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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 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 changeENVELOPE
POSTMARK DATE
OCT 13 2010
Use the IRS label.
Otherwise, print or type.
See Specific Instructions.

Name of foundation

THE PHILLIP AND ELIZABETH GROSS FAMILY FDN.

A Employer identification number

04-6878795

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

Room/suite

C/O HOWLAND CAPITAL MANAGEMENT, INC.

75 FEDERAL STREET

1100

B Telephone number (see page 10 of the instructions)

(617) 357-9110

City or town, state, and ZIP code

BOSTON, MA 02110-1911

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 ☐Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____

16) \$ 18,695,953.

(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)

| | | | | | |
|-----|---|------------|----------|-----|------------|
| 1 | Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | 5,500,000. | ATCH 1 | | |
| 2 | Interest on savings and temporary cash investments | | | | |
| 3 | Dividends and interest from securities | 12,397. | 155,884. | | ATCH 2 |
| 4 | Gross rents | | | | |
| 5a | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | -99,297. | | | |
| b | Gross sales price for all assets on line 6a 299,100. | | | | |
| 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) | 70,118. | 7,157. | | ATCH 3 |
| 12 | Total. Add lines 1 through 11 | 5,483,218. | 163,041. | | |
| 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 4 | 4,500. | 4,500. | 0. | 4,500. |
| c | Other professional fees (attach schedule) * | 13,981. | 90,260. | | |
| 17 | Interest. ATTACHMENT 6 | | 62,381. | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) * | 35. | 201. | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) ATCH 8 | | | | |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 18,516. | 157,342. | 0. | 4,500. |
| 25 | Contributions, gifts, grants paid | 2,448,957. | | | 2,448,957. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 2,467,473. | 157,342. | 0. | 2,453,457. |
| 27 | Subtract line 26 from line 12 | 3,015,745. | | | |
| a | Excess of revenue over expenses and disbursements | | 5,699. | | |
| b | Net investment income (if negative, enter -0-) | | | | |
| c | Adjusted net income (if negative, enter -0-) | | | -0- | |

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PAGE 1

| 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 | | 1,085. | 2,530. | 2,530. |
| | 2 | Savings and temporary cash investments | | 1,457,130. | 1,961,525. | 1,961,525. |
| | 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) | | | | |
| | b | Investments - corporate stock (attach schedule) <u>ATCH 9</u> | 3,922,372. | 3,190,865. | 6,891,377. | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) | | | | |
| | 14 | Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | Other assets (describe ▶ <u>ATCH 10</u>) | 3,173,512. | 6,414,924. | 9,840,521. | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 8,554,099. | 11,569,844. | 18,695,953. | | |
| 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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 8,554,099. | 11,569,844. | | |
| | 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) | 8,554,099. | 11,569,844. | | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 8,554,099. | 11,569,844. | | |

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 | 8,554,099. |
| 2 | Enter amount from Part I, line 27a | 2 | 3,015,745. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 11,569,844. |
| 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 | 11,569,844. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|---|--------------------------------------|----------------------------------|
| 1a 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |

| | | | |
|---|---|----------|-----------|
| 2 Capital gain net income or (net capital loss) | <div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | -494,316. |
| 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. | <div style="display: inline-block; vertical-align: middle;"> } </div> | 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 | 2,920,501. | 17,126,696. | 0.170523 |
| 2007 | 2,451,784. | 13,647,911. | 0.179645 |
| 2006 | 954,415. | 11,749,811. | 0.081228 |
| 2005 | 809,346. | 10,147,274. | 0.079760 |
| 2004 | 1,270,436. | 9,548,392. | 0.133052 |
| 2 Total of line 1, column (d) | | 2 | 0.644208 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | 3 | 0.128842 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | 4 | 13,536,477. |
| 5 Multiply line 4 by line 3 | | 5 | 1,744,067. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | 6 | 57. |
| 7 Add lines 5 and 6 | | 7 | 1,744,124. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18. | | 8 | 2,453,457. |

