SANJIT SHAH

4 Puddin Hill Road South Salem, NY 10590

(914) 374-5814 (cell)

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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.

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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.

Mr. Steven Kleppin December 17, 2012 Page 7 of 9

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:

Mr. Steven Kleppin December 17, 2012 Page 8 of 9

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

<sup>&</sup>lt;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 December 17, 2012

Page 9 of 9

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,

-Alms

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

# 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.".

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100727815

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTACATION: 8111797

DATE: 07-14-10

State of Delaware Secretary of State Division of Corporations Delivered 05:17 PM 12/01/2009 FILED 05:17 PM 12/01/2009 SRV 091059016 - 4759304 FILE

#### 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:

**NAME** 

MAILING ADDRESS

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

Form **990-PF** 

# **Return of Private Foundation**

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

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	23	Total liabilities (add lines 17 through 22)	0.	10,601.	
		Foundations that follow SFAS 117, theck here			
Ø		and complete lines 24 through 26 and lines 30 and 31.			
Fund Balances	24	Unrestricted .	····		
ā	25	Temporarily restricted			
ñ	26	Permanently restricted			
Ĕ		Foundations that do not follow SFAS 117, check here			
		and complete lines 27 through 31.			
ls or	27	Capital stock, trust principal, or current funds	0.	0.	
Se	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
Net Assets	29	Retained earnings, accumulated income, endowment, or other funds	0.	38,842,167.	
Š	30	Total net assets or fund balances	0.	38,842,167.	
_					
	31	Total liabilities and net assets/fund balances	0.	38,852,768.	
Tirk		Analysis of Changes in Net Assets or Fund Ba	lancee		
	art	Bil wind are or originates in the Wasers of Little De	1011V03		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line 3	0		
	(mus	t agree with end-of-year figure reported on pnor year's retum)		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.
		ines 1, 2, and 3		4	38,842,167.
		ases 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, coli	umn (b), line 30	6	38,842,167.
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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 Enter qualifying distributions from Part XII, line 4

GRACE FARMS FOUNDATION, INC. Form 990-PF (2009) C/O PERELSON WEINER LLP 27-1401401 Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions) 1a Exempt operating foundations described in section 4940(d)(2), check here 
and enter "N/A" on line t Date of ruling or determination letter \_\_\_\_\_\_ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1% 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-) 3 4 Subtrile A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4 5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-5 6 Credits/Payments a 2009 estimated tax payments and 2008 overpayment credited to 2009 6a b Exempt foreign organizations - tax withheld at source **6**b Tax paid with application for extension of time to file (Form 8868) 60 d Backup withholding erroneously withheld 6d 7 Total credits and payments Add lines 6a through 6d 0. 8 Enter any penalty for underpayment of estimated tax. Check here \_\_\_\_\_ if Form 2220 is attached 8 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed O. g 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 Part VII-A | Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in Yes No any political campaign? Х 1a b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? X 16 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. c Did the foundation file Form 1120-POL for this year? 10 Х d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ \_\_\_\_\_ 0 . (2) On foundation managers ► \$ a Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers > \$ 0. 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? Х 2 If "Yes," attach a detailed description of the activities. 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 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? Х 4a b If "Yes," has it filed a tax return on Form 990-T for this year? N/A 4b 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? X 5 If "Yes," attach the statement required by General Instruction T. 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? 7 Did the foundation have at least \$5,000 in assets at any time during the year? X If "Yes," complete Part II, col. (c), and Part XV. 8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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

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 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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**8**b

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	GRACE FARMS FOUNDATION, INC.				
Forn	n 990-PF (2009) C/O PERELSON WEINER LLP	27-1401	401		Page 5
Pa	art VII-A Statements Regarding Activities (continued)				***************************************
	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		Х
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before				-
	August 17, 2008?		12		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	<del></del> -
	Website address ► N/A				L
14		no ▶212-60	5-3	112	
	Located at ►C/O PERELSON, 1 DAG HAMMARSKJOLD PL, NEW YORK, N	ZIP+4 ▶10			86
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<u> </u>		Ť
	and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	N	/A	
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			<u> </u>	
hairmi	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Ţ	Voc	No
1 2	During the year did the foundation (either directly or indirectly)			103	140
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	168 [43-1110			
	a disqualified person?	Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available	168 [45] 110			
	for the benefit or use of a disqualified person)?	Yes X No			
	(6) Agree to pay money or property to a government official? (Exception, Check 'No'	169 140			
	If the foundation agreed to make a grant to or to employ the official for a period after				
	termination of government service, if terminating within 90 days )	Yes X No			
ь	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	TES NU			
·	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	4.		1
	Organizations relying on a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A ▶□	1b		
U	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 try year beginning in 20003.	ū			v
	before the first day of the tax year beginning in 2009?		10		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating found	ition			
	defined in section 4942(j)(3) or 4942(j)(5))				
d	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) be				
	before 2009?	Yes X No			
	If 'Yes,' list the years				
D	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to inc				
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and	attacn N/A			
	statement - see instructions )	N/A	<b>2</b> b		ļ
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here				
•	District of the holder of the control of the holder of the control				
Зa	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	T., [VT.,			
	during the year?	Yes X No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified personal to the foundation of disqualified personal forms of the foundation of the founda				
	May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7	•			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Sched				
	Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b		\
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable prior to the first transfer of t	irpose that			
	had not been removed from leonardy before the first day of the tax year beginning in 20092		i Ah		l X

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Form **990-PF** (2009)

GRACE FARMS FOUNDATION,	INC.				
Form 990-PF (2009) C/O PERELSON WEINER LLP			27-14014	01	Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (contin	ued)		<del></del>
5a During the year did the foundation pay or incur any amount to	40.457 \\0	г—т	[ <b>7</b> ]		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No		
(2) Influence the outcome of any specific public election (see section 4955), o any voter registration drive?	r to carry on, directly or indire		. (V)		
(3) Provide a grant to an individual for travel, study, or other similar purposes	2		s X No		
(4) Provide a grant to an organization other than a chantable, etc., organization		L 16	IS LAUNO		
509(a)(1), (2), or (3), or section 4940(d)(2)?	i described in section		s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	ar advectional auropea or f		IS LA NO		
the prevention of cruelty to children or animals?	or educational purposes, or i		s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	lar the aveantions decombed :		18 (21 NO		
section 53 4945 or in a current notice regarding disaster assistance (see instru		ii riogulations	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check hi			<b>&gt;</b>	-	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		hen			
expenditure responsibility for the grant?			s No		
If "Yes," attach the statement required by Regulations section 53.4945		,			
Ba Did the foundation, during the year, receive any funds, directly or indirectly, to p					
a personal benefit contract?	,	Ye	s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a pi	ersonal benefit contract?		i	6b	x
If "Yes" to 6b, file Form 8870.					1
7a At any time during the tax year, was the foundation a party to a prohibited tax si	helter transaction?	YE	es X No		
b. If yes, did the foundation receive any proceeds or have any net income attributa				7b	
Part VIII Information About Officers, Directors, Truste	es, Foundation Ma	nagers, Highly	1		
Paid Employees, and Contractors  List all officers, directors, trustees, foundation managers and their	nonnanation				
- List dil ombors, directors, trasteos, iodination managers and their		(c) Compensation	(d) Contributions to	(a) E	VDDDED
(e) Name and address	(b) Title, and average hours per week devoted	(if not paid,	(d) Contributions to employee benefit plans and deferred	accou	xpense nt, other
	to position	enter -0-)	compensation	allov	vances
SEE STATEMENT 7		0.	0.		0.
	****				
2 Compensation of five highest-paid employees (other than those inc	ludad an line 1). If your	BNONE P			
Compensation of two highest-paid employees totals than those the	(b) Title, and average	enter NONE.	(d) Contributions to	(a) F	xpense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to simpleyee benefit plans and deferred compensation	accon	nt, other
NONE	devoted to position		compensation	allov	vances
**************************************					
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					
					***************************************
		1	<u> </u>	L	·
Total number of other employees paid over \$50,000			<u> </u>		0
			Form	990-PF	(2009)

Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	
(e) Name and address of each person paid more than \$50,000 NONE	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services		<b>&gt;</b> 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficianes served, conferences convened, research papers produced.	cal information such as the iced, etc	Expenses
SEE STATEMENT 8		E0 022
2		59,833.
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 if $N/A$	nes 1 and 2	Amount
2		
All other program-related investments. See instructions		V
Total. Add lines 1 through 3		0.

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<del>-</del>	C/O PERELSON WEINER LLP		-1401401 Page 8
F	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign fou	ndations,	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	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	10	0.
đ	Total (add lines 1a, b, and c)	1d	42,634.
8	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
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 ADJUSTED FOR SHORT TAX PERIOD	6	178.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here X and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	
2 a	Tax on investment income for 2009 from Part VI, line 5		
b	Income tax for 2009 (This does not include the tax from Part VI)		
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	
p	art 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.
þ	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		
а	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		
	4940(e) reduction of tax in those years	quannos IC	i in sould!

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•	(a)	(b)	(C)	(d)
	Согриѕ	Years prior to 2008	2008	2009
1 Distributable amount for 2009 from Part XI, line 7				0.
Z Undistributed income, if any, as of the end of 2009		······································	<del> </del>	
a Enter amount for 2008 only			0.	
b Total for prior years			***************************************	((1) (1) (1) (1) (1) (1) (1) (1) (1) (1)
	***************************************	0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
<b>b</b> From 2005				
¢ 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 ► \$ N/A				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		······································
t Treated as distributions out of corpus	0			
(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:				
& 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 pnor 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	1			
be distributed in 2010				0
7 Amounts treated as distributions out of	1			
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	1			
a Excess from 2005				
b Excess from 2006	***			
c Excess from 2007	•			
d Excess from 2008	-	***************************************		
B Excess from 2009	1			

GRACE FARMS FOUNDATION, INC.

