, 439 (Conn. 2008).

## **II. The Foundation Has Operated Illegally From 365 Lukes Wood Road Since 2010**

It is undisputed that “[i]nstitutions of philanthropic or eleemosynary organizations serving a significant community need” may operate in a residence zone pursuant to special permit. Zoning Regulation § 3.2.C.17. It is also undisputed that although Grace Property Holdings, LLC obtained a special permit to operate a church with capacity for 900 persons at 365 Lukes Wood Road, neither it nor the Foundation has obtained a special permit to operate a philanthropic or eleemosynary organization on the property. Nevertheless, the Foundation’s tax returns and other documents demonstrate that the Foundation has carried out its philanthropic activities from 365 Lukes Wood Road since 2010.

Part VII-A of the Foundation’s 2010 tax returns provides that the Foundation’s books are in the care of “Grace Farms Foundation Inc.” located at “365 Lukes Wood Road New Canaan

CT.” (2010 Tax Returns, Exhibit C, at 5.) This is consistent with the Foundation’s Delaware Annual Franchise Tax Report for 2009, which gives the Foundation’s address as 365 Lukes Wood Road. (2009 Delaware Annual Franchise Tax Report, Exhibit D.) The Foundation’s 2010 tax returns disclose that the Foundation donated \$195,000 in that year. (2010 Tax Returns, Exhibit C, at 20.)

It is therefore clear that the Foundation conducted its grant-making function (Certificate of Incorporation, Exhibit A, at 1) from 365 Lukes Wood Road in 2010. The Foundation’s website, the relevant pages of which I provided with my and Marjorie F. Shansky’s memo dated November 26, 2012, establishes that the Foundation continues to this date to operate from 365 Lukes Wood Road. Accordingly, because the Foundation is operating as a philanthropic or eleemosynary organization from a property in a 4-acre residence zone without a special permit, as expressly required by section 3.2.C.17 of the Zoning Regulations, a zoning violation exists with respect to the property that is the subject of the current application.

Because there is a zoning violation with respect to 365 Lukes Wood Road by reason of the Foundation’s operation from that property as a philanthropic organization, the Commission is obligated to deny the 2012 Application:

The Commission shall not approve any Special Permit for any property on which there exists a zoning violation, unless such Special Permit application will remedy such violation.

Zoning Regulation § 8.2.B.3.g.

Approval of the 2012 Application will not remedy the current violation because that application does not seek permission to operate a Foundation from the premises.

**III. Even Without a Zoning Violation, the 2012 Application Would Be Defective**

Condition no. 3 to the May 20, 2008 amendment to the November 27, 2007 special permit provides that the “architectural drawings for the permanent sanctuary building will be submitted to the Commission for design review.” Pursuant to section 6.12 of the New Canaan Zoning Regulations, design review is intended “to aid applicants in ensuring that their designs are in harmony with the character of the community, encourage high quality building and site design, and result in development which is compatible with the character of the community.” Zoning Regulation § 6.12.A.

Section 6.12.C of the New Canaan Zoning Regulations sets for the procedure for design review:

**C. Procedure**

1. The Commission shall review an application in relation to the design guidelines of this Section or may request the assistance of a Design Review Committee or similar organization, if available, in evaluating such plans.
2. Any recommendations or suggestions so received from any Design Review Committee shall not be binding upon the Commission.

Zoning Regulation § 6.12.C.

Although a specially permitted use in a residence zone, other than a two-family house, a rooming house, a bed and breakfast, a group home or an agricultural use, must be reviewed in relation to the applicable design guidelines, Zoning Regulation § 6.12.B, there is no provision in section 6.12 of the Zoning Regulations that requires applicants for design review to apply for an amendment to a special permit.

Having made the determination to apply for an amendment to the previously granted special permit -- *even though such an application is not required for design review* -- Grace Property Holdings, LLC cannot pick and choose from among the special permit criteria the provisions it intends to satisfy. *Fedus v. Zoning & Planning Comm'n of Colchester*, 112 Conn. App. 844, 850 (Conn. App. Ct. 2009) (“A commission is not at liberty to ignore existing regulations and to treat them as invalid.”). In connection with the 2012 Application, Grace Property Holdings, LLC has not even attempted to satisfy *any* of the special permit criteria set forth in the Zoning Regulations. Accordingly, even if the Foundation were not illegally operating from 365 Lukes Wood Road -- and it is -- the 2012 Application should be denied for failure to satisfy the special permit regulations (as well as those related to traffic set forth in section 6.8 of the Zoning Regulations).

**IV. The Commission May Consider Attendance on Religious Holidays to Determine Traffic Impact**

At the November 27, 2012 hearing on the 2012 Application, remarks were made that the Commission may not consider church attendance on certain holidays to determine the impact on traffic. This is not accurate. In *Cambodian Buddhist Society*, the Connecticut Supreme Court upheld the determination of the Planning and Zoning Commission of Newtown that the “activities at the proposed temple would cause a significantly greater disruption to the neighborhood than any permitted use of the property would . . . .” *Cambodian Buddhist Soc’y*, 285 Conn. at 441. In reaching this conclusion, the Supreme Court recognized that the Newtown Planning and Zoning Commission analyzed representations concerning temple attendance on various occasions, including annual religious festivals:

In its letter to the society announcing the denial of the society's application, the commission stated that the society originally had indicated that ten to fifteen people would visit the temple on weekdays, thirty to fifty people would visit on weekends, and that the temple would hold four annual festivals for up to 450 people on weekends during daylight hours. The commission stated that, although "[t]his . . . seemed acceptable," "upon closer examination . . . this is a very sanitized version as to what is to be expected."

*Cambodian Buddhist Soc'y*, 285 Conn. at 438-39.

