Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE POSS FAMILY FOUNDATION
C/O DR. ELLEN M. POSS

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
450 WARREN STREET

City or town, state, and ZIP code
BROOKLINE, MA 02445

A Employer identification number 04-3412829

B Telephone number (see page 10 of the instructions) (617) 531-6907

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 12,223,257.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	61,964.	ATCH 1		
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	229,316.	229,316.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-374,422.			
	b Gross sales price for all assets on line 6a 2,826,812.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-83,142.	229,316.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	11,950.	11,950.	0.	0.
	c Other professional fees (attach schedule) *	64,043.	64,043.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,734.	3,609.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	1.	1.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	79,728.	79,603.	0.	0.
	25 Contributions, gifts, grants paid	973,800.			973,800.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,053,528.	79,603.	0.	973,800.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,136,670.			
	b **Net investment income** (if negative, enter -0-)		149,713.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	262,367.	852,045.	852,045.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	1,546,109.	1,339,505.	1,435,832.
b	Investments - corporate stock (attach schedule) ATCH 8	7,383,821.	7,084,068.	7,244,988.
c	Investments - corporate bonds (attach schedule) ATCH 9	1,442,951.	1,167,023.	1,179,854.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	191,028.	191,028.	190,393.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	1,751,127.	1,104,821.	1,320,145.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,577,403.	11,738,490.	12,223,257.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	12,577,403.	11,738,490.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	12,577,403.	11,738,490.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,577,403.	11,738,490.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,577,403.
2	Enter amount from Part I, line 27a	2	-1,136,670.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	297,757.
4	Add lines 1, 2, and 3	4	11,738,490.
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	11,738,490.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-374,422.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,497.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,497.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,497.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2,200.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,700.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,203.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 2,203. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

		Line	Yes	No
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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ DR. ELLEN M. POSS Telephone no ▶ 617 531-6907

Located at ▶ 450 WARREN STREET, BROOKLINE, MA ZIP + 4 ▶ 02445

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		0.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (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
ATTACHMENT 14		51,425.
Total number of others receiving over $50,000 for professional services		NONE

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,678,902.
b	Average of monthly cash balances	1b	585,347.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,338,198.
d	**Total** (add lines 1a, b, and c)	1d	11,602,447.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,602,447.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	174,037.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,428,410.
6	**Minimum investment return.** Enter 5% of line 5	6	571,421.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	571,421.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,497.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,497.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	569,924.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	569,924.
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	569,924.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	973,800.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	973,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,497.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	972,303.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				569,924.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . 417,852.				
b From 2005 . . . 609,386.				
c From 2006 . . . 436,996.				
d From 2007 . . . 321,672.				
e From 2008 . . . 823,400.				
f **Total** of lines 3a through e	2,609,306.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 973,800.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				569,924.
e Remaining amount distributed out of corpus	403,876.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,013,182.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	417,852.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,595,330.			
10 Analysis of line 9				
a Excess from 2005 . . . 609,386.				
b Excess from 2006 . . . 436,996.				
c Excess from 2007 . . . 321,672.				
d Excess from 2008 . . . 823,400.				
e Excess from 2009 . . . 403,876.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

DR. ELLEN M. POSS

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 15				
Total . . . . ▶ **3a**				973,800.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	229,316.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-374,422.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-145,106.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -145,106.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

[signature] 11/11/10 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 10/4/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) 028-46-5454
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS LLP 125 HIGH STREET BOSTON, MA 02110	EIN ▶ 13-4008324 Phone no 617-530-7120	

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
THE POSS FAMILY FOUNDATION
C/O DR. ELLEN M. POSS

Employer identification number
04-3412829

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: THE POSS FAMILY FOUNDATION C/O DR. ELLEN M. POSS

Employer identification number: 04-3412829

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	$ 50,014.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 11,950.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE POSS FAMILY FOUNDATION C/O DR. ELLEN M. POSS

Employer identification number: 04-3412829

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	881 SHS NETFLIX, INC.	$ 50,014.	12/04/2009
		$	
		$	
		$	
		$	
		$	