	ELSON WEINER		· · · · · · · · · · · · · · · · · · ·	27-140	) 1 4 0 1 Page 10
Part XIV Private Operating F			, question 9)		
1 a If the foundation has received a ruling o					
foundation, and the ruling is effective fo	•	-	<b>▶</b>		
b. Check box to indicate whether the found		foundation described in		942(j)(3) or 494	2(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2009	(b) 2008	(t) 2007	(d) 2006	(e) Total
investment return from Part X for	_		_		_
each year listed	0.	0.	0.	0.	0.
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.
Amounts included in line 2c not		ļ			
used directly for active conduct of	100 000				
exempt activities	120,000.	0.	0.	0.	120,000.
e Qualifying distributions made directly					
for active conduct of exempt activities	10077000				******
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the	10077333.	0.	0.	0.	10077333.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter	20052760				20050560
(1) Value of all assets	38852768.	0.	0.	0.	38852768.
(2) Value of assets qualifying	20767500	_			20767500
under section 4942(j)(3)(B)(i)	38767500.	0.	0.	0.	38767500.
b "Endowment" atternative test - enter 2/3 of minimum investment return				ĺ	
shown in Part X, line 6 for each year					0
listed					0.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest,					
dividends, rents, payments on		1			
securities loans (section					0.
512(a)(5)), or royalties)					V •
(2) Support from general public and 5 or more exempt					
organizations as provided in		1			0.
section 4942(j)(3)(B)(iii)					V •
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.
Part XV Supplementary Info	rmation (Complete	this part only if	the foundation I	ad \$5 000 or mo	
at any time during t				144,000 01 1110	
1 Information Regarding Foundatio	n Managers:				
a List any managers of the foundation who	<del>-</del>	an 2% of the total contrib	outions received by the fo	oundation before the clos	e of any tax
year (but only if they have contributed in			· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
SEE STATEMENT 9					
b List any managers of the foundation who	o own 10% or more of the s	stock of a comporation (o	r an equally large portion	of the ownership of a pa	rtnership or
other entity) of which the foundation has		• • • •	,	• • •	•
NONE					
2 Information Regarding Contributi	on, Grant, Gift, Loan, S	cholarship, etc., Pro	grams:		
Check here X if the foundation of					
the foundation makes gifts, grants, etc. (	(see instructions) to individ	uals or organizations und	der other conditions, con	nplete items 2a, b, c, and	d
a The name, address, and telephone numb	ber of the person to whom a	applications should be ac	ddressed		
b The form in which applications should b	e submitted and informatio	n and materials they sho	uld include		
c Any submission deadlines					
d Any restrictions or limitations on awards	s, such as by geographical a	areas, chantable fields, k	ınds of institutions, or ot	her factors	
923601 02-02-10				<del></del>	Form <b>990-PF</b> (2009)
		10			
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· Recipient	ear or Approved for Future If recipient is an individual,	1		
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year YALE CENTER FOR FAITH AND CULTURE 409 PROSPECT ST NEW HAVEN, CT 06511	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
COMESTIC VIOLENCE CRISIS CENTER EVERSLEY AVE NORWALK, CT 06851	NONE	PUBLIC CHARITY	general	5,000
Total		<u> </u>	<u> </u>	120,000
b Approved for future payment			33	120,000
NONE				
	<u> </u>		<b>▶</b> 3b	(

Part XVI-A	Analysis	of Income	-Producing	<b>Activities</b>
------------	----------	-----------	------------	-------------------

Enter gross amounts unless otherwise indicated	Unrelate	d business income	Exclu	rded by section 512, 513, or 514	(8)
Enter groot amounts amount through	(a)	(b)	(c) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	Sion	Amount	function income
a					
b					
C					
d					
8					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments					
4 Dividends and interest from securities			ļ.,,,,,,,		
5 Net rental income or (loss) from real estate					
a Debt-financed property			ļ		·····
b Not debt-financed property				****	
6 Net rental income or (loss) from personal					
property			ļ		
7 Other investment income		***************************************	ļ		· · · · · · · · · · · · · · · · · · ·
8 Gain or (loss) from sales of assets other					
than inventory			<u> </u>		
9 Net income or (loss) from special events	<u> </u>		<del> </del>		
10 Gross profit or (loss) from sales of inventory			<del> </del>		
11 Other revenue			İ		
ā	<del></del>				
b	-		<del> </del>		
C			<del> </del>		
d			-		<del></del>
8 12 Subtotal Add columns (b), (d), and (e)	<del></del>	0.		<u> </u>	0.
13 Total. Add line 12, columns (b), (d), and (e)	L		<u> </u>		0.
(See worksheet in line 13 instructions to verify calculations.)					· · · · · · · · · · · · · · · · · · ·
	- the Asse	!-b		4 D	
Part XVI-B Relationship of Activities t	O ING ACC	omplishment of Ex	remp	n Purposes	
Line No. Explain below how each activity for which inco			contri	buted importantly to the accor	nplishment of
the foundation's exempt purposes (other than	by providing fu	nds for such purposes).			
	··· · · · · · · · · · · · · · · · ·				
	***************************************				
				·	
10040-1-04-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0					
1					
923621 02-02-10					Form <b>990-PF</b> (2009)

Pan X	Information Research Organ	egarding Transfers To pizations	o and Transactions	and Relation	nships With Nonc	haritable	9	
1 Did t	······································	rectly engage in any of the follo	wing with any other organiza	ation described in se	ection 501/c) of	<del></del>	Yes	No
		c)(3) organizations) or in section			0000011 00 1(0) 01			110
		lation to a noncharitable exempt		,				
	Cash					1a(1)		X
(2)	Other assets					1a(2)		X
b Othe	r transactions					1.51.7		<del></del>
(1)	Sales of assets to a noncharita	ible exempt organization				15(1)		Х
(2)	Purchases of assets from a no	enchantable exempt organization	1			1b(2)		X
	Rental of facilities, equipment,					1b(3)		X
(4)	Reimbursement arrangements	;				1b(4)		Х
(5)	Loans or loan guarantees					1b(5)		Х
(6)	Performance of services or me	embership or fundraising solicita	ations			10(6)		Х
		uling lists, other assets, or paid				10		Х
d If the	answer to any of the above is	"Yes," complete the following se	chedule Column (b) should	always show the far	ir market value of the coor		ets	
or se	rvices given by the reporting fo	oundation if the foundation rec	eived less than fair market v	alue in any transact	ion or sharing arrangeme	nt, show in	••••	
	Ţ <del></del>	other assets, or services receive						
(a) Line no	(b) Amount involved		able exempt organization	(d) Descrip	tion of transfers, transactions,	and shanng an	ബാളനേര	nts
		N/A	1					
								*
							·	
						<del></del>		<del></del>
			** ···································		**************************************			
		**************************************				<del></del>		
					***************************************			
<del></del>							~	
On latha	fadataa adimaatta uu saduu ut	L. 460. A. J.						
24 15 1116	tounuation directly or indirect	tly affiliated with, or related to, o	ne or more tax-exempt orga	inizations described	İ	(		_
		than section 501(c)(3)) or in se	ection 5279			Yes	X	] No
D IT Yes	s," complete the following sche		(b) T	. 1				
	(a) Name of orga	amzation	(b) Type of organization	1	(c) Description of relati	onship		
	N/A							
·····	· · · · · · · · · · · · · · · · · · ·							
								<del></del>
Under p	enalties of penjury, I decrare that I ha	eve exemined this return, including ac	ccompanying schedules and stat	ements, and to the bes	at of my knowledge and belief,	it is true, come	ct,	
and com	iplete Declaration of preparer (other	Main texpayer or fiduciary) is based	on all information of which prepa	rer has any knowledge				
			19-13-10	N Sec.	retary			
Sig	nature of officer trustee		Date	Trtle			************	
	Preparer's Niler	1 Cline	CPA	Date	Check if Pre	eparer's identify	ing num	ber
Paid Preparer's Use Only	· · · · · · · · · · · · · · · · · · ·	S. QUREISHI, C	PA	9.3.10	self-	200047	-	
Paid epare	film's name (or yours PERE)			<u> </u>		791592	203	
r e s		DAG HAMMARSKJO			LIIV P 15-57	J 1 J J L		
ا م		YORK, NY 10017			Dhono no 212	2-605-	210	Λ
					Phone no 212			
						Form <b>990</b>	-PF (	ZD09)

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

Department of the Treasury Internal Revenue Service

Name of the organization

# **Schedule of Contributors**

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

OMB No 1545-0047

	GRACE FARMS FOUNDATION, INC.	Employer identification number			
	C/O PERELSON WEINER LLP	27-1401401			
Organization type (chec	к опеј:				
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	X 501(c)(3) exempt private foundation				
	4947(a)(1) nonexempt charitable trust treated as a private foundation				
	501(c)(3) taxable private foundation				
	n is covered by the <b>General Rule</b> or a <b>Special Rule.</b> (c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special l	Rule. See instructions.			
General Rule					
	ion filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in nplete Parts I and II.	money or property) from any one			
Special Rules					
509(a)(1) and 17	1(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the r 0(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the n (i) Form 990-EZ, line 1. Complete Parts I and II.				
aggregate contri	1(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one considerations of more than \$1,000 for use exclusively for religious, charitable, scientific, literary of cruelty to children or animals. Complete Parts I, II, and III.				
contributions for If this box is che purpose. Do not	1(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one con ruse exclusively for religious, charitable, etc., purposes, but these contributions did not cked, enter here the total contributions that were received during the year for an exclusi- complete any of the parts unless the <b>General Rule</b> applies to this organization because ble, etc., contributions of \$5,000 or more during the year.	aggregate to more than \$1,000.  ively religious, chantable, etc.,			
but it <b>must</b> answer "No" o	that is not covered by the General Rule and/or the Special Rules does not file Schedule on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).				
LHA For Privacy Act an		e B (Form 990, 990-EZ, or 990-PF) (2009)			

923451 02-01-10

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)	Page	1 of	1 of Part I
Name of organization	Employer identi	leation n	umber
GRACE FARMS FOUNDATION, INC.			
C/O PERELSON WEINER LLP	27-140	1401	

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

Page 1 of 1 of Part II Employer identification number

GRACE FARMS FOUNDATION, INC.