Thus, the Commission may consider church attendance on Christmas and Easter to determine the impact of the proposed development, just as it did in connection with the original special permit application, and the 2008 application for the amendment to the special permit:

GALANTE: We are confident that in the future, as the Church grows, and the number of people attending a Christmas morning service, there would be more people in each car. I know that happens in my church on a Sunday morning on a holiday. Certainly more than 1.8 people per car. It's five children sitting in the backseat because they're home from school and so on. So the number of people generally rises. (Transcript of the August 28, 2007 Public Hearing, at 23 (testimony of Michael Galante).)

\* \* \*

CHURCH MEMBERS: At Christmas service, we have up toward 600. So we already have, you know, Christmas.

MR. KLEPPIN: I know we're jumping ahead but maybe as a possible condition, something that would be wise for the applicants to do when they do that additional traffic study that they do that on a couple of days where it's the busiest days of the year, Easter, Christmas, even though they may not get a happy traffic controller to go out and study those things. At least the data will be better. (Transcript of the May 20, 2008 Public Hearing, at 24.)<sup>2</sup>

Thus, attendance at Grace Community Church during holiday services is highly relevant in connection with determining whether Grace Property Holdings, LLC has satisfied the special

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<sup>2</sup> The relevant excerpts of the August 28, 2007 transcript and the May 20, 2008 transcript are annexed hereto as Exhibit E. I note, however, that the record of the prior approvals for this property should be made part of the record for the 2012 Application.



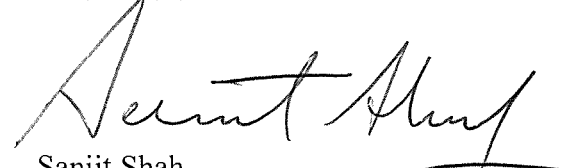
Mr. Steven Kleppin  
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permit criteria concerning traffic impacts, and has been considered as such with respect to the original special permit and the 2008 amendment to the special permit.

Contrary to the baseless remarks made by Mr. Hammer at the November 27, 2012 hearing, neither I, nor my wife, Mary Shah, nor the Abels, nor the Coopers, are opposed to the 2012 Application because we object to the use of the property for religious purposes. We are deeply concerned by the traffic that the proposed project will generate, particularly in view of the material changes that have occurred since the approvals of the original special permit and amendment thereto, and we are opposed to the illegal use of the property as a philanthropic organization.

For these reasons, and for the reasons set forth in my October 17, 2012 letter to you, and the November 26, 2012 memorandum submitted by Marjorie Shansky and me, we request that the 2012 Application be denied in its entirety.

Very truly yours,

  
Sanjit Shah

Cc: The Honorable Gary Warshauer  
The Honorable Peter Parsons  
The Honorable Richard B. Lyman  
Marjorie F. Shansky, Esq.  
Joseph L. Hammer, Esq.  
Ira Bloom, Esq.  
Interested neighbors

***EXHIBIT A***

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GRACE FARMS FOUNDATION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF DECEMBER, A.D. 2009, AT 5:17 O'CLOCK P.M.

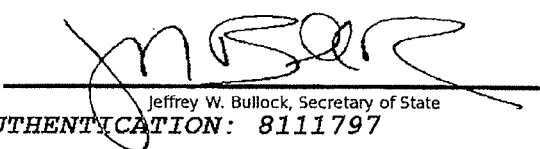
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GRACE FARMS FOUNDATION, INC.".

4759304 8100H

100727815



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8111797

DATE: 07-14-10

CERTIFICATE OF INCORPORATION

OF

GRACE FARMS FOUNDATION, INC.

The undersigned, a natural person, for the purpose of organizing a corporation not-for-profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**ARTICLE I**

NAME

The name of the corporation is GRACE FARMS FOUNDATION, INC. (the "Corporation").

**ARTICLE II**

REGISTERED OFFICE AND AGENT

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at that address is The Corporation Trust Company.

**ARTICLE III**

PURPOSES

The purposes for which the Corporation is formed are exclusively charitable, educational and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include but shall not be limited to:

- (a) making grants and expenditures to support (i) charitable, educational and religious activities in the areas of faith, the arts, culture, science, education, and social justice and (ii) charitable, educational, and religious organizations described in Section 501(c)(3) of the Code working in the areas of faith, the arts, culture, science, education, and social justice;
- (b) providing support and resources to new and existing charitable, educational and religious organizations described in Section 501(c)(3) of the Code,

including, without limitation, organizations working in the areas of faith, the arts, culture, science, education and social justice;

(c) sponsoring, conducting and supporting conferences, seminars, discussion groups, lectures and other programs to educate the general public about and raise public awareness of faith and the reconciliation of faith, philosophy and science, social justice movements, the arts and culture;

(d) sponsoring and supporting artistic and cultural activities, including, without limitation, workshops and performances in the areas of music, dance, theatre, and fine arts workshops, lectures and seminars, in order to educate and enrich the general public and the local community;

(e) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and

(f) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

#### **ARTICLE IV**

##### **POWERS**

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware together with the power to solicit grants and contributions for any corporate purpose. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

#### **ARTICLE V**

##### **DURATION**

The duration of the Corporation is to be perpetual.

#### **ARTICLE VI**

##### **NO CAPITAL STOCK**

The Corporation shall not have authority to issue capital stock.

**ARTICLE VII**  
**INCORPORATOR**

The name and the mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jennifer L. Franklin, Esq.	c/o Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017-3909

**ARTICLE VIII**  
**MEMBERS**

The Corporation shall have one class of members. The rights and conditions of membership shall be stated in the By-Laws of the Corporation.

**ARTICLE IX**  
**MANAGEMENT**

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors.

**ARTICLE X**  
**DIRECTORS' LIABILITY**

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

**ARTICLE XI****NO PRIVATE INUREMENT**

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

**ARTICLE XII****LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS**

No part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

**ARTICLE XIII****FEDERAL EXCISE TAXES**

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

**ARTICLE XIV****DISSOLUTION**

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable jurisdiction) of the county in which the principal

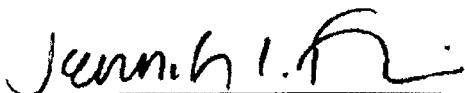
office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XV**  
**AMENDMENTS**

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by those laws.