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FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	12/04/2009	50,014.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	07/18/2009	11,950.
TOTAL CONTRIBUTION AMOUNTS		61,964.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST COMPANY, N.A.	215,690.	215,690.
RUANE, CUNNIFF & GOLDFARB (PERSHING)	13,564.	13,564.
LAZARD LTD	62.	62.
TOTAL	229,316.	229,316.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS, LLP	11,950.	11,950.		
TOTALS	11,950.	11,950.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST COMPANY, N.A.	51,425.	51,425.
RUANE, CUNNIFF & GOLDFARB, INC	12,618.	12,618.
TOTALS	64,043.	64,043.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	3,609.	3,609.
STATE TAXES	125.	
TOTALS	3,734.	3,609.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LAZARD LTD	1.	1.
TOTALS	1.	1.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-02-4	1,546,109.	1,339,505.	1,435,832.
US OBLIGATIONS TOTAL	1,546,109.	1,339,505.	1,435,832.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-01-6	3,993,991.	2,872,363.	2,644,826.
RUANE, CUNNIFF & GOLDFARB	1,171,078.	1,406,741.	1,406,741.
ATLANTIC TRUST 41-0395-04-0	1,742,841.	1,555,757.	1,753,885.
ATLANTIC TRUST 41-0395-07-3	475,911.	468,491.	517,493.
ATLANTIC TRUST 41-0395-08-1	0.	780,716.	922,043.
TOTALS	7,383,821.	7,084,068.	7,244,988.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-01-6	0.	0.	0.
ATLANTIC TRUST 41-0395-02-4	1,442,951.	1,167,023.	1,179,854.
TOTALS	1,442,951.	1,167,023.	1,179,854.

THE POSS FAMILY FOUNDATION 04-3412829

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FOREIGN BONDS 41-0395-02-4	191,028.	191,028.	190,393.
TOTALS	191,028.	191,028.	190,393.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MISCELLANEOUS ASSETS	1,751,127.	1,104,821.	1,320,145.
TOTALS	1,751,127.	1,104,821.	1,320,145.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
FEDERAL TAX REFUND		129,954.
CHANGE IN FAIR MARKET VALUE		167,803.
	TOTAL	297,757.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
DR. ELLEN M. POSS C/O THE POSS KAPOR FAMILY FDN 450 WARREN STREET	TRUSTEE	0.
	GRAND TOTALS	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ATLANTIC TRUST COMPANY, N.A. 100 FEDERAL STREET BOSTON, MA 02110	INVESTMENT ADVISORS	51,425.
TOTAL COMPENSATION		51,425.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE INSTITUTE OF CONTEMPORARY ART 955 BOYLSTON STREET BOSTON, MA 02115	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	110,000
BILL T JONES DANCE COMPANY 853 BROADWAY, SUITE 1706 NEW YORK, NY 10003	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	50,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445-6919	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	25,000
THE CAMBRIDGE SCHOOL OF WESTON GEORGIAN ROAD WESTON, MA 02493	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	250,000
TRICYCLE 92 VANDAM STREET NEW YORK, NY 10013	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	74,400
UNIVERSITY OF CHICAGO 5736 SOUTHWOODLAWN CHICAGO, IL 606037	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	200,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MARK MORRIS DANCE GROUP 225 LAFAYETTE STREET #504 NEW YORK, NY 10012-4015	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	90,000
WOMEN DONORS NETWORK 59 COMMERCIAL STREET SUITE 300 SAN FRANCISCO, CA 94111	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	17,400
CENTRAL PRODUCTIONS P O BOX 381355 CAMBRIDGE, MA 02539	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	7,000
CENTER FOR NEW WORDS 7 TEMPLE STREET CAMBRIDGE, MA 02139	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	150,000
		TOTAL CONTRIBUTIONS PAID	973,800

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust THE POSS FAMILY FOUNDATION C/O DR. ELLEN M. POSS

Employer identification number 04-3412829

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-58,228.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-58,228.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 16		2,773.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-320,509.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,542.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-316,194.