C/O PERELSON WEINER LLP

27-1401401

(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	12/29/00
(a) No. from Part I	(b)  Description of noncash property given	\$ 28,797,000.  (c)  FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part i	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-10	 \$	90, 990-EZ, ar 990-PF) (j

FORM 990-PF	LEGAL	FEES	ST	ATEMENT 1
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.
FORM 990-PF	ACCOUNTI	NG FEES	ST	PATEMENT 2
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.
FORM 990-PF O	THER PROFES	SIONAL FEES	ST	ATEMENT 3
	(A)	(B)	(C)	
DESCRIPTION	EXPENSES PER BOOKS	NET INVEST- MENT INCOME	ADĴUSTED NET INCOME	(D) CHARITABLE PURPOSES
Management of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of the second of th			ADJUSTED	CHARITABLE
OTHER PROFESSIONAL FEES	PER BOOKS	MENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DESCRIPTION OTHER PROFESSIONAL FEES TO FORM 990-PF, PG 1, LN 16C FORM 990-PF	PER BOOKS	0. 0.	ADJUSTED NET INCOME  0.	CHARITABLE PURPOSES  18,000.
OTHER PROFESSIONAL FEES TO FORM 990-PF, PG 1, LN 16C	PER BOOKS 18,000.	0. 0.	ADJUSTED NET INCOME  0.	CHARITABLE PURPOSES  18,000.  18,000.  PATEMENT 4
OTHER PROFESSIONAL FEES TO FORM 990-PF, PG 1, LN 16C FORM 990-PF	PER BOOKS 18,000. 18,000. OTHER EX	MENT INCOME  0.  0.  XPENSES  (B)  NET INVEST-	ADJUSTED NET INCOME  0.  0.  CC) ADJUSTED	CHARITABLE PURPOSES  18,000.  18,000.  CATEMENT 4  (D)  CHARITABLE

FORM 990-PF	90-PF OTHER LIABILITIES		STATEMENT	
DESCRIPTION		BOY AMOUNT	EOY AMOUNT	
TENANT SECURITY DEPOS	SIT PAYABLE	0.	10,60	01.
TOTAL TO FORM 990-PF,	PART II, LINE 22	0.	10,60	01.
FORM 990-PF	LIST OF SUBSTANTIAL CONTRI	BUTORS	STATEMENT	6
FORM 990-PF  NAME OF CONTRIBUTOR		BUTORS	STATEMENT	6

	- LIST OF OFFICERS, DIS AND FOUNDATION MANAGE		STATI	EMENT 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/PRESIDES 55.00	DENT 0.	0.	0.
ROY MEDILE PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/SECRET 5.00	FARY	0.	0.
THOMAS CHAMPION PO BOX 876 NEW CANAAN, CT 06840	DIRECTOR/TREASU 2.50	URER 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.

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	5, PART VIII	0.	0.	0.

•					
GRACE	FARMS	FOUNDATION,	INC.	C/0	PERELSO

27-1401401

8

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT

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

NAME OF MANAGER

SHARON PRINCE ROBERT PRINCE Form **8868** 

(Rev. April 2009)

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

OMB No. 1545-1709

Departmen Internal Re	it of the Treasury venue Service	File a separate application for each return.	1
		omatic 3-Month Extension, complete only Part I and check this box	▶ 🛣
		fitional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). less you have already been granted an automatic 3-month extension on a previously filed Form	8868.
Rint	///	c 3-Month Extension of Time. Only submit original (no copies needed).	
A corpor Part I on		Form 990-T and requesting an automatic 6-month extension - check this box and complete	▶□
	corporations (includ come tax returns.	ding 1120–C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension	on of time
(not auto	elow (6 months for a omatic) 3-month exte at submit the fully co	enerally, you can electronically file Form 8888 if you want a 3-month automatic extension of time a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1 ension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidate mippleted and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this on e-file for Charities & Nonprofits.	) you want the additional ad Form 990-T, instead.
Type or print	1		yer Identification number
File by the			-1401401
due date to filing your return See	PO BOX B	and room or sulte no. If a P.O. box, see Instructions.	
instructions		st office, state, and ZIP code. For a foreign address, see instructions. AN $_{\star}$ CT $_{\odot}$ 0 $6840$	
Check t	ype of return to be	filed (file a separate application for each return):	
Fo	m 990 rm 990-BL rm 990-EZ rm 990-PF	Form 990-T (corporation)  Form 990-T (sec. 401(a) or 408(a) trust)  Form 990-T (trust other than above)  Form 1041-A  Form 8870	,
		GRACE FARM'S FOUNDATION, INC.	
	ooks are in the care hone No. >	of ► PO BOX 876 - NEW CANAAN, CT 06840	
• If the	organization does n	ot have an office or place of business in the United States, check this box	. •
box ►	. If it is for part	m, enter the organization's four digit Group Exemption Number (GEN) If this is for to fithe group, check this box   and attach a list with the names and EINs of all members.	he whole group, check this a the extension will cover.
1   re	equest an automatic AUGUST 15	3-month (6-months for a corporation required to file Form 990-T) extension of time until 2010 , to file the exempt organization return for the organization named above. The	ne extension
ıs1 ▶	or the organization's	B retum for:	
•		ning DEC 1, 2009 , and ending DEC 31, 2009	. •
2 If t	his tax year is for les	ss than 12 months, check reason: X Initial return Final return Ci	hange in accounting period
		Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any	
b ift		Form 990-PF or 990-T, enter any refundable credits and estimated	<u>\$</u> 0.
c Ba	payments made, in lance Due, Subtrac	nclude any prior year overpayment allowed as a credit. 3b	<b>s</b> 0.
de	posit with FTD coup	on or, if required, by using EFTPS (Electronic Federal Tax Payment System).	
	e instructions.	an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EC	\$ <u>0.</u>
		Paperwork Reduction Act Notice, see Instructions.	Form 8868 (Rev 4-2009)
•	<del></del>	· · · · · · · · · · · · · · · · · · ·	/ (nav 4-2009)
923831 05-26-09			$\int$
31050	6 798001 6	21 1006202 2009.03051 GRACE FARMS FOUNDATION,	INC 61006201

Part II	ure filing for an Automatic 3-Month Extension, complete only Part I (on page 1).  Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no c	coning needed	
	Name of Exempt Organization	Employer Iden	tification
Type or print			
File by the	GRACE FARMS FOUNDATION, INC.	27-140	1401
extended	Number, street, and room or suite no. If a P.O. box, see Instructions.	For IRS use on	ly
filing the	PO BOX 876	[인] Low (2.33명(-)// 보액	NAL TOWN
retum See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  NEW CANAAN, CT 06840		
	pe of return to be filed (File a separate application for each return):	KESEN - BRIEFIE Y	1007.1
L.	m 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A	Form 5227	☐ F
For	m 990-BL X Form 990-PF Form 990-T (trust other than above) Form 4720	Form 6069	
STOPLD	not complete Part II if you were not already granted an automatic 3-month extension on a previou	unh filed Form P	D00
GIOFIDE		usiy filed Form 8	508.
	GRACE FARMS FOUNDATION, INC.		
	oks are in the care of PO BOX 876 - NEW CANAAN, CT 06840		
	one No. $\triangleright$ 212-605-3112 FAX No. $\triangleright$ 212-605-3124 rganization does not have an office or place of business in the United States, check this box	8	
	and the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of th		, <b>&gt;</b>
box >	If it is for part of the group, check this box and attach a list with the names and ElNs of all	his is for the whole	
	juest an additional 3-month extension of time until NOVEMBER 15, 2010.	ii iiieiiibeis uie ex	(ension is
		DEC 31,	2009
	s tax year is for less than 12 months, check reason: X Initial return	Change In	
	e in detail why you need the extension		
	DITIONAL INFORMATION IS REQUIRED FROM THIRD PARTIES	IN ORDER	
	FILE A COMPLETE AND ACCURATE TAX RETURN	<del></del>	
	s application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any		
	refundable credits. See instructions.	8a \$	
	s application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated payments made. Include any pnor year overpayment allowed as a credit and any amount paid		
	viously with Form 8868.	8b S	
-	ince Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit	<del>  ~   •</del>	
	FTD coupon ox (Prequired, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	
	Signature and Verification		
Under pena	titles of partory, I declare that I have examined this form, including accompanying schedules and statements, and to the	he best of my knowle	edge and b
	rrect and complete, and that I arresult or prepare this form.	0	a /
Signature	Mahren Girsherouse CPA	Date >	9/11/
		For	m <b>/8868</b> /(F
			•
			_
		V	_
923832 35-28-09			

<del>-----</del> . . .