Pursuant to Section 109 of the General Corporation Law, the Board of Directors may amend or repeal the By-Laws of the Corporation at any meeting of the Board of Directors at which a quorum is present or by unanimous written consent of the Board of Directors. Any such amendment or repeal of the By-Laws of the Corporation will be binding only if approved by a two-thirds vote of the members of the Corporation or by unanimous written consent of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation and affirmed as true the statements made herein this 1<sup>st</sup> day of December, 2009.



Jennifer L. Franklin, Esq.  
c/o Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017



***EXHIBIT B***

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

**2009**

Department of the Treasury  
Internal Revenue Service

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

For calendar year **2009**, or tax year beginning **DEC 1, 2009**, and ending **DEC 31, 2009**

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

Use the IRS label. **GRACE FARMS FOUNDATION, INC.**  
Otherwise, print or type. **C/O PERELSON WEINER LLP**  
See Specific Instructions. **ONE DAG HAMMARSKJOLD PLAZA**  
City or town, state, and ZIP code **NEW YORK, NY 10017-2286**

A Employer identification number **27-1401401**  
B Telephone number **212-605-3112**

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) **\$ 38,852,768.**  
J Accounting method:  Cash,  Accrual,  Other (specify)

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

SCANNED SEP 29 2010

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		39,022,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets (not on line 10)					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales price for all assets on line 6a and allowed expenses					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		39,022,000.	0.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 1		20,083.	0.	0.	20,083.
b Accounting fees STMT 2		10,000.	0.	0.	10,000.
c Other professional fees STMT 3		18,000.	0.	0.	18,000.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		11,750.	0.	0.	11,750.
24 Total operating and administrative expenses. Add lines 13 through 23		59,833.	0.	0.	59,833.
25 Contributions, gifts, grants paid		120,000.			120,000.
26 Total expenses and disbursements. Add lines 24 and 25		179,833.	0.	0.	179,833.
27 Subtract line 26 from line 12.		38,842,167.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				0.	

GRACE FARMS FOUNDATION, INC.  
C/O PERELSON WEINER LLP

Form 990-PF (2009)

27-1401401 Page 2

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		85,268.	85,268.
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment* basis	38,767,500.			
Less accumulated depreciation		38,767,500.	38,767,500.	
15 Other assets (describe )				
16 Total assets (to be completed by all filers)		0.	38,852,768.	38,852,768.
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			
	22 Other liabilities (describe STATEMENT 5 )		0.	10,601.
23 Total liabilities (add lines 17 through 22)		0.	10,601.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		0.	38,842,167.
30 Total net assets or fund balances		0.	38,842,167.	
31 Total liabilities and net assets/fund balances		0.	38,852,768.	

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	0.
2 Enter amount from Part I, line 27a	2	38,842,167.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	38,842,167.
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	38,842,167.

Form 990-PF (2009)

923511  
02-02-10

GRACE FARMS FOUNDATION, INC.  
C/O PERELSON WEINER LLP

Form 990-PF (2009)

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a			
b	NONE		
c			
d			
e			

(a) 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			
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))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a			
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             } { If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8             } 2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		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) N/A

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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
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

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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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1 0.
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 0.
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 0.
6 Credits/Payments	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a
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 0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
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? If "Yes," attach the statement required by General Instruction T.	5		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?	6	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.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ CT, DE			
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	8b	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	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ GRACE FARMS FOUNDATION, INC. Telephone no ▶ 212-605-3112 Located at ▶ C/O PERELSON, 1 DAG HAMMARSKJOLD PL, NEW YORK, NY ZIP+4 ▶ 10017-2286			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> 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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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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	
SEE STATEMENT 8	59,833.
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	42,634.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	42,634.
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	42,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	640.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,994.
6	Minimum investment return. Enter 5% of line 5. <b>ADJUSTED FOR SHORT TAX PERIOD</b>	6	178.

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

**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	179,833.
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	10,017,500.
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	10,197,333.
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.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,197,333.

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				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>N/A</u>				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

	Prior 3 years				(e) Total
	Tax year (a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed	10197333.	0.	0.	0.	10197333.
d Amounts included in line 2c not used directly for active conduct of exempt activities	120,000.	0.	0.	0.	120,000.
e Qualifying distributions made directly for active conduct of exempt activities	10077333.	0.	0.	0.	10077333.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	38852768.	0.	0.	0.	38852768.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	38767500.	0.	0.	0.	38767500.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

**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) )

SEE STATEMENT 9

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

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

c Any submission deadlines

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

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**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i>                      YALE CENTER FOR FAITH AND CULTURE                      409 PROSPECT ST NEW HAVEN, CT 06511</p>	NONE	PUBLIC CHARITY	GENERAL	50,000.
LOVE 146, INC. P.O. BOX 8266 NEW HAVEN, CT 06530	NONE	PUBLIC CHARITY	GENERAL	50,000.
ARTS FOR HEALING, INC. 24 GROVE ST NEW CANAAN, CT 06840	NONE	PUBLIC CHARITY	GENERAL	5,000.
A BETTER CHANCE, INC OF NEW CANAAN P.O. BOX 355 NEW CANAAN, CT 06840	NONE	PUBLIC CHARITY	GENERAL	5,000.
NEW CANAAN CARES INC NEW CANAAN HIGH SCHOOL, ROOM 218 NEW CANAAN, CT 06840	NONE	PUBLIC CHARITY	GENERAL	5,000.
DOMESTIC VIOLENCE CRISIS CENTER 5 EVERSLEY AVE NORWALK, CT 06851	NONE	PUBLIC CHARITY	GENERAL	5,000.
<b>Total</b>			▶ 3a	120,000.
b <i>Approved for future payment</i>				
NONE				
<b>Total</b>			▶ 3b	0.