Part III **Summary of Parts I and II**
Caution: *Read the instructions before completing this part*

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			-58,228.
14 Net long-term gain or (loss):				
a Total for year	14a			-316,194.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			-374,422.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,300			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (.15)					30
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31
32	Add lines 30 and 31					32
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE POSS FAMILY FOUNDATION

Employer identification number: 04-3412829

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a ATLANTIC TRUST - SEE STMT	VARIOUS	VARIOUS	101,965.	106,419.	-4,454.
RUANE, CUNNIFF & GOLDFARB - SEE STMT	VARIOUS	VARIOUS	49,700.	62,729.	-13,029.
79 SHS - LAZARD LTD	07/22/2009	10/15/2009	3,278.	2,458.	820.
984 SHS - REALNETWORKS INC	VARIOUS	03/09/2009	1,952.	0.	1,952.
2,272.295 SHS - ARDEN ALTERNATIVE ADVISORS FUND	01/30/2009	VARIOUS	241,417.	284,934.	-43,517.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -58,228.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a ATLANTIC TRUST - SEE STMT	VARIOUS	VARIOUS	1,865,682.	2,180,162.	-314,480.
RUANE, CUNNIFF & GOLDFARB - SEE STMT	VARIOUS	VARIOUS	197,131.	174,777.	22,354.
6,451.419 SHS - ARDEN ALTERNATIVE ADVISORS FUND	03/24/2006	01/30/2009	361,372.	389,755.	-28,383.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -320,509.

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FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 16

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
ATLANTIC TRUST COMPANY	2,773.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,773.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,773.