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FORM 990-PF

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

Department of the Treasury

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

OMB No 1545-0052 2010

Gricheck all that apply   Initial return   Interne	i Royenu	e Service				to topoling tage.			
Name of Jourdation   A Employer Identification number   27-140-01	For	cale	ndar year 2010, or tax y	ear beginning 01-	01-2010 , and	lend	ling 12-31-	2010	
A Employer identification number   27-140140	G CI	neck a	` ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '					urn .	
Description and street (or 9 0 box number 6 mail is not delivered to street address)   Soom/Suite   Short/suite	Nam	e of for		turn J* Address chai	nge i Name	chan	ge A Employer id	entification number	•
Temporary and street (or P O box number final is not delivered to sheet address)   Room/Juille   R	GR	ACE FA	RMS FOUNDATION INC				27-1401401		•
Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Comparison   Com					. 1			mber (see page 10 of	the instructions)
City or town, site, and 27F code  If Yes (Note), CT (66400076)  Section 1971(3) (1) proposed or special content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content				ot delivered to street address	) Room/suite				the monother,
No.   Check							(203) 594-9251		
1.   Note   No	City	or town	n, state, and ZIP code				C If exemption	application is pending	, check here 🕦
Section 4947(a)(1) nenexempt charatable trust	116.71	CATIO					D 1. Foreign or	ganizations, check he	re ⊁ 厂
Section   1947 (3)   1 honoxympt charitates trust   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940   1940									
Fair market Value of an assets at the formation of control (A)   Fair market Value of an assets at the foundation as in the foundation as many control (A) must obe on cash basis.)    Fair Market Value of A)   Fair Market Val									
Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Contributions   Part   Part   Contributions   Part   Par					Cash   Accr	ual			
### Analysis of Revenue and Expenses (fine income)				(Part I. column (d) must	- : be on cash basis.)		F If the found	ation is in a 60-month	termination
1	Ðε	7.87	Analysis of Revenue a				i under sectio	1 307(B)(1)(B), CHECK	
1   Commissions, grifs, grants, etc, received (attach schedule)   11,700,000		J	total of amounts in columns (b), (c)	), and (d) may not	expenses per	(b) i			
2   Check				iumii (a) (see page 11 oi	books		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,,,,,,,,,	
1		1	Contributions, gifts, grants, etc., receive	ved (attach schedule)	11,700,000				
### Dividends and interest from securities		2	Check Fr if the foundation is not r	equired to attach Sch B					
Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   S		3	Interest on savings and tempor	ary cash investments					
B		4	Dividends and interest from sec	urities					
Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   Sample   S		5a	Gross rents	<i>, , , , , , , , , , , , , , , , , , , </i>	103,232			103,232	
December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December   December		ь							
9   Income modifications	Φ.	ба	Net gain or (loss) from sale of a	ssets not on line 10					<del></del>
9   Income modifications	¥.	b	•						
9   Income modifications	Şe,	1					0		
100 Gross sales kes returns and allowances	LL,							U	
Compensation of officers, directors, trustees, etc		1				ļ			
C   Gross profit or (loss) (attach schedule)   11   Other income (attach schedule)   12   Total. Add lines 1 through 11   11,803,232   0   103,232     13   Compensation of officers, directors, trustees, etc   0   0   0   0   0     14   Other employee salaries and wages				<del></del>		<u> </u>			
11 Other income (attach schedule)			=	<u> </u>		<b> </b>			
12   Total. Add lines 1 through 11   11,803,232   0   103,232     13   Compensation of officers, directors, trustees, etc   0   0   0   0   0     14   Other employee salaries and wages   0   0   0   0     15   Pension plans, employee benefits   0   0   0   0     16   Legal fees (attach schedule)   0   0   0   145,123     17   Depreciation (attach schedule)   0   0   0   0     18   Taxes (attach schedule)   0   0   0   0   0     19   Depreciation (attach schedule) and depletion   0   0   0   0     19   Depreciation (attach schedule) and depletion   0   0   0   0     10   Cocupancy   0   0   0   0   0     11   Travel, conferences, and meetings   0   0   0   0   0     12   Travel, conferences, and meetings   0   0   0   0     13   Travel, conferences, and meetings   0   0   0   0     15   Contributions, gifts, grants paid   0   0   0   0     16   Cocupancy   0   0   0   0     17   Total operating and administrative expenses.   0   0   0   0     18   Total operating and administrative expenses.   0   0   0   0     19   Cocupancy   0   0   0   0   0     10   Cocupancy   0   0   0   0		1				├			
13   Compensation of officers, directors, trustees, etc   0   0   0   0   0   0   0   0   0			· ·		11.803.232	<del> </del>	0	103.232	
14 Other employee salaries and wages   15   Pension plans, employee benefits   16   Legal fees (attach schedule)   16   Legal fees (attach schedule)   16   March   16   Legal fees (attach schedule)   17   Interest   18   Taxes (attach schedule)   18   Taxes (attach schedule)   19   Depreciation (attach schedule) and depletion   19   Depreciation (attach schedule) and depletion   19   Depreciation (attach schedule) and depletion   10   March   11,513   10   March   11,274   11,513   10   March   11,274   11,513   10   March   11,514   11,513   10   March   11,514   10   March   12,5279   10   March   12,5279   10   March   13,514   10   March   15,025   March   10,2558   March   15,025   March   10,2558   March   15,025   Marc		<del> </del>				<del> </del>			0
15		ł	·			<del> </del>			
19   Depreciation (attach schedule) and depletion   1	S S	ſ	•						
19   Depreciation (attach schedule) and depletion   1	en.	1			<b>%</b> 145,123		0	0	145,123
19   Depreciation (attach schedule) and depletion   1	ä	ł	Accounting fees (attach schedu	ule)	95 56,411		0	0	56,411
19   Depreciation (attach schedule) and depletion   1	மு	1	Other professional fees (attach	schedule)		1			
19   Depreciation (attach schedule) and depletion   1	ativ	17	Interest						
23 Other expenses (attach schedule)	<u>\$</u>	18	Taxes (attach schedule) (see page 14	of the instructions)	<b>%</b> 271,305		0	43,990	227,315
23 Other expenses (attach schedule)	Ξ	19	Depreciation (attach schedule)	and depletion	41,513		0	41,274	
23 Other expenses (attach schedule)	Ė	20	Occupancy		37,086		0	2,942	34,144
23 Other expenses (attach schedule)	D D	21	Travel, conferences, and meeting	ngs	25,279		0	0	25,279
26 Total expenses and disbursements. Add lines 24 and 25 889,692 0 103,232 786,221  27 Subtract line 26 from line 12  a Excess of revenue over expenses and disbursements 10,913,540  b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-) 0	C	22	Printing and publications		391		0	0	391
26 Total expenses and disbursements. Add lines 24 and 25 889,692 0 103,232 786,221  27 Subtract line 26 from line 12  a Excess of revenue over expenses and disbursements 10,913,540  b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-) 0	ΕĒ	23	Other expenses (attach schedu	Jle)	% 117,584	<u> </u>	0	15,026	102,558
26 Total expenses and disbursements. Add lines 24 and 25 889,692 0 103,232 786,221  27 Subtract line 26 from line 12  a Excess of revenue over expenses and disbursements 10,913,540  b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-) 0	rat	24	Total operating and administrat	tive expenses.					
26 Total expenses and disbursements. Add lines 24 and 25 889,692 0 103,232 786,221  27 Subtract line 26 from line 12  a Excess of revenue over expenses and disbursements 10,913,540  b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-) 0	æ					<del>}</del>	0	103,232	
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	ب	25				╄		<u> </u>	
a Excess of revenue over expenses and disbursements 10,913,540  b Net investment income (if negative, enter -0 -) 0  c Adjusted net income (if negative, enter -0 -)		26		s. Add lines 24 and 25	889,692	<del> </del>	0	103,232	786,221
b Net investment income (if negative, enter -0-)  C Adjusted net income (if negative, enter -0-)		27			46 - 15 - 21				
C Adjusted net income (if negative, enter -0-) 0					10,913,540	1			
E Adjusted het meente (il vegante) - 1			· -			-	0		
	For	4			of the instructions	1	at No. 11280	1	<u> </u>