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**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009**

Name of the organization

GRACE FARMS FOUNDATION, INC.  
C/O PERELSON WEINER LLP

Employer identification number

27-1401401

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization GRACE FARMS FOUNDATION, INC. C/O PERELSON WEINER LLP	Employer identification number 27-1401401
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE MARATHON TRUST C/O PERELSON WEINER LLP, ONE DAG HAMMARSKJOLD PL  NEW YORK, NY 10017-2286	\$ 10,025,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE MARATHON TRUST C/O PERELSON WEINER LLP, ONE DAG HAMMARSKJOLD PL  NEW YORK, NY 10017-2286	\$ 28,797,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	GRACE PROPERTY HOLDINGS, LLC  90 GROVE STREET  RIDGEFIELD, CT 06877	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization <b>GRACE FARMS FOUNDATION, INC. C/O PERELSON WEINER LLP</b>	Employer identification number <b>27-1401401</b>
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**Part II Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	100% INTEREST IN GRACE PROPERTY HOLDINGS, LLC	\$ 28,797,000.	12/28/09
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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FORM 990-PF	LEGAL FEES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	20,083.	0.	0.	20,083.
TO FM 990-PF, PG 1, LN 16A	20,083.	0.	0.	20,083.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	10,000.	0.	0.	10,000.
TO FORM 990-PF, PG 1, LN 16B	10,000.	0.	0.	10,000.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	18,000.	0.	0.	18,000.
TO FORM 990-PF, PG 1, LN 16C	18,000.	0.	0.	18,000.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	11,750.	0.	0.	11,750.
TO FORM 990-PF, PG 1, LN 23	11,750.	0.	0.	11,750.

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FORM 990-PF OTHER LIABILITIES STATEMENT 5

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
TENANT SECURITY DEPOSIT PAYABLE	0.	10,601.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	10,601.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 6

NAME OF CONTRIBUTOR	ADDRESS
THE MARATHON TRUST	C/O PERELSON WEINER LLP, ONE DAG HAMMARSKJOLD PL NEW YORK, NY 10017-2286

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE		
			BEN PLAN CONTRIB	EXPENSE ACCOUNT	
SHARON PRINCE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/PRESIDENT 55.00	0.	0.	0.	0.
ROY MEDILE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/SECRETARY 5.00	0.	0.	0.	0.
THOMAS CHAMPION PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/TREASURER 2.50	0.	0.	0.	0.
ROBERT PRINCE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 5.00	0.	0.	0.	0.
LEIGHANNE CHAMPION PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.	0.	0.

GRACE FARMS FOUNDATION, INC. C/O PERELSO

27-1401401

WALTER BEATTY PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 5.00	0.	0.	0.
LAMONT HIEBERT PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.	0.
PETER HUNSINGER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.50	0.	0.	0.
JANE HUNSINGER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.50	0.	0.	0.
HAROLD ROSSER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.	0.
DAVID VERKLIN PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.	0.
VERONICA VERKLIN PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.	0.
DR. MIROSLAV VOLF PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.00	0.	0.	0.
GREGORY ZEHNER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 5.00	0.	0.	0.
JACQUELYN ZEHNER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 8

ACTIVITY ONE

GRACE FARMS FOUNDATION, INC. INCURRED EXPENSES IN CONNECTION WITH ITS PLAN TO BUILD AND DEVELOP FACILITIES IN ORDER TO SPONSOR, CONDUCT, AND SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS ACTIVITIES IN THE AREAS OF THE ARTS, CULTURE, SCIENCE, EDUCATION AND SOCIAL JUSTICE

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	59,833.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 9

NAME OF MANAGER

SHARON PRINCE  
ROBERT PRINCE

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

<b>Type or print</b>	Name of Exempt Organization <b>GRACE FARMS FOUNDATION, INC.</b>	Employer Identification number <b>27-1401401</b>
<small>File by the due date for filing your return. See instructions.</small>	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PO BOX 876</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW CANAAN, CT 06840</b>	

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**GRACE FARMS FOUNDATION, INC.**

- The books are in the care of ▶ **PO BOX 876 - NEW CANAAN, CT 06840**

Telephone No. ▶ \_\_\_\_\_ FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **DEC 1, 2009**, and ending **DEC 31, 2009**.

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>GRACE FARMS FOUNDATION, INC.</b>	Employer identification number <b>27-1401401</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PO BOX 876</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW CANAAN, CT 06840</b>	

Check type of return to be filed (File a separate application for each return):

- Form 990   
  Form 990-EZ   
  Form 990-T (sec. 401(a) or 408(a) trust)   
  Form 1041-A   
  Form 5227   
  Form 8870  
 Form 990-BL   
 Form 990-PF   
 Form 990-T (trust other than above)   
 Form 4720   
 Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**GRACE FARMS FOUNDATION, INC.**

• The books are in the care of **PO BOX 876 - NEW CANAAN, CT 06840**

Telephone No. **212-605-3112**

FAX No. **212-605-3128**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year \_\_\_\_\_, or other tax year beginning **DEC 1, 2009**, and ending **DEC 31, 2009**.