POSS FAM FOUND-1998 INV TR 410395008 04-6875737

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
302. BURGER KING HLDGS INC COM	07/22/2009	08/24/2009	5,346.07	4,904.00	442.07
10. CME GROUP INC COM	08/18/2008	06/02/2009	3,394.60	3,460.89	-66.29
120. CHESAPEAKE ENERGY CORP COM	01/12/2009	03/19/2009	2,198.83	1,928.47	270.36
.093 DIRECTV COM CL A	07/22/2009	12/23/2009	3.09	2.14	0.95
150. EATON VANCE CORP COM NON	10/21/2008	04/16/2009	3,919.31	3,358.38	560.93
.25 FIDELITY NATL					
INFORMATION SVCS INC COM	10/22/2009	10/28/2009	6.37	5.84	0.53
154. HARRIS CORP	07/22/2009	08/05/2009	4,751.87	4,791.93	-40.06
160. JOY GLOBAL INC	07/22/2009	09/03/2009	5,841.35	6,016.73	-175.38
50. LANDSTAR SYS INC COM	07/22/2009	09/10/2009	1,859.39	1,762.41	96.98
.7 LIBERTY MEDIA CORP NEW					
LIB STAR COM A	07/22/2009	12/22/2009	33.81	25.18	8.63
66. MSCI INC CL A	VAR	08/04/2009	1,845.49	1,418.74	426.75
34. MSCI INC CL A	05/19/2009	08/05/2009	928.67	722.28	206.39
5. MSCI INC CL A	05/19/2009	12/04/2009	162.03	106.22	55.81
.497 MARRIOTT INTERNATIONAL-					
CL A	07/22/2009	09/11/2009	11.59	9.97	1.62
.893 MERCK & CO INC NEW COM	06/08/2009	11/30/2009	29.75	21.03	8.72
403. METROPCS COMMUNICATIONS					
INC COM	07/22/2009	10/12/2009	3,156.57	5,169.85	-2,013.28
371. NASDAQ OMX GROUP INC	07/22/2009	11/05/2009	6,656.19	7,278.43	-622.24
226. NORTHERN TRUST CORP	07/22/2009	10/29/2009	11,530.65	13,216.07	-1,685.42
100. PACTIV CORPORATION	VAR	04/24/2009	2,165.88	2,421.43	-255.55
278. PAYCHEX INC	07/22/2009	07/30/2009	7,394.61	7,099.62	294.99
65. PEABODY ENERGY CORP	09/26/2008	07/20/2009	2,221.17	3,074.65	-853.48
44. PRECISION CASTPARTS CORP	07/22/2009	10/19/2009	4,608.33	3,419.44	1,188.89
357. PSYCHIATRIC SOLUTIONS INC	07/22/2009	11/20/2009	7,470.63	8,750.75	-1,280.12
81. PSYCHIATRIC SOLUTIONS INC	07/22/2009	11/23/2009	1,758.30	1,985.46	-227.16
44. RANGE RESOURCES CORP	07/22/2009	09/10/2009	2,197.41	1,980.02	217.39
187. STEC INC COM	VAR	12/16/2009	2,344.54	6,116.01	-3,771.47
129.107 SCHERING PLOUGH	VAR	11/03/2009	3,202.50	2,892.84	309.66
125. WESTERN UN CO COM	10/22/2008	07/20/2009	2,270.03	1,921.54	348.49
135. WYETH	01/28/2009	10/15/2009	6,803.34	5,870.92	932.42
255. GARMIN LTD	07/22/2009	08/13/2009	7,852.31	6,688.19	1,164.12
Totals			101,965.00	106,419.00	-4,455.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
150. AT&T INC	05/15/2006	12/08/2009	4,152.52	3,860.90	291.62
45. ADVANCE AUTO PTS INC COM	VAR	03/03/2009	1,703.92	1,396.75	307.17
80. AETNA INC-NEW	07/06/2006	01/28/2009	2,687.56	3,099.13	-411.57
1249. ALNYLAM PHARMACEUTICALS INC COM	VAR	12/03/2009	21,779.37	3,048.55	18,730.82
2000. ALNYLAM PHARMACEUTICALS INC COM	06/22/2002	12/04/2009	34,986.69	3,800.00	31,186.69
106268.045 ATLANTIC WHITEHALL MID CAP GROWTH FUND	VAR	07/22/2009	815,075.91	1299768.02	-484,692.11
160. CVS CORPORATION	VAR	11/23/2009	5,110.72	6,336.94	-1,226.22
155. CHESAPEAKE ENERGY CORP COM	VAR	03/19/2009	2,840.16	4,691.48	-1,851.32
130000. CITIBANK CR CARD ISSUANCE TR 2006 A5 NT 5.30% DTD 05	06/19/2006	05/20/2009	130,000.00	129,182.42	817.58
50. DANAHER CORP	03/10/2008	06/08/2009	3,150.00	3,513.57	-363.57
55. DARDEN RESTAURANTS INC	01/22/2008	03/18/2009	1,918.17	1,246.10	672.07
16260.163 DELAWARE U.S. GROWTH FUND - INS	05/06/2005	04/29/2009	160,000.00	188,292.69	-28,292.69
95. EXELON CORPORATION	VAR	12/16/2009	4,782.73	5,346.50	-563.77
50. FPL GROUP INC.	01/23/2008	03/03/2009	2,182.80	3,085.74	-902.94
564.29 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	01/15/2009	564.29	585.44	-21.15
768.78 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	02/15/2009	768.78	797.60	-28.82
763.42 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	03/15/2009	763.42	792.03	-28.61
777.15 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	04/15/2009	777.15	806.27	-29.12
1367.37 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	05/15/2009	1,367.37	1,418.61	-51.24
552.18 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	06/15/2009	552.18	572.88	-20.70
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
828.31 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	07/15/2009	828.31	859.36	-31.05
922.25 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	08/15/2009	922.25	956.82	-34.57
787.68 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	09/15/2009	787.68	817.20	-29.52
553.89 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	10/15/2009	553.89	574.65	-20.76
590.82 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	11/15/2009	590.82	612.96	-22.14
773.17 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	12/15/2009	773.17	802.15	-28.98
55. HEWLETT PACKARD CO	VAR	02/18/2009	1,859.70	2,150.26	-290.56
45. INTERNATIONAL BUSINESS					
MACHINES	VAR	03/10/2009	3,828.47	4,479.72	-651.25
75. JP MORGAN CHASE & CO	VAR	03/05/2009	1,323.25	3,538.43	-2,215.18
70. MSCI INC CL A	10/17/2008	11/06/2009	2,262.84	1,336.17	926.67
30. MSCI INC CL A	10/17/2008	11/10/2009	979.69	572.64	407.05
49. MSCI INC CL A	VAR	11/11/2009	1,602.52	822.74	779.78
74. MSCI INC CL A	VAR	12/04/2009	2,398.06	1,113.60	1,284.46
148. MC GRAW HILL COMPANIES INC					
(THE)	VAR	09/17/2009	4,130.08	5,781.36	-1,651.28
212. MC GRAW HILL COMPANIES INC					
(THE)	VAR	10/22/2009	6,436.15	6,810.58	-374.43
6107. METROPCS COMMUNICATIONS					
INC COM	VAR	11/04/2009	39,896.60	2,136.38	37,760.22
165. MICROSOFT CORP	12/06/2005	07/20/2009	3,991.95	4,585.34	-593.39
190. MICROSOFT CORP	VAR	10/20/2009	4,969.60	5,266.88	-297.28
4533. MOMENTA PHARMACEUTICALS					
INC COM	VAR	12/03/2009	47,464.72	10,337.46	37,127.26
881. NETFLIX INC COM	07/10/2001	12/07/2009	48,998.37	1.41	48,996.96
80. ONEOK INC NEW COM	VAR	08/25/2009	2,871.04	3,772.01	-900.97
91. ONEOK INC NEW COM	VAR	11/18/2009	3,611.46	3,448.24	163.22
49. ONEOK INC NEW COM	VAR	11/19/2009	1,914.00	1,420.35	493.65
105. ORACLE SYSTEMS CORP	VAR	02/18/2009	1,806.81	1,376.00	430.81
Totals					