1   Cash—mon.interest-bearing		rt II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		f year
2 Savings and temporary cash investiments  3 Accounts receivable →  4 Pledges receivable →  5 Greats receivable →  6 Receivables due from others, directors, trustees, and other disquelified genoms (attach schedule)    6 Receivables due from others, directors, trustees, and other disquelified genoms (attach schedule)    1 Investiments—only and state government obligations (attach schedule)    1 Investiments—only and state government obligations (attach schedule)    1 Investiments—only and state government obligations (attach schedule)    1 Investiments—only and state government obligations (attach schedule)    1 Investiments—only and state government obligations (attach schedule)    1 Investiments—only and state government obligations (attach schedule)    1 Investiments—only and state government bases    1 Investiments—only and state government bases    1 Investiments—only and state schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule)    2 Investiments—only and schedule    2 Investiments—only and schedule    2 Investiments—only and schedule    2 Investiments—only and schedule    2 Investiments—only and schedul						
A Accounts receivable   Less allowance for doubtful accounts   Signates receivable   Care allowance for doubtful accounts   Signates receivable   Signates				05,200	10,122,033	10,122,033
Less allowance for doubtful accounts    A Pledges recreable    B Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the matrictions).  Other notes and loonar receivable (attach schedule)    Less allowance for doubtful accounts    B Investments—Use and state overnment obligations (attach schedule)    Less allowance for doubtful accounts    B Investments—Use and state overnment obligations (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach schedule)    Less accommitted depreciation (attach						
Piedges receivable		3				
Less allowance for doubtful accounts		a				
Sequence from officers, directors, trustees, and other dequalified persons (citach schedule)   Less allowance for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful accounts    Inventories for sale or use   Prepare depends of sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequence for doubtful sequ		-	-			
6   Recevebliss due form officers, directors, trustees, and other disqualified persons (attach schedule)   1   1   1   1   1   1   1   1   1		r.			-	
discussified persons (attach schedule) (see page 15 of the mitroctions).  7 Other notes and looms receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ 10 Inventories for sale or use 9 Prepared expenses and deferred charges 10 Investments—10 S and state government obligations (statch schedule) 10 Investments—orgorate took (attach schedule) 11 Investments—orgorate stock (attach schedule) 12 Investments—orgorate stock (attach schedule) 13 Investments—orgorate stock (attach schedule) 14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) 15 Other assets (discribe) ▶ 16 Total assets (folsoche) ▶ 17 Accounts payable and accrued expenses 18 Grants payable and accrued expenses 19 Deferred revenue 20 Ucans from officers, directors, trustaes, and other disqualified persons 21 Mortgages and other notes payable (distach schedule) 22 Total liabilities (add lines 17 through 22) 23 Total liabilities (add lines 17 through 26 and lines 30 and 31. 24 Urrestricted 25 Temperally restricted 26 Perumanently restricted 27 Temperally restricted 28 Perlam or capital surplus, or land, bldg, and equipment fund 29 Perlam or capital surplus, or land, bldg, and equipment fund 39,842,67 49,755,707 30,842,167 49,755,707 31 Total liabilities (add lines 17 through 29) 30 Total liabilities and accomplete lines 24 through 26 and lines 30 and 31. 31 Total liabilities and accomplete lines 27 through 31, 31, 32, 33, 34, 34, 37, 34, 34, 34, 34, 34, 34, 34, 34, 34, 34						
Total lassets (due nine   1   1   1   1   1   1   1   1   1		·	· · · · · · · · · · · · · · · · · · ·			
7 Other notes and loans receivable (attach schedule)						
Less allowance for doubtful accounts		7	_			
## Prepared expenses and deferred charges   10a   Investments—Os and state government obligations (attach schedule)		•	——————————————————————————————————————	•		
10   Investments—Corporate stock (attach schedule)	5		Less allowance for doubtful accounts 🟲			
10   Investments—Corporate stock (attach schedule)	Set	8	Inventories for sale or use			
b Investments—corporate stock (attach schedule)	AS	9	Prepaid expenses and deferred charges			
1   Investments—corporate bonds (attach schedule)		10a	Investments—U S and state government obligations (attach schedule)			
11   Investments—land, buildings, and equipment basis   Less accumulated depreciation (attach schedule)   12   Investments—other (attach schedule)   13   Investments—other (attach schedule)   14   15   15   15   15   16   16   16   16		ь	Investments-corporate stock (attach schedule)			
Less accumulated depreciation (attach schedule)   12 Investments—mortgage loans		C	Investments—corporate bonds (attach schedule)			
Investments—other (attach schedule)  12 Investments—other (attach schedule)  13 Investments—other (attach schedule)  14 Lead, buildings, and equiment basis ► 38,797,099  Less accumulated depreciation (attach schedule) ► 41,513  15 Total acesset (to be completed by all filers—see the instructions. Also, see page 1, item 1)  16 Total acesset (to be completed by all filers—see the instructions. Also, see page 1, item 1)  17 Accounts payable and accrued expenses.  18 Grants payable  19 Deferred revenue  20 Other habilities (describe ► 38,952,768 49,766,308 49,807,82 11 Mortgages and other notes payable (attach schedule)  21 Mortgages and other notes payable (attach schedule)  22 Other habilities (add lines 17 through 22)  23 Total liabilities (add lines 17 through 22)  24 Unrestricted  25 Temporarily restricted  26 Permanently restricted  27 Capital seek, furst principal, or current funds  28 Paid-in or capital surplus, or land, bldg, and equipment fund  29 Paid-in or capital surplus, or land, bldg, and equipment fund  20 Total liabilities and net assets or fund balances (see page 17 of the instructions).  30 Total liabilities and net assets or fund balances (see page 17 of the instructions).  31 Analysis of Changes in Net Assets or Fund Balances  1 Total iner 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 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  3 Other increases not included in line 2 (itemize) ► 3  Other increases not included in line 2 (itemize) ► 5  Total net assets or fund balances at de difference Figure 4 and 50, line 30 (must agree with end-of-year figure reported on prior year's return)  5 Decreases not included in line 2 (itemize) ► 6  Total net assets or fund balances at degraped fine 4 minus line 5)—Part II, column (b), line 30  4 4 49,755,707		11	Investments—land, buildings, and equipment basis 🕨			
13   Investments—other (attach schedule)   14   Land, buildings, and equipment basis   38,797,099   15   Cother assists (close completed by all filers—see the instructions. Also, see page 1, item 1)   30,852,766   49,766,306   49,807,82   49,807,82   17   Accounts payable and accrued expenses   19   Deferred revenue   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   10,601   1			Less accumulated depreciation (attach schedule) 📂			
14   Land, buildings, and equipment basis   38,797,099   15   Chess accumulated depreciation (attach schedule)   41,513   38,767,500   38,755,565   38,797,090   38,755,565   38,797,090   15   Otal assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)   30,852,768   49,766,300   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,807,82   49,8		12	Investments-mortgage loans			
Less accumulated depreciation (attach schedule)   41,513   38,767,500   38,755,586   38,797,00   50   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,755,707   61,75	ı	13	Investments—other (attach schedule)			
15 Other absets (describe   15 Total assets (to be completed by all filers—see the instructions Also, see page 1, item 1)   38,852,768   49,765,308   49,807,82		14	Land, buildings, and equipment basis 🗠38,797,099			
Total assets (to be completed by all filers—see the instructions Also, see page 1, item 1)  7 Accounts payable and accrued expenses  8 Grants payable			Less accumulated depreciation (attach schedule) 🟲 41,513	38,767,500	<b>%</b> 38,755,586	38,797,099
1		15	Other assets (describe 🛌)	<b>95</b> 0	888,667	688,667
Total reassets or fund balances (see page 17 of the instructions)  Total flabilities and net assets or fund balances (see page 17 of the instructions)  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)  Total net assets or fund balances at beginning of year—Part II, column (b), line 30 (must agree with end-of-year figure reported on prior year's return)  Total net assets or fund balances at end of year (line 4 minus line 5)—Part III, column (b), line 30 . 6 49,755,707  Total net assets or fund balances at end of year (line 4 minus line 5)—Part III, column (b), line 30 . 6 49,755,707  Total net assets or fund balances at end of year (line 4 minus line 5)—Part III, column (b), line 30 . 6 49,755,707		16	Total assets (to be completed by all filers—see the			
18   Grants payable   19   Deferred revenue   10   D			instructions Also, see page 1, item 1)	38,852,768	49,766,308	49,807,821
19 Deferred revenue 20 Loans from efficers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe ► )		17	Accounts payable and accrued expenses			
Description of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the c		18	Grants payable ,			1
Total liabilities (add lines 17 through 22) . 10,601 10,601  Foundations that follow SFAS 117, check here F and complete lines 24 through 26 and lines 30 and 31.  Unrestricted	S.	19	Deferred revenue			
Total liabilities (add lines 17 through 22) . 10,601 10,601  Foundations that follow SFAS 117, check here F and complete lines 24 through 26 and lines 30 and 31.  Unrestricted	₹	20	Loans from officers, directors, trustees, and other disqualified persons			1
Total liabilities (add lines 17 through 22) . 10,601 10,601  Foundations that follow SFAS 117, check here F and complete lines 24 through 26 and lines 30 and 31.  Unrestricted	ᅙ		Mortgages and other notes payable (attach schedule)			1
23 Total liabilities (add lines 17 through 22)	=		Other liabilities (describe	10,601	<b>%</b> 10,601	1
Foundations that follow SFAS 117, check here  and complete lines 24 through 26 and lines 30 and 31.    Variable   Variabl						1
and complete lines 24 through 26 and lines 30 and 31.  Unrestricted	ĺ	23	Total liabilities (add lines 17 through 22)	10,601	10,601	ı.
24 Unrestricted			Foundations that follow SFAS 117, check here 🛌 🦵			
Foundations that do not follow SFAS 117, check here of and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds			and complete lines 24 through 26 and lines 30 and 31.			
Foundations that do not follow SFAS 117, check here of and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds	ě	24	Unrestricted			
Foundations that do not follow SFAS 117, check here of and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds	an	25	Temporarily restricted			
Foundations that do not follow SFAS 117, check here of and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds	83	26	Permanently restricted			1
Capital stock, trust principal, or current funds	=		Foundations that do not follow SFAS 117, check here 🕨 🔽			1
Capital stock, trust principal, or current funds	들		and complete lines 27 through 31.			
Part III Analysis of Changes in Net Assets or Fund Balances  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)  Enter amount from Part I, line 27a		27	Capital stock, trust principal, or current funds	0		
Retained earnings, accumulated income, endowment, or other funds  Total net assets or fund balances (see page 17 of the instructions)			Paid-in or capital surplus, or land, bldg , and equipment fund	0	(	5
Total fiabilities and net assets/fund balances (see page 17 of the instructions)	ğ			38,842,167	49,755,707	<del>,</del>
Total fiabilities and net assets/fund balances (see page 17 of the instructions)	A.					1
Total fiabilities and net assets/fund balances (see page 17 of the instructions)	10	J <b>u</b>		38,842,167	49,755,707	,
the instructions)		71	·			1
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)				38.852.768	49.756.30	3
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)			the instructions,		.,,,	1
with end-of-year figure reported on prior year's return)       1       38,842,16         2       Enter amount from Part I, line 27a       2       10,913,54         3       Other increases not included in line 2 (itemize)       3         4       Add lines 1, 2, and 3       4       49,755,70         5       Decreases not included in line 2 (itemize)       5         6       Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30       6       49,755,70	Pal	I III	Analysis of Changes in Net Assets or Fund Balances			
with end-of-year figure reported on prior year's return)       1       38,842,16         2       Enter amount from Part I, line 27a       2       10,913,54         3       Other increases not included in line 2 (itemize)       3         4       Add lines 1, 2, and 3       4       49,755,70         5       Decreases not included in line 2 (itemize)       5         6       Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30       6       49,755,70	1		Total net assets or fund balances at beginning of year—Part II, colum	n (a), line 30 (must a	gree	
2 Enter amount from Part I, line 27a	-				- 1	38,842,167
3 Other increases not included in line 2 (itemize) 3 4 Add lines 1, 2, and 3	2			<i></i> .		10,913,540
Add lines 1, 2, and 3				· · ·		(
Decreases not included in line 2 (itemize)   Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 6 49,755,70						49,755,707
Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 6 49,755,70						
				Part II, column (h).		49.755.707
			The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s			orm 990-PF (2010