6 If this tax year is for less than 12 months, check reason:  Initial return     Final return     Change in accounting period

7 State in detail why you need the extension \_\_\_\_\_

**ADDITIONAL INFORMATION IS REQUIRED FROM THIRD PARTIES IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Michael Fishner* Title **CPA**

Date **08/11/2010**

↓ -

***EXHIBIT C***



Form **990-PF**

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

OMB No 1545-0052

**2010**

Department of the Treasury  
 Internal Revenue Service

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

For calendar year **2010**, or tax year beginning **01-01-2010**, and ending **12-31-2010**

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 GRACE FARMS FOUNDATION INC		A Employer identification number 27-1401401
Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 876		B Telephone number (see page 10 of the instructions) (203) 594-9251
City or town, state, and ZIP code NEW CANAAN, CT 068400876		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (C), line 16) \$ 49,807,821	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	11,700,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents	103,232		103,232	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total. Add lines 1 through 11</b>	11,803,232	0	103,232		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	145,123	0	0	145,123
	b Accounting fees (attach schedule)	56,411	0	0	56,411
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	271,305	0	43,990	227,315
	19 Depreciation (attach schedule) and depletion	41,513	0	41,274	
	20 Occupancy	37,086	0	2,942	34,144
	21 Travel, conferences, and meetings	25,279	0	0	25,279
	22 Printing and publications	391	0	0	391
	23 Other expenses (attach schedule)	117,584	0	15,026	102,558
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	694,692	0	103,232	591,221
25 Contributions, gifts, grants paid	195,000			195,000	
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	889,692	0	103,232	786,221	
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>	10,913,540				
b <b>Net investment income</b> (if negative, enter -0-)		0			
c <b>Adjusted net income</b> (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing . . . . .	85,268	10,122,055	10,122,055
	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 (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) . . . . .			
	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 ▶ 38,797,099 Less accumulated depreciation (attach schedule) ▶ 41,513	38,767,500	38,755,506	38,797,099
15	Other assets (describe ▶ _____)	0	888,667	888,667	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item 1)	38,852,768	49,766,308	49,807,821	
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 ▶ _____)	10,601	10,601		
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	10,601	10,601		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	38,842,167	49,755,707	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	38,842,167	49,755,707		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	38,852,768	49,766,308		

**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	38,842,167
2	Enter amount from Part I, line 27a . . . . .	2	10,913,540
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	49,755,707
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	49,755,707

**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				
(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				
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				
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
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	10,197,333	41,994	242.828333
2008			
2007			
2006			
2005			

2	Total of line 1, column (d).	2	242.828333
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	242.828333
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	1,102,948
5	Multiply line 4 by line 3.	5	267,827,024
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	267,827,024
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	1,704,487

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(c), or 4948—see page 18 of the instructions)</b>			
<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	0
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
<b>3</b>	Add lines 1 and 2. . . . .	3	0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	0
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	7	0
<b>8</b>	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .	10	
<b>11</b>	Enter the amount of line 10 to be credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

<b>Part VII-A Statements Regarding Activities</b>			Yes	No
<b>1a</b>	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? . . . . .	<b>1a</b>		No
<b>b</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>	<b>1b</b>		No
<b>c</b>	Did the foundation file Form 1120-POL for this year? . . . . .	<b>1c</b>		No
<b>d</b>	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b>	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b>	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
<b>3</b>	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
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>		No
<b>b</b>	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	<b>4b</b>		
<b>5</b>	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
<b>6</b>	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	
<b>7</b>	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	
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CT, DE _____			
<b>b</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	
<b>9</b>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .	9	Yes	
<b>10</b>	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 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 <b>N/A</b>	13	Yes	
14	The books are in care of <b>GRACE FARMS FOUNDATION INC</b> Telephone no <b>(203) 594-9251</b> Located at <b>365 LUKES WOOD ROAD NEW CANAAN CT</b> ZIP+4 <b>068400876</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <b>15</b>			
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? <b>16</b>			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
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 <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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 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
SANAA JIMUSHO LTD DAIHYOU 1-5-27 TATSUMI KOTO-KU TOKYO 135-0053 JA	DESIGN ARCHITECT	320,000
PARATUS GROUP II INC 568 BROADWAY SUITE 602 NEW YORK, NY 10012	PROJECT DIRECTOR	222,544
BILL LACY 4001 NORTH NEW BRAUNFELS 804 SAN ANTONIO, TX 782096306	SUPERVISING ARCHITECT SELECTION PROCESS	109,769
WOFSEY ROSEN KWESKIN & KURIANSKY LLP 600 SUMMER STREET STAMFORD, CT 069011490	LEGAL COUNSEL	102,292
OLIN PARTNERSHIP LTD PUBLIC LEDGER BUILDING STE 1123 150 S IND MALL PHILADELPHIA, PA 19106	LANDSCAPE ARCHITECT	87,080
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 GRACE FARMS FOUNDATION'S EXPENSES ARE IN CONNECTION WITH THE PLAN TO DEVELOP AND BUILD FACILITIES THAT WILL BE USED TO SPONSOR, CONDUCT, AND SUPPORT CHARITABLE, EDUCATIONAL AND RELIGIOUS ACTIVITIES IN THE AREAS OF THE ARTS, CULTURE, SCIENCE, EDUCATION AND SOCIAL JUSTICE	591,221
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	
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.)

Table with 7 rows and 4 columns (1a, 1b, 1c, 1d). Row 1: Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. Row 2: Average monthly fair market value of securities. Row 3: Average of monthly cash balances. Row 4: Fair market value of all other assets. Row 5: Total (add lines 1a, b, and c). Row 6: Reduction claimed for blockage or other factors reported on lines 1a and 1c. Row 7: Acquisition indebtedness applicable to line 1 assets.

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.)

Table with 7 rows and 4 columns (1, 2a, 2b, 2c). Row 1: Minimum investment return from Part X, line 6. Row 2: Tax on investment income for 2010 from Part VI, line 5. Row 3: Income tax for 2010 (This does not include the tax from Part VI). Row 4: Add lines 2a and 2b. Row 5: Distributable amount before adjustments. Row 6: Recoveries of amounts treated as qualifying distributions. Row 7: Add lines 3 and 4. Row 8: Deduction from distributable amount. Row 9: Distributable amount as adjusted.