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POSS FAM FOUND-1998 INV TR 410395008 04-6875737

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
150. PACTIV CORPORATION	04/28/2008	07/22/2009	3,689.86	3,578.47	111.39
.975 PFIZER INC	10/08/2008	10/29/2009	16.89	16.91	-0.02
265. PFIZER INC	VAR	12/22/2009	4,927.57	4,564.92	362.65
23855. REALNETWORKS INC	11/01/1997	03/09/2009	47,320.89	1,192.75	46,128.14
19096.87 RELIANT ENERGY					
TRANSITION BOND CO 5.16% D	10/18/2001	03/15/2009	19,096.87	19,087.72	9.15
29704.052 RELIANT ENERGY					
TRANSITION BOND CO 5.16% D	10/18/2001	09/16/2009	29,704.05	29,689.81	14.24
75. TARGET CORP	11/09/2007	04/09/2009	2,961.38	4,253.45	-1,292.07
160000. TEXTRON INC NT 6.50% DTD	VAR	10/13/2009	166,400.00	177,005.90	-10,605.90
200000. US TREASURY NOTE 4.000%					
DTD 06/15/04 DUE 06/15/200	11/01/2005	06/15/2009	197,007.81	197,007.81	
75. UNITED TECHNOLOGIES CORP	12/06/2005	01/22/2009	3,596.10	4,098.75	-502.65
30. VF CORP	VAR	03/02/2009	1,520.92	2,371.63	-850.71
35. VF CORP	VAR	10/09/2009	2,607.68	2,345.05	262.63
60. VENTAS INC COM	VAR	01/05/2009	1,874.15	2,266.57	-392.42
80. VENTAS INC COM	12/06/2005	08/10/2009	3,035.18	2,603.20	431.98
160. WILLIAMS COS INC	VAR	04/08/2009	1,957.07	4,864.95	-2,907.88
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1865682.00	2180162.00	-314,481.00
Totals			1865682.00	2180162.00	-314,481.00