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

| | | |
|---|-----------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | |
| Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 57. |
| 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 | 57. |
| 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 | 57. |
| 6 Credits/Payments | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 1,824. |
| b Exempt foreign organizations-tax withheld at source | 6b | 0. |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 0. |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,824. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | - - - |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 1,767. |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 60. Refunded <input type="checkbox"/> 11 | 11 | 1,707. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | 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? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | | X |
| 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 | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | X |
| 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? | 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 | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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 | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. ATTACHMENT 11 | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|--|--|----|---|-----------------------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 | X | |
| Website address <input type="checkbox"/> N/A | | | | |
| 14 | The books are in care of <input type="checkbox"/> THOMAS V. QUIRK Telephone no <input type="checkbox"/> (617) 357-9110 | | | |
| | Located at <input type="checkbox"/> 75 FEDERAL ST., #1100, BOSTON, MASS. ZIP + 4 <input type="checkbox"/> 02110-1911 | | | |
| 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 | | | <input type="checkbox"/> 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.

| | Yes | No |
|--|-----|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | X |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> | | |
| 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 | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) | 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 |

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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** ☐ Yes ☒ No
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** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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 12 | | 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 13 | | 71,963. |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

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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 | 13,738,021. |
| b | Average of monthly cash balances | 1b | 4,595. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 13,742,616. |
| 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 | 13,742,616. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 206,139. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 13,536,477. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 676,824. |

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 | 676,824. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 57. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 57. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 676,767. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 676,767. |
| 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 | 676,767. |

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 | 2,453,457. |
| 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 | 2,453,457. |
| 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 | 57. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,453,400. |

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 | | | | 676,767. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u> | | | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 796,550. | | | | |
| b From 2005 305,382. | | | | |
| c From 2006 372,427. | | | | |
| d From 2007 1,806,304. | | | | |
| e From 2008 2,067,812. | | | | |
| f Total of lines 3a through e | 5,348,475. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ <u>2,453,457.</u> | | | | |
| 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 | | | | 676,767. |
| e Remaining amount distributed out of corpus | 1,776,690. | | | |
| 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 | 7,125,165. | | | |
| 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) | 796,550. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 6,328,615. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 305,382. | | | | |
| b Excess from 2006 372,427. | | | | |
| c Excess from 2007 1,806,304. | | | | |
| d Excess from 2008 2,067,812. | | | | |
| e Excess from 2009 1,776,690. | | | | |

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years | | | | (e) Total |
|--|---------------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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))

ATTACHMENT 14

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|---|---|-------------------|
| a Paid during the year ATTACHMENT 15 | | | | |
| Total. | | | | 2,448,957. |
| b Approved for future payment | | | | |
| Total. | | | | 3b |

Part XVII



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

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

[illegible]

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

| b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |
| | | |

| | | | | |
|--------------------------|---|--|---|--|
| Sign Here | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. | | | |
| |  Signature of officer or trustee | | 10-12-10 Date | |
| | TRUSTEE Title | | | |
| Paid Preparer's Use Only | Preparer's signature  | | Date 10/11/10 | |
| | Firm's name (or yours if self-employed), address, and ZIP code HOWLAND CAPITAL MANAGEMENT, INC. 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | | Check if self-employed <input type="checkbox"/> Preparer's identifying number (See Signature on page 30 of the instructions) P00031385 EIN 04-3244214 Phone no 617-357-9110 | |

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

THE PHILLIP AND ELIZABETH GROSS FAMILY FDN.

Employer identification number

04-6878795

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (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 PHILLIP AND ELIZABETH GROSS FAMILY FDN.

Employer identification number
04-6878795**Part I Contributors** (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | PHILIP & ELIZABETH GROSS 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110 | \$ 1,500,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | PHILIP & ELIZABETH GROSS 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | \$ 4,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

THE PHILLIP AND ELIZABETH GROSS FAMILY FDN.

04-6878795

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

ATTACHMENT 1

| NAME AND ADDRESS | DATE | DIRECT PUBLIC SUPPORT |
|--|------------|-----------------------------|
| PHILIP & ELIZABETH GROSS 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110 | 06/18/2009 | 1,500,000. |
| PHILIP & ELIZABETH GROSS 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | 12/31/2009 | 4,000,000. |
| PHILIP & ELIZABETH GROSS 75 FEDERAL STREET BOSTON, MA 02110-1911 | | |
| TOTAL CONTRIBUTION AMOUNTS | | 5,500,000. |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------------|---|--------------------------------------|
| HOWLAND CAPITAL MANAGEMENT ACCOUNT | 12,397. | 12,397. |
| THROUGH HCM VENTURE FUND VI LLP | | 286. |
| THROUGH ONSET VI LP | | 362. |
| THROUGH AXIA CAPITAL PARTNERS L P | | 329. |
| THROUGH HCM VENTURE FUND IV LLC | | 3,038. |
| THROUGH ADAGE CAPITAL PARTNERS L P | | 137,982. |
| ALTIMETER INVESTMENT PARTNERSHIP | | 513. |
| SKYLINE VENTURE PARTNERS V | | 21. |
| VALERO CAPITAL PARTNERS I LLC | | 56. |
| THROUGH CHINA LIFESTYLE FUND LP | | 900. |
| TOTAL | <u>12,397.</u> | <u>155,884.</u> |