Part XII Qualifying Distributions (see page 25 of the instructions)

Table with 6 rows and 4 columns (1a, 1b, 2, 3a, 3b, 4). Row 1: Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes. Row 2: Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. Row 3: Program-related investments—total from Part IX-B. Row 4: Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. Row 5: Amounts set aside for specific charitable projects that satisfy the suitability test (prior IRS approval required). Row 6: Cash distribution test (attach the required schedule). Row 7: Qualifying distributions. Row 8: Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Row 9: Adjusted qualifying distributions. Row 10: 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				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only. . . . .				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005. . . . .				
b From 2006. . . . .				
c From 2007. . . . .				
d From 2008. . . . .				
e From 2009. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2010 from Part XI, line 4 ▶ \$ _____				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
d Applied to 2010 distributable amount. . . . .				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				
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). . . . .				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2006. . . . .				
b Excess from 2007. . . . .				
c Excess from 2008. . . . .				
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)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	0	0	0	0	0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	1,704,487	10,197,333	0	0	11,901,820
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	195,000	120,000	0	0	315,000
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	1,509,487	10,077,333	0	0	11,586,820
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .	49,807,821	38,852,768	0	0	88,660,589
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	39,685,766	38,767,500	0	0	78,453,266
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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) )

See Additional Data Table

**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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purposa of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total . . . . . ▶ <b>3a</b>				195,000
b <i>Approved for future payment</i>				
Total . . . . . ▶ <b>3b</b>				0





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010**

Name of organization  
GRACE FARMS FOUNDATION INC

Employer identification number  
27-1401401

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part V III, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  
GRACE FARMS FOUNDATION INC

Employer identification number

27-1401401

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE MARATHON TRUST C/O PERELSON WEINER LLP ONE DAG HAM NEW YORK, NY 100172286	\$ 11,700,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization  
GRACE FARMS FOUNDATION INC

Employer identification number

27-1401401

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____
-----	_____ _____ _____	\$ _____	_____



Name of organization GRACE FARMS FOUNDATION INC	Employer identification number 27-1401401
--	--

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry.)  
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

**Additional Data**

Software ID:  
 Software Version:  
 EIN: 27-1401401  
 Name: GRACE FARMS FOUNDATION INC

**Form 990PF Part VIII Line 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
SHARON PRINCE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/PRESIDENT 50 00	0	0	0
ROY MEDILE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/SECRETARY 10 00	0	0	0
THOMAS CHAMPION PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/TREASURER 1 00	0	0	0
ROBERT PRINCE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 5 00	0	0	0
LEIGHANNE CHAMPION PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
WALTER BEATTY PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 5 00	0	0	0
LAMONT HIEBERT PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
PETER HUNSINGER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
JANE HUNSINGER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
HAROLD ROSSER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
JAY FJELDEN PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 0 10	0	0	0
DAVID VERKLIN PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
VERONICA VERKLIN PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
DR MIROSLAV VOLF PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0
GREGORY ZEHNER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 2 00	0	0	0
JACQUELYN ZEHNER PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 1a - 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).

SHARON PRINCE
ROBERT PRINCE

**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)					
<b>a</b> <i>Paid during the year</i>					
A BETTER CHANGE INC OF NEW CANAAN PO BOX 355 NEW CANAAN, CT 06840		NONE	PUBLIC CHARITY	GENERAL	5,000
ARTS FOR HEALING INC 24 GROVE ST NEW CANAAN, CT 06840		NONE	PUBLIC CHARITY	GENERAL	5,000
DOMESTIC VIOLENCE CRISIS CENTER 5 EVERSLEY AVE NORWALK, CT 06851		NONE	PUBLIC CHARITY	GENERAL	5,000
HOPE FOR HAITI INC 4303 INNOVATION LOOP MARBLE FALLS, TX 78654		NONE	PUBLIC CHARITY	GENERAL	50,000
LOVE 146 INC PO BOX 8266 NEW HAVEN, CT 06530		NONE	PUBLIC CHARITY	GENERAL	50,000
NEW CANAAN CARES INC NEW CANAAN HIGH SCHOOL ROOM 218 NEW CANAAN, CT 06840		NONE	PUBLIC CHARITY	GENERAL	5,000
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE 3RD FLOOR BOSTON, MA 02215		NONE	PUBLIC CHARITY	GENERAL	25,000
YALE CENTER FOR FAITH AND CULTURE 409 PROSPECT ST NEW HAVEN, CT 06511		NONE	PUBLIC CHARITY	GENERAL	50,000
<b>Total</b> . . . . .				<b>3a</b> . . . . .	195,000

**TY 2010 Accounting Fees Schedule**

**Name:** GRACE FARMS FOUNDATION INC

**EIN:** 27-1401401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	56,411	0	0	56,411

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2010 Depreciation Schedule**

Name: GRACE FARMS FOUNDATION INC

EIN: 27-1401401

**TY 2010 Depreciation Schedule**

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2009-12-28	37,163,793		L		0	0	0	0
COMPUTER	2010-12-23	10,873		SL	5 00000000000000	0	0	0	0
OFFICE EQUIPMENT	2010-12-31	460		SL	5 00000000000000	0	0	0	0
OFFICE FURNITURE	2010-11-02	1,914		SL	7 00000000000000	46	0	46	0
OFFICE FURNITURE	2010-12-01	1,763		SL	7 00000000000000	21	0	21	0
OFFICE FURNITURE	2010-12-31	1,381		SL	7 00000000000000	0	0	0	0
OFFICE FIXTURES	2010-11-10	7,214		SL	7 00000000000000	172	0	172	0
BUILDING	2010-01-01	1,609,700		SL	39 00000000000000	41,274	41,274	41,274	0

**TY 2010 Land, Etc. Schedule**

**Name:** GRACE FARMS FOUNDATION INC  
**EIN:** 27-1401401

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING	1,609,700	41,274	1,568,426	1,609,700
LAND	37,163,793	0	37,163,793	37,163,793
OFFICE EQUIPMENT, FURNITURE & FIXTURES	23,606	239	23,367	23,606

**TY 2010 Legal Fees Schedule**

**Name:** GRACE FARMS FOUNDATION INC

**EIN:** 27-1401401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	145,123	0	0	145,123



**TY 2010 Other Assets Schedule**

**Name:** GRACE FARMS FOUNDATION INC  
**EIN:** 27-1401401

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROJECT DEVELOPMENT COST		888,667	888,667