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Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Poss Family Foundation A/C# 30-1650-00

c/o PriceWaterHouse Coopers

RCG687101

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-26-03	01-05-09	47	Brown & Brown Inc	710 12	982 29		272 17
08-26-03	01-06-09	151	Brown & Brown Inc	2,281 45	3,186 21		904 76
11-14-03	01-06-09	171	Brown & Brown Inc	2,571 82	3,608 22		1,036 40
11-14-03	01-07-09	29	Brown & Brown Inc	436 16	612 88		176 72
11-18-03	01-07-09	101	Brown & Brown Inc	1,518 69	2,134 53		615 84
12-05-06	04-02-09	125	Knight Transportation	2,223 27	2,018.18		-205 09
12-05-06	04-03-09	84	Knight Transportation	1,494 04	1,343 10		-150 94
12-05-06	04-09-09	85	Knight Transportation	1,511 83	1,365 69		-146 14
12-05-06	04-13-09	194	Knight Transportation	3,450 52	3,167 99		-282 53
12-04-06	04-13-09	103	Knight Transportation	1,806 33	1,681.97		-124 36
12-01-06	04-13-09	205	Knight Transportation	3,590 92	3,347 62		-243 30
10-03-06	04-13-09	49	Knight Transportation	828 75	800 16		-28 59
10-09-08	04-14-09	100	Fastenal Co	3,765 61	3,595 82	-169 79	
10-09-08	04-15-09	15	Fastenal Co	564 84	525.26	-39 58	
10-08-08	04-15-09	32	Fastenal Co	1,197 69	1,120 57	-77 12	
10-08-08	04-16-09	45	Fastenal Co	1,684 25	1,581 14	-103 11	
05-30-08	04-17-09	392	Brambles Ltd	3,073 46	1,627 75	-1,445 71	
05-23-08	04-17-09	220	Brambles Ltd	1,714 85	913 53	-801 32	
05-11-07	04-22-09	142	Whole Food Markets	5,841 38	2,704 15		-3,137 23
05-10-07	04-22-09	391	Whole Food Markets	15,951 49	7,445 93		-8,505 56
05-14-08	04-22-09	262	Whole Food Markets	7,736 84	4,989.34	-2,747 50	
05-23-08	04-24-09	68	Brambles Ltd	530 04	280 23	-249 81	
06-02-08	04-24-09	99	Brambles Ltd	770 38	407 97	-362 41	
11-08-06	04-24-09	239	Mohawk Industries	16,841 18	11,545 00		-5,296 18
07-16-02	04-24-09	109	Mohawk Industries	4,901 64	5,265 29		363 65
06-02-08	04-28-09	89	Brambles Ltd	692 56	358 09	-334 47	
07-16-02	04-28-09	6	Mohawk Industries	269 82	282 11		12 29
06-02-08	04-29-09	317	Brambles Ltd	2,466 77	1,315 46	-1,151 31	
07-16-02	04-29-09	93	Mohawk Industries	4,182 14	4,389 00		206 86
06-02-08	04-30-09	72	Brambles Ltd	560 27	310 62	-249 65	
05-28-08	04-30-09	174	Brambles Ltd	1,352 66	750 67	-601 99	
09-26-08	04-30-09	104	Cummins Engine Inc	4,752 88	3,601 24	-1,151 64	
09-29-08	04-30-09	47	Cummins Engine Inc	2,009 19	1,627 48	-381 71	
07-16-02	04-30-09	83	Mohawk Industries	3,732 44	3,936 81		204 37
05-28-08	05-01-09	238	Brambles Ltd	1,850 19	1,030 06	-820 13	
05-29-08	05-01-09	171	Brambles Ltd	1,324 52	740 09	-584 43	
09-29-08	05-01-09	230	Cummins Engine Inc	9,832 18	7,833 87	-1,998 31	
10-21-08	05-01-09	3	Cummins Engine Inc	97 95	102 18	4 23	
05-29-08	05-04-09	97	Brambles Ltd	751 34	447 69	-303 65	
05-27-08	05-04-09	169	Brambles Ltd	1,306 99	779 99	-527 00	
10-21-08	05-04-09	105	Cummins Engine Inc	3,428 35	3,582 08	153 73	
10-21-08	05-05-09	55	Cummins Engine Inc	1,795 80	1,869 67	73 87	
10-22-08	05-05-09	109	Cummins Engine Inc	3,373 41	3,705 34	331 93	
05-27-08	05-06-09	16	Brambles Ltd	123 74	74 22	-49 52	
06-03-08	05-06-09	270	Brambles Ltd	2,068 06	1,252.42	-815 64	
10-03-07	07-30-09	12	Martin Marietta Materials Inc	1,689 57	1,033 16		-656 41
10-01-07	07-30-09	26	Martin Marietta Materials Inc	3,536 75	2,238 51		-1,298 24
09-21-07	07-30-09	50	Martin Marietta Materials Inc	6,702.70	4,304.83		-2,397 87