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------------|---|-----------------------------|
| PARTNERSHIP K-1 ADJUSTMENTS | | |
| ADAGE CAPITAL PARTNERS LP | | 851. |
| HCM VENTURE FUND VI LLC | | 12. |
| PROCEEDS FROM LITIGATION SETTLEMENT | 6,294. | 6,294. |
| FEDERAL TAX REFUND | 14,813. | |
| TOTALS | 70,118. | 7,157. |

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|-------------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| TAX RETURN PREP. HOWLAND MGMT | 4,500. | 4,500. | | 4,500. |
| TOTALS | <u>4,500.</u> | <u>4,500.</u> | <u>0.</u> | <u>4,500.</u> |

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------------------|---|--------------------------------------|
| MANAGEMENT FEE HOWLAND CAPITAL | 13,981. | 13,981. |
| MANAGEMENT FEE AXIA PARTNERS L | | 8,356. |
| MANAGEMENT FEE SKYLINE V | | 5,074. |
| MANAGEMENT FEE HCM FUND IV | | 8,172. |
| MANAGEMENT FEE ADAGE CAPITAL P | | 419. |
| SKYLINE VENTURE QP II | | 22,825. |
| MANAGEMENT FEE HCM FUND VI | | 11,463. |
| MANAGEMENT FEE ONSET VI LP | | 18,629. |
| MANAGEMENT FEE ALTIMETER INV. | | 1,341. |
| TOTALS | <u>13,981.</u> | <u>90,260.</u> |

FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| THROUGH HCM VENTURE FUND IV | | 155. |
| THROUGH ADAGE CAPITAL PARTNERS | | 61,916. |
| THROUGH HCM VENTURE FUND VI | | 45. |
| THROUGH ALTIMETER INVESTMENTS | | 265. |
| TOTALS | | 62,381. |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------------|---|--------------------------------------|
| MASSACHUSETTS FILING FEE | 35. | 35. |
| FOREIGN TAXES WITHHELD | | 166. |
| TOTALS | <u>35.</u> | <u>201.</u> |

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|--------------------------------|---|
| CONTRIBUTION THRU AXIA PARTNER | |
| TOTALS | |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| HOWLAND CAPITAL MGMT. ACCOUNT | 190,865. | 167,077. |
| HIGHFIELDS CAPITAL LTD | 3,000,000. | 6,724,300. |
| TOTALS | <u>3,190,865.</u> | <u>6,891,377.</u> |

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION

| <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|-----------------------|
|------------------------------|-----------------------|

VENTURE CAPITAL PARTNERSHIPS

6,414,924.

9,840,521.

TOTALS

6,414,924.

9,840,521.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 11

| <u>NAME AND ADDRESS</u> | <u>DATE</u> | <u>DIRECT PUBLIC SUPPORT</u> |
|--|-------------|--------------------------------------|
| PHILIP & ELIZABETH GROSS 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110 | 06/18/2009 | 1,500,000. |
| PHILIP & ELIZABETH GROSS 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | 12/31/2009 | 4,000,000. |
| TOTAL CONTRIBUTION AMOUNTS | | <u>5,500,000.</u> |

THE PHILLIP AND ELIZABETH GROSS FAMILY FDN.