**TY 2010 Other Expenses Schedule**

Name: GRACE FARMS FOUNDATION INC  
 EIN: 27-1401401

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	39,654	0	0	39,654
FILING FEES	358	0	0	358
BANK FEES	329	0	0	329
REPAIRS AND MAINTENANCE	11,119	0	0	11,119
POSTAGE	14	0	0	14
OFFICE EXPENSES	106	0	0	106
MISC EXPENSES	865	0	0	865
PROPERTY MAINTENANCE	49,207	0	0	49,207
SECURITY	906	0	0	906
INSURANCE	5,110	0	5,110	0
REPAIRS AND MAINTENANCE	781	0	781	0
PROPERTY MAINTENANCE	8,959	0	8,959	0
SECURITY	176	0	176	0

**TY 2010 Other Liabilities Schedule**

**Name:** GRACE FARMS FOUNDATION INC  
**EIN:** 27-1401401

Description	Beginning of Year - Book Value	End of Year - Book Value
TENANT SECURITY DEPOSIT PAYABLE	10,601	10,601

**TY 2010 Taxes Schedule**

**Name:** GRACE FARMS FOUNDATION INC

**EIN:** 27-1401401

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	250	0	0	250
PROPERTY TAXES	227,045	0	0	227,045
OTHER TAXES	20	0	0	20
PROPERTY TAXES	43,990	0	43,990	0

***EXHIBIT D***

# Delaware

PAGE 1

*The First State*

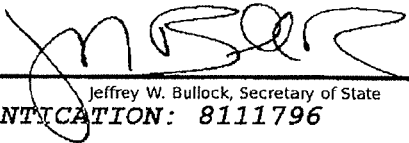
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE ANNUAL REPORT OF "GRACE FARMS FOUNDATION, INC." AS FILED IN THIS OFFICE.



4759304 8200

100727815

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8111796

DATE: 07-14-10

# State of Delaware

## Annual Franchise Tax Report

<small>CORPORATION NAME</small> <b>GRACE FARMS FOUNDATION, INC.</b>			<small>TAX YR.</small> <b>2009</b>
<small>FILE NUMBER</small> <b>4759304</b>	<small>INCORPORATION DATE</small> <b>2009/12/01</b>	<small>RENEWAL/REVOCACTION DATE</small> 	
<small>PRINCIPAL PLACE OF BUSINESS</small> <b>365 Luke's Wood Road</b>			<small>PHONE NUMBER</small> <b>203/966-5884</b>
<b>New Canaan CT 06840 United States</b>			
<small>REGISTERED AGENT</small> <b>THE CORPORATION TRUST COMPANY</b>			<small>AGENT NUMBER</small> <b>9000010</b>
<b>CORPORATION TRUST CENTER</b> <b>1209 ORANGE STREET</b>			
<b>WILMINGTON</b>		<b>DE 19801</b>	
<small>AUTHORIZED STOCK</small>	<small>END DATE</small>	<small>DESIGNATION/ STOCK CLASS</small>	<small>NO. OF SHARES</small>
<small>BEGIN DATE</small>			<small>PAR VALUE/ SHARE</small>
<b>Non-Stock Company</b>			
<small>OFFICER</small>	<small>NAME</small>	<small>STREET/CITY/STATE/ZIP</small>	<small>TITLE</small>
	<b>Sharon Prince</b>	<b>365 Luke's Wood Road</b>	<b>President</b>
		<b>New Canaan CT 06840 United States</b>	
<small>DIRECTORS</small>	<small>NAME</small>	<small>STREET/CITY/STATE/ZIP</small>	
	<b>Sharon Prince</b>	<b>365 Luke's Wood Road</b>	
		<b>New Canaan CT 06840 United States</b>	
	<b>Robert Prince</b>	<b>365 Luke's Wood Road</b>	
		<b>New Canaan CT 06840 United States</b>	
	<b>Walter Beatty</b>	<b>365 Luke's Wood Road</b>	
		<b>New Canaan CT 06840 United States</b>	
	<b>Thomas Aquinas Champion</b>	<b>365 Luke's Wood Road</b>	
		<b>New Canaan CT 06840 United States</b>	
<b>Total number of directors:15</b>			
<i>NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.</i>			
<small>AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)</small> <b>Sharon Prince</b>			<small>DATE</small> <b>2010-01-05</b>
<b>365 Luke's Wood Road</b>			<small>TITLE</small> <b>President</b>
<b>New Canaan CT 06840 United States</b>			

# State of Delaware Annual Franchise Tax Report

CORPORATION NAME		TAX YR.
GRACE FARMS FOUNDATION, INC.		2009
FILE NUMBER		
4759304		
DIRECTORS	NAME	STREET/CITY/STATE/ZIP
	Leighanne Champion	365 Luke's Wood Road New Canaan CT 06840 United States
	Lamont Hiebert	365 Luke's Wood Road New Canaan CT 06840 United States
	Jane Hunsinger	365 Luke's Wood Road New Canaan CT 06840 United States
	Peter King Hunsinger	365 Luke's Wood Road New Canaan CT 06840 United States
	Roy Anthony Medile	365 Luke's Wood Road New Canaan CT 06840 United States
	Harold O. Rosser	365 Luke's Wood Road New Canaan CT 06840 United States
	David Verklin	365 Luke's Wood Road New Canaan CT 06840 United States
	Veronica Verklin	365 Luke's Wood Road New Canaan CT 06840 United States
	Dr. Miroslav Volf	365 Luke's Wood Road New Canaan CT 06840 United States
	Gregory Zehner	365 Luke's Wood Road New Canaan CT 06840 United States
	Jacquelyn Zehner	365 Luke's Wood Road New Canaan CT 06840 United States



***EXHIBIT E***

TOWN OF NEW CANAAN

Planning & Zoning Commission

- PUBLIC HEARING -8/28/07 -

(50 pages)