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Page 3

	(a) List and describe	and Losses for Tax on the kind(s) of property sold ( nouse, or common stock, 200	eg, real es	tate,	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a					0-00nation		
			<del>~</del>				
				·			
(4	e) Gross sales price	(f) Depreciation (or allowab)			or other basis pense of sale		or (loss) f) minus (g)
а							
ь				ļ			
ď			<del></del>	<del> </del>			
<u>e</u>			<del></del>			1	
	emplete only for assets	showing gain in column (h) an	d owned by	the foundation	on 12/31/69	(I) Gains (Col	(h) gain minus
	FM V as of 12/31/69	(j) Adjusted b	asıs	(k) Exc	ess of col (1)	col (k), but not	less than -0-) o
		as of 12/31/	69	overc	ol (j), if any	Losses (f	rom col (h))
b b							
c	***************************************		<del></del>		***************************************	1	<del></del>
d							
e							
2	Capital gain net inco	me or (net capital loss)			n Part I, line 7 in Part I, line 7	2	
3	Net short-term capit	al gain or (loss) as defined in :	sections 12	222(5) and (6)	,		
	If gain, also enter in If (loss), enter -0- in	Part I, line 8, column (c) (see Part I, line 8 , , ,			structions)	}	
						11 - 1	
		Jnder Section 4940(e) private foundations subject to	for Redu	ced Tax on		<del>" " " " " " " " " " " " " " " " " " " </del>	
r opl	cional use by domestic ; on 4940(d)(2) applies, e foundation liable for th	Jnder Section 4940(e)	for Redu	ced Tax on	on net investment	ent Income	「Yes F No
sections the Yes,	cional use by domestic points on 4940(d)(2) applies, to foundation liable for the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foun	Under Section 4940(e) private foundations subject to leave this part blank e section 4942 tax on the dis	the section tributable a (e) Do not	ced Tax on n 4940(a) tax amount of any complete this	on net investment year in the base p part	ent Income Income )	ΓYes F Nα
s the Yes, 1 En	cional use by domestic points on 4940(d)(2) applies, to foundation liable for the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foundation does not be something to the foun	Under Section 4940(e) private foundations subject to leave this part blank e section 4942 tax on the dis ot qualify under section 4940	the section tributable a (e) Do not ear, see pa	ced Tax on n 4940(a) tax amount of any complete this	on net investment year in the base p part structions before	ent Income Income )	n ratio
s the Yes, 1 En	cional use by domestic point 4940(d)(2) applies, a foundation liable for the "the foundation does not ter the appropriate amo (a) penod years Calendar or tax year beginning in)	Under Section 4940(e) private foundations subject to leave this part blank e section 4942 tax on the dis bt qualify under section 4940 unt in each column for each y	the section the section tributable a (e) Do not ear, see pa	amount of any complete this	on net investment year in the base p part structions before	ent Income Income ) eriod? making any entries (d) Distribute	n ratio i by col (c))
s ections the Yes,	cional use by domestic jon 4940(d)(2) applies, a foundation liable for the "the foundation does not ter the appropriate amo (a) penod years Calendar or tax year beginning in) 2009	Under Section 4940(e) private foundations subject to leave this part blank e section 4942 tax on the dis bt qualify under section 4940 unt in each column for each y  Adjusted qualifying distribution	the section the section tributable a (e) Do not ear, see pa	amount of any complete this	on net investment year in the base p part structions before Itable-use assets	ent Income Income ) eriod? making any entries (d) Distribute	n ratio
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s ections the Yes,	cional use by domestic pon 4940(d)(2) applies, a foundation liable for the "the foundation does not ter the appropriate amo penod years Calendar pricax year beginning in) 2009 2008 2007 2006	Under Section 4940(e) private foundations subject to leave this part blank e section 4942 tax on the dis bt qualify under section 4940 unt in each column for each y  Adjusted qualifying distribution	the section the section tributable a (e) Do not ear, see pa	amount of any complete this	on net investment year in the base p part structions before Itable-use assets	ent Income Income ) eriod? making any entries (d) Distribute	n ratio i by col (c))
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	990-PF (2010)				age 4
	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of	the ins	tructio	ns)	
1a	· · · · · · · · · · · · · · · · · · ·				
	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				0
	here F and enter 1% of Part I, line 27b				
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				0
3	Add lines 1 and 2				0
4	Subtille A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0				0
б	Credits/Payments				
а	2010 estimated tax payments and 2009 overpayment credited to 2010   6a				
ь	Exempt foreign organizations—tax withheld at source 6b				•
c	Tax paid with application for extension of time to file (Form 8868) 6c				
ď	Backup withholding erroneously withheld				
7	Total credits and payments Add lines 6a through 6d				0
8	Enter any penalty for underpayment of estimated tax. Check here T if Form 2220 is attached		<del></del>		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				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 2011 est)mated tax F Refunded 11				
	t VII-A Statements Regarding Activities	***********			
la	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did		T	Yes	No
	it participate or intervene in any political campaign?		. 1a		No
ь					
_	the instructions for definition)?		1ь		No
	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.				
c	Did the foundation file Form 1120-POL for this year?		1c		No
đ	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		<b>—</b>		
	(1) On the foundation 🕨 \$ 0 (2) On foundation managers 🕨 \$ 0			1	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed				
	on foundation managers 🕨 \$0				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	i			
	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .		. 3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
	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?		5		No
	If "Yes," attach the statement required by General Instruction T.				
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		ŀ		
	that conflict with the state law remain in the governing instrument?		. 6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		7	Yes	
	Enter the states to which the foundation reports or with which it is registered (see page 19 of the		<b> </b>	1.63	<b> </b>
Эū	Instructions) FCT, DE				
ь	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.		86	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(1)(3)		1		l
-	or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on				
	page 27)? If "Yes," complete Part XIV		. 9	Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	<b> </b>	No

Form 990-PF (2010)

	990-PF (2010)		P	age 5
	t 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
1.3	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address ►N/A	13	Yes	L
14	The books are in care of ▶GRACE FARMS FOUNDATION INC Telephone no ▶(203)	594-	9251	
	Located at ►365 LUKES WOOD ROAD NEW CANAAN CT ZIP+4 ►0684008			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in liqu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year			▶ 「
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over			
	a bank, securities, or other financial account in a foreign country?	16		No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes", enter the name of the foreign country.			
20	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes V No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes Vo			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? $\Gamma$ Yes $\Gamma$ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available			1
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	if the foundation agreed to make a grant to or to employ the official for a period			
	after termination of government service, if terminating within 90 days ). $\dots \dots \dots $ Yes $ec{m{arphi}}$ No			
э	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
:	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,	1		
	that were not corrected before the first day of the tax year beginning in 2010?	1c		No
	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))			
1	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d			
	and Ge, Part XIII) for tax year(s) beginning before 2010? Yes V No			
	If "Yes," list the years > 20, 20, 20			1
,	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? (Ifapplying section 4942(a)(2)			
	to all years listed, answer "No" and attach statement—see page 20 of the instructions )	2b		ļ
	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			1
	<b>▶</b> 20, 20, 20			
1	Did the foundation hold more than a 2% direct or indirect interest in any business			
•	enterprise at any time during the year?			1
ь	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation	1		
-	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.).	3ь		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<del>                                     </del>	No
			<del> </del>	110
b	Did the foundation make any investment in a prior year (but after December 31, 1909) that could jeoparoize its	4h	.	

Form 990-PF (2010)

	1990-PF (2010) rt VII-B Statements Rega	rdi	a Activities for	Wh	ich Form 4720	May	Re Required (conti	inuad)		Page 6
5a					10111 4720	1-1G y	be Required (contr	mueu)	Т	T
-	(1) Carry on propaganda, or othe				islation (section 49)	45/41	))?	- No		
	(2) Influence the outcome of any		•	_	•					
	on, directly or indirectly, any							, No		
	(3) Provide a grant to an individu					•	Γ Yes ▽			
	(4) Provide a grant to an organiza					s c r i b	•			
	in section 509(a)(1), (2), or (	3), o	r section 4940(d)(2	)? (s	ee page 22 of the in	struc	tions) Yes	No		ł
	(5) Provide for any purpose other				· ·				1	
	educational purposes, or for t						Yes 🗸	No	1	
b	If any answer is "Yes" to 5a(1)-(									
	Regulations section 53 4945 or	nac	urrent notice regard	ing d	isaster assistance	(see	page 22 of the instructio	ns)? 5b	.	
	Organizations relying on a curren	t not	ice regarding disast	eras	sistance check here	e		-		
c	If the answer is "Yes" to question									1
	tax because it maintained expend	diture	responsibility for th	ne gra	ant?		TYes [	- No		
	If "Yes," attach the statement requ	ired b	y Regulations section	n 53.	4945-5(d).					
ба	Did the foundation, during the yea	ar, re	ceive any funds, dire	ctly	or indirectly, to pay					
	premiums on a personal benefit c	ontra	ct7				T Yes 🗸	No		
ь	Did the foundation, during the year	ar, pa	y premiums, directly	ori	ndirectly, on a perso	nal b	enefit contract?	. бь		No
	If "Yes" to 6b, file Form 8870.								$\top$	<del></del>
7a	At any time during the tax year, v	vas ti	e foundation a party	/ to a	prohibited tax shel	ter tr	ansaction?   Yes	No		
	If yes, did the foundation receive							1	.	
Par	t VIII Information Abou and Contractors	t Of	ficers, Directors	s, Tr	ustees, Founda	tior	n Managers, Highly	Paid En	ploy	ees,
1	List all officers, directors, trustee	s, foi	ındat ion managers a	nd t	heir compensation (	see p	age 22 of the instruction	ns).		
			Title, and average	,	) Compensation		(d) Contributions to	(e) Expe	nse ac	count.
	(a) Name and address	1	hours per week voted to position	(3	f not paid, enter -0-)		nployee benefit plans deferred compensation	othera		
See	Additional Data Table		Total to pookieti	<b></b>			deterred compensation			
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		1								
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		1		1						
				L		l		L		
2	Compensation of five highest-paid If none, enter "NONE."	emp	loyees (other than	t nose	e included on line 1-	-see	page 23 or the instruction	ons).		
			(b) Tible and succession				(d) Contributions to	T		
(a)	Name and address of each employ	/ee	(b) Title, and aver hours per week		(c) Compensation	on.	employee benefit	(e) Expe		
	paid more than \$50,000		devoted to positi		.,		plans and deferred compensation	other	allowa	uces
NON	F						- COMPENSATION	<del>                                     </del>		
								<del>                                     </del>		
								<del>                                     </del>		
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			50.000		l		<u> </u>	<del> </del>		
Tota	I number of other employees paid of	vers	.50,000	• •		· · ·		<u> </u>	00DI	0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) 3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE". (a) Name and address of each person paid more than \$50,000 (b) Type of service (c) Compensation SANAA JIMUSHO LTD DAIHYOU DESIGN ARCHITECT 320.000 1-5-27 TATSUMI KOTO-KU TOKYO 135-0053 PROJECT DIRECTOR PARATUS GROUP II INC 222,544 568 BROADWAY SUITE 602 NEW YORK, NY 10012 BILL LACY SUPERVISING ARCHITECT SELECTION 109,769 PRO CESS 4001 NORTH NEW BRAUNFELS 804 SAN ANTON10, TX 782096306 WOFSEY ROSEN KWESKIN & KURIANSKY LLP LEGAL COUNSEL 102,292 600 SUMMER STREET STAMFORD, CT 069011490 OLIN PARTNERSHIP LTD LANDSCAPE ARCHITECT 87,080 PUBLIC LEDGER BUILDING STE 1123 150 S IND MALL PHILADELPHIA, PA 19106 0 Total number of others receiving over \$50,000 for professional services. . . . 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 Expenses organizations and other beneficianes served, conferences convened, research papers produced, etc. 1 GRACE FARMS FOUNDATION'S EXPENSES ARE IN CONNECTION WITH THE PLAN TO DEVELOP AND 591,221 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 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 A mount 1 All other program-related investments. See page 24 of the instructions Form 990-PF (2010)

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PartX Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