04-6878795

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

ATTACHMENT 12

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|--|---|--------------|---|---|
| PHILLIP GROSS C/O HOWLAND CAPITAL MANAGEMENT INC 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | TRUSTEE 2.00 | 0. | 0. | 0. |
| ELIZABETH GROSS C/O HOWLAND CAPITAL MANAGEMENT INC. 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | TRUSTEE 2.00 | 0. | 0. | 0. |
| THOMAS V. QUIRK C/O HOWLAND CAPITAL MANAGEMENT INC. 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | TRUSTEE 2.00 | 0. | 0. | 0. |
| GRAND TOTALS | | 0. | 0. | 0. |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| SKYLINE VENTURE PARTNERS II 525 UNIVERSITY AVENUE, SUITE 520 PALO ALTO, CA 94301 | INVESTMENT ADVISORY | 22,825. |
| HCM VENTURE FUND IV LLC 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110-1911 | INVESTMENT ADVISORY | 8,172. |
| AXIA CAPITAL PARTNERS LP LANDMARK ONE, 1 VAN DE GRAAF DRIVE BURLINGTON, MA 01803 | INVESTMENT ADVISORY | 8,356. |
| HOWLAND CAPITAL MANAGEMENT INC. 75 FEDERAL STREET, SUITE 1100 BOSTON, MA 02110 | INVESTMENT ADVISORY | 13,981. |
| ONSET VI LP 2490 SAND HILL ROAD MENLO PARK, CA 94025 | INVESTMENT ADVISORY | 18,629. |
| TOTAL COMPENSATION | | <u>71,963.</u> |

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

PHILIP GROSS
ELIZABETH GROSS

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

ATTACHMENT 15

| RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--------------------------------|--|----------|
| RECIPIENT NAME AND ADDRESS | FOUNDATION STATUS OF RECIPIENT | | |
| UNITED STATES SKI & SNOWBOARD TEAM POST OFFICE BOX 100, 1 VICTORY LANE PARK CITY, UT 84060 | NONE PUBLIC | GENERAL PURPOSES | 230,000. |
| BETH ISRAEL DEACONESS HOSPITAL 330 BROOKLINE AVENUE BOSTON, MA 02215 | NONE PUBLIC | LE ANN'S PROJECT | 100,000. |
| CONCORD CARLISLE SCHOLARSHIP FUND POST OFFICE BOX 217 CONCORD, MA 01742 | NONE PUBLIC | SCHOLARSHIPS | 100,000 |
| BOSTON RED SOX 4 WAWKEY WAY BOSTON, MA 02215 | NONE | PROVIDE TICKETS FOR THE BENEFIT OF 501(C) 3 ORGANIZATIONS | 25,000. |
| STRATEGIC GRANT PARTNERS 20 NEWBURY STREET, 2ND FLOOR BOSTON, MA 02116 | NONE PUBLIC | GENERAL FUND | 638,242 |
| TUFTS UNIVERSITY FRIEDMAN SCHOOL OF NUTRITIONAL SCIENCE & POLICY 150 HARRISON AVENUE, ROOM 240 BOSTON, MA 02111 | NONE PUBLIC | \$100,000 FOR DEFERRAL RECOVERY FUND \$5,000 ANNUAL FUND | 105,000. |

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 |
|---|--|--|--|---------|
| | | | | |
| AMERICAN CANCER SOCIETY 30 SPEEN STREET FRAMINGHAM, MA 01701-9376 | NONE PUBLIC | | \$50,000 ANNUAL FUND \$300,000 GREEN BUILDING PLEDGE | 350,000 |
| EMERSON UMBRELLA CENTER FOR THE ARTS 40 STOW STREET CONCORD, MA 01742 | NONE PUBLIC | | \$10,000 ANNUAL FUND \$400,000 CAPITAL CAMPAIGN \$80,000 ANONYMOUS GRANT | 490,000 |
| BOYS & GIRLS CLUBS OF BOSTON 50 CONGRESS STREET, SUITE 730 BOSTON, MA 02109 | NONE PUBLIC | | ANNUAL FUND | 50,000. |
| FROM THE TOP INC 295 HUNTINGTON AVENUE, SUITE 201 BOSTON, MA 02115 | NONE PUBLIC | | ANNUAL FUND | 25,000. |
| SEVENTH DAY ADVENTIST CHURCH 98 CENTRE STREET DORCHESTER, MA 02124 | NONE PUBLIC | | ANNUAL FUND | 5,000. |
| DANA FARBER CANCER INSTITUTE 188 GREYSTONE LANE SUDBURY, MA 01776 | NONE PUBLIC | | ANNUAL FUND | 2,500 |