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Poss Family Foundation A/C# 30-1650-00
c/o PriceWaterHouse Coopers
RCG687101
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-21-07	08-04-09	38	Martin Marietta Materials Inc	5,094 05	3,443 52		-1,650 53
09-20-07	08-04-09	11	Martin Marietta Materials Inc	1,465 55	996 81		-468 74
09-20-07	08-05-09	58	Martin Marietta Materials Inc	7,727 44	5,096 84		-2,630 60
07-27-07	08-07-09	232	Caterpillar	18,100.32	11,130.83		-6,969 49
05-10-07	08-07-09	18	Caterpillar	1,323 78	863 60		-460 18
10-23-08	08-07-09	110	Caterpillar	3,903 81	5,277 55	1,373 74	
09-10-98	09-15-09	1,799	Expeditors Int'l of Wash Inc	6,410 22	63,926 17		57,515 95
01-02-08	09-22-09	42	Target Corp	2,073 77	2,027 14		-46 63
06-27-06	09-22-09	34	Target Corp	1,650 38	1,641 02		-9 36
06-06-06	09-22-09	113	Target Corp	5,367 57	5,453 97		86 40
06-06-06	09-23-09	28	Target Corp	1,330 02	1,349 86		19 84
07-18-06	09-23-09	98	Target Corp	4,430 32	4,724 49		294 17
07-18-06	10-07-09	374	Target Corp	16,907 53	18,063 16		1,155 63
09-20-07	12-11-09	4	Martin Marietta Materials Inc	532 93	347.09		-185 84
09-13-07	12-11-09	84	Martin Marietta Materials Inc	11,129 29	7,288 81		-3,840 48
09-27-07	12-11-09	36	Martin Marietta Materials Inc	4,764 54	3 123 78		-1,640 76
08-30-07	12-11-09	3	Martin Marietta Materials Inc	396 84	260 31		-136 53
TOTAL GAINS						1,937 49	62,865 05
TOTAL LOSSES						-14,965 80	-40,511 58
				237,506.20	246,831.36	-13,028.31	22,353.47

TOTAL REALIZED GAIN/LOSS 9,325 16

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,773.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,542.	
		ATLANTIC TRUST - SEE STMT					VARIOUS	VARIOUS
101,965.		106,419.					-4,454.	
		ATLANTIC TRUST - SEE STMT					VARIOUS	VARIOUS
1,865,682.		2,180,162.					-314,480.	
		RUANE, CUNNIFF & GOLDFARB - SEE STMT					VARIOUS	VARIOUS
49,700.		62,729.					-13,029.	
		RUANE, CUNNIFF & GOLDFARB - SEE STMT					VARIOUS	VARIOUS
197,131.		174,777.					22,354.	
		79 SHS - LAZARD LTD					07/22/2009	10/15/2009
3,278.		2,458.					820.	
		984 SHS - REALNETWORKS INC					VARIOUS	03/09/2009
1,952.		0.					1,952.	
		6,451.419 SHS - ARDEN ALTERNATIVE ADVISO					03/24/2006	01/30/2009
361,372.		389,755.					-28,383.	
		2,272.295 SHS - ARDEN ALTERNATIVE ADVISO					01/30/2009	VARIOUS
241,417.		284,934.					-43,517.	
TOTAL GAIN(LOSS)							-374,422.	

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