1. Grace Property Holdings LLC (Pacific Farms LLC, owners), 367 and 393 Lukes Wood Road, Re-subdivision, and
2. Edward Mellick, Authorized Agent, for Grace Property Holdings LLC (Pacific Farms LLC, owners), 367 and 393 Lukes Wood Road, Use of Property

**REGULAR MEMBERS PRESENT:**

Mr. Papp, Chairman  
Mrs. Grzelecki, Secretary  
Mr. Goodwin  
Mr. Hunziker  
Mr. Rothballer  
Mr. Scannell  
Mr. Wendell  
VACANCY

**MEMBERS ABSENT:**

Mr. Turner

**ALTERNATES PRESENT:**

**ALTERNATES ABSENT:**

Mr. Persico  
Mr. Ward  
Ms. Zachowski

**Also in Attendance:**

Steve Kleppin, Town Planner/Senior Enforcement Officer  
Chris Jarboe, Town Attorney

Record Exhibit 88

Chairman Papp announced that Agenda items 2 and 3 will be discussed together.

GRZELECKI: About how late?

McCHORD: That's a good question and I'm not sure I know the answer to that. I'll get that answer before we're done.

That concludes my presentation unless you have further questions. Certainly available for more questions.

GALANTE: Good evening. Michael Galante, Traffic Consultant for the applicant for Grace Church. Before I start my presentation I think I'd like to answer your question as best I can. It's a very important question and it's something we've been paying attention to, but we also realize that, as we develop the church property and move to the future, we need to monitor our parking needs because it's somewhat of a guesstimate at this point. We did traffic surveys and traffic counts at Saxe Middle School on Sunday morning. The Sunday morning that we used in our analysis, we had 453 people in attendance. That generated about 250 trips, combination entering and exiting. There were actually some dropoffs and then the people would leave, so those people don't need parking spaces. We go into the future in 2009 and have a 900-seat capacity in the Church, which we need to analyze for my traffic report, we need to analyze at full capacity. In 2012, we look at a 1,200 capacity and we look at the volume of traffic that would be generated by that facility on a Sunday morning. I think everyone would agree that at that level of activity – 900 people on a Sunday morning or 1,200 people on a Sunday morning at one service – would probably be a holiday morning. It wouldn't be a typical weekday or an event every Sunday of the year. I think that's probably unlikely. But, from a traffic point of view, we've analyzed that. If you look at the pure traffic volumes today at the Church use at Saxe Middle School,

expand that same level of traffic activity to a 900-person facility, eventually to 1,200, you mentioned at one point – 1.8 people per car – that’s correct. It’s actually 1.77 on today’s actual conditions. We are confident that in the future, as the Church grows and the number of people attending a Christmas morning service, there would be more people in each car. I know that happens in my church on a Sunday morning on a holiday. Certainly more than 1.8 people per car. It’s five children sitting in the backseat because they’re home from school and so on. So the number of people per car generally rises.

In the traffic analysis, we have not taken a credit, if you will, or reduced the number or increased the number of people per car. From a traffic analysis point of view. From the parking perspective, it’s probably not correct just to take the traffic numbers and directly relate that to the number of parking spaces needed. I think we acknowledge that we need to monitor this certainly as we move to the new facility and observe the number of cars, people per car. Might be a little different pattern from what we have at Saxe Middle School and certainly, as we grow Phase I and Phase II and increase the number of people that may arrive on a Sunday morning, probably a holiday Sunday morning, number of people will probably increase and the number of spaces will not be the same ratio as today. I may not have answered the question perfectly, but I think it’s fair to say that we have to monitor this. We have the town regulations. We’ve increased the number of spaces by, I think, 30%, so we have to see this as we go through it. If we need more parking, I’m sure we can provide it. But I think that as the number of people grow on a Sunday morning, the number of people per car will probably grow and the need for parking will probably decrease. But the exact number is an unknown at this point, so I have to say that we have to continue monitoring that.

NEW CANAAN  
PLANNING & ZONING COMMISSION MEETING  
5/20/08

(S:\Transcripts\Transcript P&Z - 367 & 393 Lukes Wood Grace Church\Transcript P&Z - 367 &  
393 Lukes Wood Grace Church 5.20.08 New Canaan.doc)

Amicus Office Support Services  
PO Box 1873  
Manchester, CT 06045-1873  
860-796-0126

Record Exhibit 120

I just don't have enough experience.

I think the number of people is more important than the time period.

MR. HUNZIKER: Are we overlooking one thing here? And that is I believe that someone mentioned before that while you've got 450 on average tenant, isn't it a fact that you have 800 members now? Is that correct?

CHURCH MEMBERS: At Christmas service, we have up toward 600. So we already have, you know, Christmas.

MR. KLEPPIN: I know we're jumping ahead but maybe as a possible condition, something that would be wise for the applicants' to do when they do that additional traffic study that they do that on a couple of days where it's the busiest days of the year, Easter, Christmas, even though they may not get a happy traffic controller to go out and study those things. At least the data will be better.

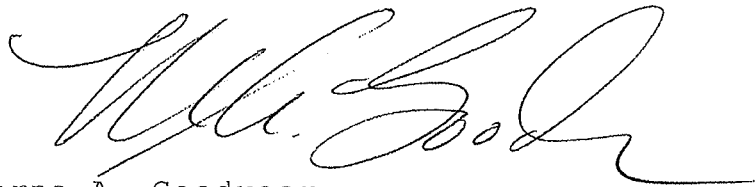
MR. SCANNELL: I think any traffic study is an extrapolation from something.

MR. ROTHBALLER: The issue here is not

C E R T I F I C A T E

I, Marna A. Goodyear, Notary Public,  
Transcriptionist in and for the State of Connecticut,  
do hereby certify that the foregoing testimony is a  
true and accurate transcription of these audio tapes  
to the best of my knowledge and ability.

WITNESS MY HAND, this 29th day of  
September, 2008.



Marna A. Goodyear

My commission expires 6/30/2011