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

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|----------------------------------|------------------|
| | | | |
| FALMOUTH HARBOR SAILING SCHOOL POST OFFICE BOX 42006 PROVIDENCE, RI 02940-2006 | NONE PUBLIC | SCHOLARSHIPS | 10,000 |
| YOUTH ENRICHMENT SERVICES 412 MASSACHUSETTS AVENUE BOSTON, MA 02118-3505 | NONE PUBLIC | ANNAUL FUND | 66,215 |
| UNITED WAY OF MASSACHUSETTS 51 SLEEPER STREET BOSTON, MA 02210 | NONE PUBLIC | ANNUAL FUND | 250,000 |
| RESEARCH ILD 4 MILITIA DRIVE LEXINGTON, MA 02421 | NONE PUBLIC | ANNUAL FUND | 2,000 |
| TOTAL CONTRIBUTIONS PAID | | | <u>2,448,957</u> |

ATTACHMENT 15 (CONT'D)

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 PHILLIP AND ELIZABETH GROSS FAMILY FDN.

Employer identification number

04-6878795

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 | 8,598. |
| 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 | -95,364. |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet | 4 | (103,659.) |
| 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 | -190,425. |

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 | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|-----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -107,896. |
| 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 | -299,654. |
| 9 Capital gain distributions | 9 | |
| 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 | -407,550. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

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 | | -190,425. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -407,550. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksh) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | -597,975. |

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 | 16 | (3,000.) |
| a | The loss on line 15, column (3) or b \$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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

Name of estate or trust

THE PHILLIP AND ELIZABETH GROSS FAMILY FDN.

Employer identification number

04-6878795

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

| | |
|---|--------|
| 1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b | 8,598. |
|---|--------|

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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 4000 SHS CITIGROUP INC PFD 8.125% | 01/23/2008 | 02/27/2009 | 33,552. | 100,300. | -66,748. |
| 300 SHS AMERICAN EUROPACIFIC GROWTH FUND | 09/21/2006 | 11/11/2009 | 11,706. | 13,701. | -1,995. |
| 3000 SHS AMERICAN EUROPACIFIC GROWTH FUND | 09/21/2006 | 12/16/2009 | 116,970. | 137,010. | -20,040. |
| 1000 SHS FEDERATED INTERNATIONAL SMALL-MID C | 09/21/2006 | 12/16/2009 | 31,870. | 37,920. | -6,050. |
| 208 SHS HANSEN MEDICAL INC | 05/06/2003 | 07/31/2009 | 835. | 963. | -128. |
| 200 SHS HANSEN MEDICAL INC | 11/08/2002 | 09/21/2009 | 848. | 926. | -78. |
| 700 SHS HARBOR INTERNATION AL FUND | 09/21/2006 | 11/11/2009 | 38,794. | 40,019. | -1,225. |
| 2000 SHS HARBOR INTERNATIONAL FUND | 09/21/2006 | 12/16/2009 | 110,980. | 114,340. | -3,360. |
| 500 SHS HARDING LOEVNER EMERGING MARKETS FUND | 09/21/2006 | 11/11/2009 | 21,165. | 19,195. | 1,970. |
| 2300 SHS HARDING LOEVNER EMERGING MARKETS FUND | 09/21/2006 | 12/18/2009 | 95,910. | 88,297. | 7,613. |
| 1000 SHS MEDTRONIC INC | 10/24/2007 | 11/02/2009 | 36,049. | 47,317. | -11,268. |
| 1000 SHS MICROCHIP TECHNOLOGY INC | 06/06/2008 | 11/10/2009 | 26,069. | 35,177. | -9,108. |
| 2700 SHS STAPLES INCORPORATED | 03/17/2005 | 11/09/2009 | 60,349. | 54,558. | 5,791. |
| 84.54 SHS TEMPUR-PEDIC INTERNATIONAL INC | 11/01/2002 | 01/22/2009 | 650. | 12. | 638. |
| 300 SHS WISDOMTREE INTERNATIONAL MIDCAP DIVI | 06/25/2008 | 12/16/2009 | 14,289. | 18,100. | -3,811. |
| 300 SHS WISDOMTREE INTERNATIONAL MIDCAP DIVI | 06/25/2008 | 12/16/2009 | 14,280. | 18,100. | -3,820. |
| 355 SHS XENOPORT INCORPORATED | 12/15/2004 | 11/02/2009 | 9,295. | 5,572. | 3,723. |
| | | | | | |
| | | | | | |
| | | | | | |
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| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b | | | | | -107,896. |