Page 8

rt	and market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes		
М	A verage monthly fair market value of securities	la	0
Ð	Average of monthly cash balances.	1b 1,119,744	744
U	Fair market value of all other assets (see page 24 of the instructions), , , , , ,	1c	0
v	Total (add lines 1a, b, and c).	1d 1,119,744	744
Ð	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation),		
7	Acquisition indebtedness applicable to line 1 assets	2	0
m	Subtract line 2 from line 1d	3 1,119,744	744
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25		
	of the instructions).	4 16,7	16,796
'n	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,102,948	948
9	Minimum investment return. Enter 5% of line 5	6 55,1	5,147
E	e page 25 of the	) private operating is part.)	
4	:	1	
23	Tax on investment income for 2010 from Part VI, line 5		
Ω	Income tax for 2010 (This does not include the tax from Part VI ) 2b		
U	Add lines 2a and 2b	2c	
ო	Distributable amount before adjustments Subtract line 2c from line 1	Э	
4	Recoveries of amounts treated as qualifying distributions	4	
Ŋ	Add lines 3 and 4	z,	f
9	Deduction from distributable amount (see page 25 of the instructions).	9	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
	line 1	7	
Par	Partixii Qualifying Distributions (see page 25 of the instructions)		
H	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
В	Expenses, contributions, giffs, etc —total from Part 1, column (d), line 26	1a 786,221	221
a	Program-related investments—total from Part IX-B,	1b	0
7	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc ,		
	burposes	2 918,2	8,266
m	A mounts set aside for specific charitable projects that satisfy the		
Ø	Suitability test (prior IRS approval required)	За	
.p	Cash distribution test (attach the required schedule)		
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	1,704,487	487
ιn	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income Enter 1% of Part I, line 27b (see page 26 of the instructions)		0
9	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 1,704,487	487
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the	r the foundation qualifies for	101
	10,100,000,000,000,000,000,000,000,000,	Form 990-PF (2010)	010)

d Excess from 2008. . . . d Excess from 2009. . . . e Excess from 2010. . . .

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ь		termination letter tha	t it is a private operat	ons and Part VII-A,	7 4 4 5 4 5 1 7	<b>/</b>
	foundation, and the ruling is effective for 20	10, enter the date of	he ruling	. ⁻≯└───		
23	Check box to indicate whether the organization	tion is a private opera	tıng foundatıon descri	bed in section 🔽 49	42 (j)(3) or	4942(3)(5)
	Enter the lesser of the adjusted net	Tax year	Pri	or 3 years		(e) Total
	income from Part I or the minimum	(a) 2010	(b) 2009 (c	c) 2008 (d) 2	007	(e) iotai
	investment return from Part X for each year listed	0	o	0	0	
ь	85% of line 2a	0	0	0	0	(
c	Qualifying distributions from Part XII,		·····			····
-	line 4 for each year listed	1,704,487	10,197,333	0	0	11,901,82
d	Amounts included in line 2c not used directly for active conduct of exempt activities	195,000	120,000	0	o	315,00
e	Qualifying distributions made directly for active conduct of exempt activities	1,509,487	10,077,333	0	0	11.586,82
	Subtract line 2d from line 2c	2/207/101				
	Complete 3a, b, or c for the alternative test relied upon					
_	"Assets" alternative test-enter	Ì				
a	(1) Value of all assets	49,807,821	38,852,768	o	0	88,660,58
	(2) Value of assets qualifying					, , , , ,
ь	under section 4942(j)(3)(8)(i) "Endowment" alternative test— enter 2/3	39,685,766	38,767,500	0	0	78,453,26
-	of minimum investment return shown in					
	Part X, line 6 for each year listed					
C	"Support" alternative test-enter					
	(1) Total support other than gross					
	investment income (interest,	1				
	dividends, rents, payments on securities loans (section	ŀ				
	512(a)(5)), or royalties).					
	(2) Support from general public					
	and 5 or more exempt				1	
	organizations as provided in					
	section 4942(j)(3)(8)(III),					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					
-	rt XV Supplementary Information	(Complete this	part only if the	roanization had	\$5,000 pr	more in
	assets at any time during t					
a	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if	s: /e contributed more t	nan 2% of the total co	ontributions received b (See section 507 (d)(2	y the founda ))	ition
	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if See Additional Data Table	s: ve contributed more the they have contributed	nan 2% of the total co more than \$5,000)	(See section 507 (d)(2	))	
a	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if  See Additional Data Tuble  List any managers of the foundation who own ownership of a partnership or other entity) of	es: ve contributed more the they have contributed in 10% or more of the fwhich the foundation	nan 2% of the total co more than \$5,000) stock of a corporation has a 10% or greate	(See section 507(d)(2 n (or an equally large p	))	
	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if See Additional Data Table List any managers of the foundation who own	es: ve contributed more the they have contributed in 10% or more of the fwhich the foundation	nan 2% of the total co more than \$5,000) stock of a corporation has a 10% or greate	(See section 507(d)(2 n (or an equally large p	))	
b	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if See Additional Data Table List any managers of the foundation who ow ownership of a partnership or other entity) of Information Regarding Contribution, Grant,	es;  The contributed more the contributed more the contributed more of the familiary that the foundation of the foundation of the contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more than the contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed more contributed	nan 2% of the total co more than \$5,000) stock of a corporation n has a 10% or greate ip, etc., Programs:	(See section 507 (d)(2 n (or an equally large p er interest	)) ortion of the	
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a	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if  See Additional Data Table  List any managers of the foundation who own ownership of a partnership or other entity) of  Information Regarding Contribution, Grant, Check here  if the foundation only make unsolicited requests for funds. If the foundation under other conditions, complete items 2a,  The name, address, and telephone number	is:  I've contributed more the they have contributed in 10% or more of the fwhich the foundation in the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of the feet of th	stock of a corporation has a 10% or greate ip, etc., Programs: eselected charitable its, etc (see page 28 applications should	(See section 507 (d)(2 in (or an equally large per interest organizations and does of the instructions) to be addressed	)) ortion of the	
b	Information Regarding Foundation Manager List any managers of the foundation who hav before the close of any tax year (but only if  See Additional Data Table  List any managers of the foundation who own ownership of a partnership or other entity) of  Information Regarding Contribution, Grant, Check here IV if the foundation only mak- unsolicited requests for funds. If the founda- under other conditions, complete items 2a,  The name, address, and telephone number  The form in which applications should be su	re contributed more the they have contributed in 10% or more of the f which the foundation Gift, Loan, Scholarsh as contributions to protion makes gifts, grand, c, and d  of the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person to whom the person	stock of a corporation has a 10% or greate ip, etc., Programs: eselected charitable ats, etc. (see page 28 applications should applications should alon and materials the	(See section 507 (d)(2  In (or an equally large par interest  organizations and does of the instructions) to  be addressed  y should include	ortion of the	or organization

3 Grants and Contributions Paid	If recipient is an individual,			
Recipient	show any relationship to any foundation manager	Foundation status of recipient	Purpose of grant or contribution	A mount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year See Additional Data Table				
see Additional Data Lable				
			1	
	<u></u>	L	<u> </u>	
Total,	<del>; • • • • • • • • • • • • • • • • • • •</del>	<del>, , , , ,</del>	, , , , , , , , ≯ 3a	195,00
Approved for future payment	I			
		1		
			į	
Total				

Form 990-PF (2010)

orm 9	90-P	F (2								Pag	ge 13
Part	XVI	<u>.</u>	Information R Noncharitable		ransfers To and Trans rganizations	sacti	ions and Relations	hips With			
1 Did	the org	anız	ation directly or indirectl	y engage in any	of the following with any other orga	anızatı	ion described in section			Yes	No
501	(c) of t	he C	ode (other than section	501(c)(3) organ	nizations) or in section 527, relating	to poi	itical organizations?				
a Tra	nsfer	s fro	om the reporting fau	ndation to a n	oncharitable exempt organiza	ation	of				ĺ
(1)	Cas	h.							1a(1)		No
(2)	O the	era	ssets						1a(2)		No
b Oth	er tra	ıns a	ictions								1
(1)	Sale	s of	fassets to a noncha	ritable exem	ot organization				1b(1)	<u> </u>	No
(2)	Purc	has	es of assets from a	noncharitabl	e exempt organization	,			1b(2)		No
(3)	Reni	talo	of facilities, equipme	nt, or other a	ssets. ,				1b(3)		No
(4)	Rein	nbui	rsement arrangemei	nts					1b(4)		No
(5)	Loar	ns o	r loan guarantees.						1b(5)		No
(6)	Perfo	rma	nce of services or r	nembership o	r fundraising solicitations.				1b(6)		No
c Sha	ring c	of fa	cilities, equipment,	mailing lists,	other assets, or paid employ	ees.			10		No
of t	he go ny tra	ods, ensa	, other assets, or se action or sharing arr	rvices given angement, sh	mplete the following schedule by the reporting foundation I low in column (d) the value of	fthe fthe	foundation received les goods, other assets, or	s than fair mark services receive	et value d	!	
(a) Line	No	(	b) Amount involved	(c) Name of r	noncharitable exempt organization		(d) Description of transfers, t	ransactions, and sha	ring arra	ngemer	ıts
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des	cribed	d in com	section 501(c) of the	ne Code (othe schedule	ed with, or related to, one or n ir than section 501(c)(3)) or	'In se	ection 527°			<sub>25</sub> F	√ N°
			(a) Name of organization	n	(b) Type of organization	ition	(c)	Description of relat	onship		
	the	bes ed o	t of my knowledge a on all information of	and belief, it is	t I have examined this return s true, correct, and complete er has any knowledge		claration of preparer (oth	ner than taxpaye			
			* * * *				2011-11-15				
	7	Sigi	nature of officer or t	rustee			Date	Title	,		
20							Date		PTIN	l	
Sign He	'n		Preparer's RIAZ Signature	z S QUREISH	I CPA			Check if self- employed			
য়ে	Paid Preparer's	o f	Firm's name 🕨		PERELSON WEINER LLP			Firm's EIN ►			
	d da	Use			ONE DAG HAMMARSKJOL	.D PL	-A Z A	•			
	ш.		Firm's address 😕	<del></del>	NEW YORK, NY 10017228	86		Phone no (21	2)605-	3100	
	<u> </u>				······································			I Fo	rm 990	)-PF (	(2010)
								1 🗸	.,		,~ /