Schedule D-1 (Form 1041) 2009

Capital Loss Carryover Worksheet

Keep for Your Records

Use this worksheet to figure the estate's or trust's capital loss carryovers from 2009 to 2010 if Schedule D, line 16 is a loss and (a) the loss on Schedule D, line 15, col (3) is more than \$3,000 or (b) Form 1041, page 1, line 22 is a loss

1. Enter taxable income or (loss) from Form 1041, line 22 1. -380,761.
2. Enter the loss from line 16 of Schedule D as a positive amount 2. 3,000.
3. Enter amount from Form 1041, line 20 3. _____
4. Adjusted taxable income Combine lines 1, 2, and 3 If zero or less, enter -0- 4. _____
5. Enter the **smaller** of line 2 or line 4 5. _____
- Note: If line 5 of Schedule D is a loss, go to line 6, otherwise, enter -0- on line 6 and go to line 10**
6. Enter loss from Schedule D, line 5 as a positive amount 6. 199,023.
7. Enter gain, if any, from Schedule D, line 12 If that line is blank or shows a loss, enter -0- 7. _____
8. Add lines 5 and 7 8. _____
9. **Short-term capital loss carryover to 2010.** Subtract line 8 from line 6 If zero or less, enter -0- If this is the final return of the estate or trust, also enter on Schedule K-1 (Form 1041), box 11, using code B 9. 199,023.
- Note: If line 12 of Schedule D is a loss, go to line 10, otherwise, skip lines 10 through 14**
10. Enter loss from Schedule D, line 12, as a positive amount 10. 299,654.
11. Enter gain, if any, from Schedule D, line 5 If that line is blank or shows a loss, enter -0- 11. _____
12. Subtract line 6 from line 5 If zero or less, enter -0- 12. _____
13. Add lines 11 and 12 13. _____
14. **Long-term capital loss carryover to 2010.** Subtract line 13 from line 10 If zero or less, enter -0- If this is the final return of the estate or trust, also enter on Schedule K-1 (Form 1041), box 11, using code C 14. 299,654.

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

| Kind of Property | | Description | | | | 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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | -95,364. | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | -299,654. | |
| | | 1500 SHS MICROSOFT CORPORATION | | | | P 10/01/2009 | 11/09/2009 |
| 43,393. | | PROPERTY TYPE: SECURITIES 37,590. | | | | 5,803. | |
| 27,114. | | 500 SHS STERICYCLE INC PROPERTY TYPE: SECURITIES 24,319. | | | | P 09/29/2009 | 11/10/2009 |
| 33,552. | | 4000 SHS CITIGROUP INC PFD 8.125% PROPERTY TYPE: SECURITIES 100,300. | | | | P 01/23/2008 | 02/27/2009 |
| 11,706. | | 300 SHS AMERICAN EUROPACIFIC GROWTH FUND PROPERTY TYPE: SECURITIES 13,701. | | | | P 09/21/2006 | 11/11/2009 |
| 116,970. | | 3000 SHS AMERICAN EUROPACIFIC GROWTH FUN PROPERTY TYPE: SECURITIES 137,010. | | | | P 09/21/2006 | 12/16/2009 |
| 31,870. | | 1000 SHS FEDERATED INTERNATIONAL SMALL-M PROPERTY TYPE: SECURITIES 37,920. | | | | P 09/21/2006 | 12/16/2009 |
| 835. | | 208 SHS HANSEN MEDICAL INC PROPERTY TYPE: SECURITIES 963. | | | | P 05/06/2003 | 07/31/2009 |
| 848. | | 200 SHS HANSEN MEDICAL INC PROPERTY TYPE: SECURITIES 926. | | | | P 11/08/2002 | 09/21/2009 |
| 38,794. | | 700 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 40,019. | | | | P 09/21/2006 | 11/11/2009 |
| 110,980. | | 2000 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 114,340. | | | | P 09/21/2006 | 12/16/2009 |

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) | |
| 21,165. | | 500 SHS HARDING LOEVNER EMERGING MARKETS PROPERTY TYPE: SECURITIES 19,195. | | | | P | 09/21/2006 1,970. | 11/11/2009 |
| 95,910. | | 2300 SHS HARDING LOEVNER EMERGING MARKET PROPERTY TYPE: SECURITIES 88,297. | | | | P | 09/21/2006 7,613. | 12/18/2009 |
| 36,049. | | 1000 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 47,317. | | | | P | 10/24/2007 -11,268. | 11/02/2009 |
| 26,069. | | 1000 SHS MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES 35,177. | | | | P | 06/06/2008 -9,108. | 11/10/2009 |
| 60,349. | | 2700 SHS STAPLES INCORPORATED PROPERTY TYPE: SECURITIES 54,558. | | | | P | 03/17/2005 5,791. | 11/09/2009 |
| 650. | | 84.54 SHS TEMPUR-PEDIC INTERNATIONAL INC PROPERTY TYPE: SECURITIES 12. | | | | P | 11/01/2002 638. | 01/22/2009 |
| 14,289. | | 300 SHS WISDOMTREE INTERNATIONAL MIDCAP PROPERTY TYPE: SECURITIES 18,100. | | | | P | 06/25/2008 -3,811. | 12/16/2009 |
| 14,280. | | 300 SHS WISDOMTREE INTERNATIONAL MIDCAP PROPERTY TYPE: SECURITIES 18,100. | | | | P | 06/25/2008 -3,820. | 12/16/2009 |
| 9,295. | | 355 SHS XENOPORT INCORPORATED PROPERTY TYPE: SECURITIES 5,572. | | | | P | 12/15/2004 3,723. | 11/02/2009 |
| TOTAL GAIN(LOSS) | | | | | | | <u>-494,316.</u> | |

| | <u>Ticker</u> | <u>Shares</u> | <u>Total Cost</u> | <u>Price</u> | <u>Market Value</u> | <u>% MV</u> | <u>Est. Annual Income</u> | <u>Current Yield</u> |
|--|----------------------------|----------------------|-----------------------|--------------|-----------------------|---------------|---------------------------|----------------------|
| Cash | | | | | | | | |
| Cash | | | \$1,000.00 | | \$1,000.00 | 0.01% | | |
| Cash Equivalents | | | | | | | | |
| Money Market - Taxable | | | | | | | | |
| Federated Government Obligation | GOTXX | 1,961,524.970 | \$1,961,524.97 | \$1.00 | \$1,961,524.97 | 16.39% | \$553.43 | 0.03% |
| International | | | | | | | | |
| Mutual Funds (ETF/CEF) - International Equity | | | | | | | | |
| Wisdomtree Intl Midcap Div Fund | DIM | 2,400.000 | \$144,797.28 | \$48.12 | \$115,489.44 | 0.96% | \$3,336.00 | 2.89% |
| Mutual Funds - International Equity | | | | | | | | |
| Harding Loevner Emerging Markets Fund | HLEMX | 1,200.000 | \$46,068.00 | \$42.99 | \$51,588.00 | 0.43% | \$0.00 | 0.00% |
| | International Total | 3,600.000 | \$190,865.28 | | \$167,077.44 | 1.39% | \$3,336.00 | 2.00% |
| Private Investment | | | | | | | | |
| Closely Held | | | | | | | | |
| Altimeter Investment Partnership, L.P. | | 500,000.000 | \$500,000.00 | \$1.01 | \$504,351.00 | 4.21% | \$0.00 | 0.00% |
| SDK Global Opportunity Offshore Fund Ltd | | 2,000,000.000 | \$2,000,000.00 | \$1.00 | \$2,000,000.00 | 16.71% | \$0.00 | 0.00% |
| Valero Capital Partners I, LLC | | 125,000.000 | \$125,000.00 | \$1.00 | \$125,000.00 | 1.04% | \$0.00 | 0.00% |
| | Total | 2,625,000.000 | \$2,625,000.00 | | \$2,629,351.00 | 21.96% | \$0.00 | 0.00% |
| Venture Fund | | | | | | | | |
| Adage Capital Partners LP | ADAG | 4,000,000.000 | \$1,430,696.00 | \$1.23 | \$4,920,332.00 | 41.10% | \$0.00 | 0.00% |
| Axia Partners 58% Paid In | AXIA | 230,000.000 | \$216,025.00 | \$1.00 | \$230,000.00 | 1.92% | \$0.00 | 0.00% |
| China Lifestyle Fund LP 80.00% Paid In | CHINA | 800,000.000 | \$733,305.00 | \$1.00 | \$800,000.00 | 6.68% | \$0.00 | 0.00% |
| HCM Venture Fund IV LLC 100.95% Paid In | HCMVF4 | 357,373.360 | \$281,433.14 | \$0.89 | \$319,473.20 | 2.67% | \$0.00 | 0.00% |
| HCM Venture Fund VI LLC 36.29% Paid In | HCMVF6 | 126,432.300 | \$103,059.59 | \$0.70 | \$89,072.44 | 0.75% | \$0.00 | 0.00% |
| Machlabs LP | MACH | 300,000.000 | \$280,372.00 | \$1.00 | \$300,000.00 | 2.51% | \$0.00 | 0.00% |
| Onset VI LP 25.00% Paid In | | 185,000.000 | \$185,000.00 | \$0.79 | \$146,945.87 | 1.23% | \$0.00 | 0.00% |
| Skyline Venture Partners II LP 100.00% Paid In | SKY2 | 500,000.000 | \$233,098.55 | \$0.30 | \$147,879.00 | 1.24% | \$0.00 | 0.00% |