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Schedule B		Schedu	le of Contributors		OMB No 1545-0047
(Form 990, 990-EZ, or 990-PF)		➤ Attach to F	orm 990, 990-EZ, or 990-PF.		2010
Department of the Treasury Internal Revenue Service					2010
Name of organization GRACE FARMS FOUNDATION	INC			Employer ic	lentification number
GRACE FARRIST OCHOATION				27-14014	01
Organization type (ch	eck one)				
Filers of:	Section:				
Form 990 or 990-EZ	F 501(c)(	) (enter number) or	ganization		
	T 4947(a)(1)	nonexempt charital	ole trust not treated as a private foun	dation	
	T 527 politica	l organization			
Form 990-PF	ি 501(c)(3) e	xempt private found	dation		
	T 4947(a)(1)	nonexempt charitat	ole trust treated as a private foundation	n	
	「 501(c)(3)ta	axable private found	dation		
	ion filing Form 990, 990 ny one contributor Co		t received, during the year, \$5,000 or	more (in money oi	
under sections 6	609(a)(1) and 170(b)(1	)(A)(vi), and receiv	D-EZ, that met the 33 <sup>1</sup> /3% support test ed from any one contributor, during to 390, Part VIII, line 1h, or (ii) Form 990-	he year, a contribu	
during the year,	aggregate contribution	s of more than \$1,0	m 990, or 990-EZ, that received from 100 for use <i>exclusively</i> for religious, on Ion of cruetty to children or animals. C	charitable,	
during the year, not aggregate to the year for an e applies to this or	contributions for use a more than \$1,000 if the exclusively religious, cl ganization because it i	xclusively for religing the box is checked, naritable, etc., purpleceived nonexclus	m 990, or 990-EZ, that received from ous, charitable, etc., purposes, but the enter here the total contributions that ose. Do not complete any of the parts ively religious, charitable, etc., contributions.	nese contributions were received du unless the Gene outions of \$5,000	did iring rai Rule
990-EZ, or 990-PF), but	t must answer "No" o	on Part IV, line 2 of a	and/or the Special Rules does not fil ts Form 990, or check the box on lin l not meet the filing requirements of S	⊣of≀ts	

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF

Cat No 30613X

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 V Payroll C Noncash C (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 Payroll Payroll Noncash 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 Payroll Noncash (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   Payroll	(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (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 Payroll Noncash (Complete Part II if there is a noncash contribution )				

Name of organization GRACE FARMS FOUNDATION INC

Page 1 of 1 of Part II
Employer identification number

27-1401401

Noncash Property (see Instructions)		
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	s	-
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	s	***
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(b) Description of полсаsh property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
	(b) Description of noncash property given  (b) Description of noncash property given  (b) Description of noncash property given  (b) Description of noncash property given	(see instructions)    S

Schedule B	(Form 990, 990-EZ, or 990-PF) (2010)		Page 1 of 1 of Part III
	organization MS FOUNDATION INC		Employer identification number
			27-1401401
Part III	Exclusively religious, charitable, etc., i aggregating more than \$1,000 for the year organizations completing Part III, enter the contributions of \$1,000 or less for the year.	ye ar. (Complete columns (a) through (a he total of <i>exclusively</i> religious, charita	∍) and the following line entry ) ible, etc.,
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and	(e) Transfer of gift d ZIP + 4 Relatio	onship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and	(e) Transfer of gift d ZIP + 4 Relatio	onship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and	(e) Transfer of gift d ZIP + 4 Relati	onship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
r / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2 tr : / m2	Transferee's name, address, and	(e) Transfer of gift 1 ZIP + 4 Relati	onship of transferor to transferee
1			

### 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	DIRECTOR/PRESIDENT	O	0	0
PO BOX 876 NEW CANAAN, CT 06840	50 00			
ROY MEDILE	DIRECTOR/SECRETARY	0	0	. 0
PO BOX 876 NEW CANAAN, CT 06840	10 00			
THOMAS CHAMPION	DIRECTOR/TREASURER	0	0	0
PO BOX 876 NEW CANAAN, CT 05840	1 00			
ROBERT PRINCE	DIRECTOR	0 :	0	0
PO BOX 876 NEW CANAAN, CT 06840	5 00			
LEIGHANNE CHAMPION	DIRECTOR	0	0	0
PO BOX 876 NEW CANAAN,CT 06840	1 00			
WALTER BEATTY	DIRECTOR	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	5 00			
LAMONT HIEBERT	DIRECTOR	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	1 00			
PETER HUNSINGER	DIRECTOR	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	1 00			
JANE HUNSINGER	DIRECTOR	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	1 00			
HAROLD ROSSER	DIRECTOR	D	0	0
PO BOX 876 NEW CANAAN,CT 06840	1 00			
JAY FIELDEN	DIRECTOR	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	0 10			
DAVID VERKLIN	DIRECTOR 1 00	0	0	0
PO BOX 876 NEW CANAAN,CT 06840	1 00			
VERONICA VERKLIN	DIRECTOR 1 00	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	1 00			
DR MIROSLAV VOLF	DIRECTOR 1 00	0	0	0
PO BOX 876 NEW CANAAN, CT 06840	100			
GREGORY ZEHNER	DIRECTOR 2 00	0	0	0
PO BOX 876 NEW CANAAN,CT 06840	2 00	Yetaalan aadalan aanaa ka aanaa aa ka aa aa aa ka aa aa aa aa aa aa a		
JACQUELYN ZEHNER	DIRECTOR	0	0	0
PO BOX 875 NEW CANAAN, CT 06840	1 00			

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

FOILI SOUPE PAIL AV LINE 5 - GFAI	Grants and Contributions	Paid During ti	Paid During the Year or Approved for Future Payment	uture Payment
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	A mount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
A BETTER CHANCE INC OF NEW CANAAN PO BOX 355 NEW CANAAN, CT 06840	NONE	PUBLIC CHARITY	GENERAL	000'5
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	000'05
LOVE 146 INC PO BOX 8266 NEW HAVEN, CT 06530	NONE	PUBLIC CHARITY	GENERAL	000'05
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
Total				195,000

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# TY 2010 Accounting Fees Schedule

Name: GRACE FARMS FOUNDATION INC

**EIN:** 27-1401401

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

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		٦		0	0	0	
сомритек	2010-12-23	10,873		75	s 000000000000	0	0	0	
OFFICE EQUIPMENT	2010-12-31	460		7S.	2 0000000000000	0	0	0	
OFFICE FURNITURE	2010-11-02	1,914		TS	7 000000000000	46	0	46	
OFFICE FURNITURE	2010-12-01	1,763		צר	2 0000000000000000000000000000000000000	21	0	17	
OFFICE FURNITURE	2010-12-31	1,381		SL	7 0000000000000	0	0	0	
OFFICE FIXTURES	2010-11-10	7,214		SL	7 0000000000000	172	O	172	
BUILDING	2010-01-01	1,609,700		7S	39 0000000000000	41,274	41,274	41,274	

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## 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

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## 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

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# TY 2010 Other Assets Schedule

Name: GRACE FARMS FOUNDATION INC EIN: 27-1401401

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

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# 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	41
O FFICE EXPENSES	106	0	0	106
MISC EXPENSES	865	0	٥	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	656'8	0	8,959	0
SECURITY	176	0	176	0

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# TY 2010 Other Liabilities Schedule

Name: GRACE FARMS FOUNDATION INC

<b>EIN:</b> 27-1401401		
Description	Beginning of Year - Book Book Value	End of Year - Book Value
TENANT SECURITY DEPOSIT PAYABLE	10,601	10,601

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## 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

## 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

AUTHENTY CATION: 8111796

DATE: 07-14-10

You may verify this certificate online at corp.delaware.gov/authver.shtml

## State of Delaware Annual Franchise Tax Report

GRACE FARMS FOUNDATION, INC.	TAX YR. 2009
FILE NUMBER INCORPORATION DATE RENEWAL/REVOCATION DATE 4759304 2009/12/01	
PRINCIPAL PLACE OF BUSINESS 365 Luke's Wood Road	PHONE NUMBER 203/966-5884
New Canaan CT 06840 United States	
REGISTERED AGENT THE CORPORATION TRUST COMPANY	AGENT NUMBER 900010
CORPORATION TRUST CENTER 1209 ORANGE STREET	
WILMINGTON DE 19801	
BEGIN DATE END DATE SIOCK CLASS NO. OF SHARES PAR VALUE/ SH	ARE
Non-Stock Company	
ATDET OVER ATDET	
DFFICER NAME STREET/CITY/STATE/ZIP   Sharon Prince	TITLE
365 Luke's Wood Road	President
New Canaan CT 06840 United States	
DIRECTORS NAME STREET/CITY/STATE/ZIP	
Sharon Prince  365 Luke's Wood Road	
New Canaan CT 06840 United States	
Robert Prince 365 Luke's Wood Road	
New Canaan CT 06840 United States	
Walter Beatty	
365 Luke's Wood Road	
New Canaan CT 06840 United States	
Thomas Aquinas Champion	
365 Luke's Wood Road	
New Canaan CT 06840 United States	
Total number of directors:15	
NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an a	nnual franchise tax report
to the Secretary of State shall knowingly make any false statement in the report, such officer or director s AUTHORIZED BY COFFICER, DIRECTOR OR INCORPORATOR)  Sharon Prince	hall be guilty of perjury.
365 Luke's Wood Road 2010-01-0	President
	· <del>-</del>
New Canaan CT 06840 United States	

## State of Delaware Annual Franchise Tax Report

GRACE FARMS FOUNDATION, INC.	Tex VR. 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	



### 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:

### **MEMBERS ABSENT:**

Mr. Papp, Chairman

Mrs. Grzelecki, Secretary

Mr. Goodwin

Mr. Hunziker

Mr. Rothballer

Mr. Scannell

Mr. Wendell

VACANCY

### 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.

S:\Transcripts\Transcript P&Z - 367 & 393 Lukes Wood Grace Church\Transcript P&Z - 367 & 393 Lukes Wood Grace Church
08.28.07 DRAFT.doc Page 1 of 60

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

 $$\operatorname{MR}.$  SCANNELL: I think any traffic study is an extrapolation from something.

MR. ROTHBALLER: The issue here is not

### CERTIFICATE

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.

 $$\operatorname{\textsc{WITNESS}}$$  MY HAND, this 29th day of September, 2008.

Marna Á. Goodyear

My commission expires 6/30/2011