Account #: 35022201

Investment Holdings On: 12/31/2009

Private Investment
Venture Fund

Skyline Venture Partners V LP 38.50% Paid In

| <u>Ticker</u> | <u>Shares</u> | <u>Total Cost</u> | <u>Price</u> | <u>Market Value</u> | <u>% MV</u> | <u>Est. Annual Income</u> | <u>Current Yield</u> |
|---------------------------------|-----------------------|-----------------------|--------------|------------------------|----------------|-------------------------------|--------------------------|
| SKY5 | 330,000.000 | \$326,935.00 | \$0.78 | \$257,466.99 | 2.15% | \$0.00 | 0.00% |
| Total | 6,828,805.660 | \$3,789,924.28 | | \$7,211,169.50 | 60.25% | \$0.00 | 0.00% |
| Private Investment Total | 9,453,805.660 | \$6,414,924.28 | | \$9,840,520.50 | 82.21% | \$0.00 | 0.00% |
| Grand Total | 11,418,930.630 | \$8,568,314.53 | | \$11,970,122.91 | 100.00% | \$3,889.43 | 0.03% |

The Phillip & Elizabeth Gross Family Foundation
2009

| <u>Corporate stock</u> | Cost | Fair Market Value |
|------------------------------------|--------------------|--------------------|
| Howland Capital Management Account | \$190,865 | \$167,077 |
| Highfields Capital Corporation | <u>\$3,000,000</u> | <u>\$6,724,300</u> |
| | <u>\$3,190,865</u> | <u>\$6,891,377</u> |

Investment Partnerships

| | | |
|------------------------------------|--------------------|--------------------|
| Howland Capital-Management Account | <u>\$6,414,924</u> | <u>\$9,840,521</u> |
|------------------------------------|--------------------|--------------------|

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

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

| | | |
|---|---|--------------------------------|
| Type or print File by the due date for filing your return. See instructions. | Name of Exempt Organization | Employer identification number |
| | THE PHILIP AND ELIZABETH GROSS FAMILY FOUNDATION | 04 6878795 |
| | Number, street, and room or suite no. If a P.O. box, see instructions | |
| | C/O HOWLAND CAPITAL MANAGEMENT, INC., 75 FEDERAL STREET, SUITE 1100 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | BOSTON, MASSACHUSETTS 02110-1911 | |

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

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

- The books are in the care of ► **THOMAS V. QUIRK**

Telephone No. ► (617) 357-9110 FAX No. ► (617) 357-5540

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2009 or
 - ☐ tax year beginning, 20, and ending, 20

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

| | | | |
|---|----|----|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 1824.00 |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 1824.00 |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 0.00 |

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

| | | |
|--|---|---|
| Type or print File by the extended due date for filing the return. See instructions | Name of Exempt Organization THE PHILIP AND ELIZABETH GROSS FAMILY FOUNDATION | Employer identification number 04 6878795 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. C/O HOWLAND CAPITAL MGMT., 75 FEDERAL STREET, SUITE 1100 | For IRS use only |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions BOSTON, MASSACHUSETTS 02110-1911 | |

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

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

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

- The books are in the care of
- THOMAS V. QUIRK**

Telephone No. **(617) 357-9110** FAX No. **(617) 357-5540**

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

- 4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20**10**.
- 5 For calendar year **2009**, or other tax year beginning _____, 20____, and ending _____, 20_____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **FOUNDATION HAS NOT YET RECEIVED ALL K-1 FORMS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN**

| | | | |
|--|-----------|----|-------------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 1824 |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 1824 |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0 |

Signature and Verification

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

Signature **Joseph M. Flynn** Title **CRA** Date **7/14/10**