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

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

, and ending

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

Name of foundation

A Employer identification number

label.

Otherwise,

SAMANTHA, BECKY, MARK FOUNDATION

26-3403705

print

or type.

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

B Telephone number

THIRD ROCK VENTURES LLC, 29 NEWBURY ST. 3RD FL

617-292-8400

See Specific

Instructions.

City or town, state, and ZIP code

BOSTON, MA 02116

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 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method Cash Accrual Other (specify) _____

► \$ 10,447,170. (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))

(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	5,150.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	31,776.	31,776.		STATEMENT 1
4 Dividends and interest from securities	191,375.	191,375.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	187,893.			
b Gross sales price for all assets on line 6a	1,248,791.			
7 Capital gain net income (from Part IV, line 2)		187,893.		
8 Net short-term capital gain				
9 Income - modifications				
Gross sales less returns and allowances				
10a Less, Cost of goods sold				
3c NOV 19 2010				
Gross profit or (loss)				
11 Other income				
12 Total (Add lines 1 through 11)	416,194.	411,044.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 3	5,150.	0.	0.
c Other professional fees	STMT 4	130,306.	40,306.	0.
17 Interest				
18 Taxes	STMT 5	224,297.	2,297.	250.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	359,753.	42,603.		250.
25 Contributions, gifts, grants paid		534,871.		534,871.
26 Total expenses and disbursements. Add lines 24 and 25	894,624.	42,603.		535,121.
27 Subtract line 26 from line 12	-478,430.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		368,441.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	3,269.	16,850.	16,850.
2	Savings and temporary cash investments	5,315,846.	1,007,363.	1,007,363.
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations	STMT 6	4,334,850.	4,735,393.
b	Investments - corporate stock	STMT 7	233,544.	1,501,698.
c	Investments - corporate bonds	STMT 8	0.	419,497.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 9	160,843.	1,884,391.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►))			
16	Total assets (to be completed by all filers)		10,048,352.	9,565,192.
				10,447,170.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►))			
23	Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		10,048,352.	9,565,192.
30	Total net assets or fund balances		10,048,352.	9,565,192.
31	Total liabilities and net assets/fund balances		10,048,352.	9,565,192.

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	10,048,352.
2	Enter amount from Part I, line 27a	2	-478,430.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	9,569,922.
5	Decreases not included in line 2 (itemize) ► PRIOR PERIOD ADJUSTMENT	5	4,730.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,565,192.

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 GS #59658 - SEE ATTACHED STATEMENT			P	VARIOUS	VARIOUS
b GS #59658 - SEE ATTACHED STATEMENT			P	VARIOUS	VARIOUS
c GS #59659 - SEE ATTACHED STATEMENT			P	VARIOUS	VARIOUS
d GS #59659 - SEE ATTACHED STATEMENT			P	VARIOUS	VARIOUS
e GS #59664 - SEE ATTACHED STATEMENT			P	VARIOUS	VARIOUS
 (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 137,902.		98,025.		39,877.	
b 1,250.		896.		354.	
c 169,413.		146,753.		22,660.	
d 4,843.		4,146.		697.	
e 935,383.		811,078.		124,305.	
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					39,877.
b					354.
c					22,660.
d					697.
e					124,305.
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		187,893.
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) If (loss), enter -0- in Part I, line 8			3		N/A

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 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	100,000.	9,892,878.	.010108
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)

2 .010108

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 .010108

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 10,221,978.

5 Multiply line 4 by line 3

5 103,324.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,684.

7 Add lines 5 and 6

7 107,008.

8 Enter qualifying distributions from Part XII, line 4

8 535,121.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	3,684.
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			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3	Add lines 1 and 2	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	3,684.	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	0.	
6	Credits/Payments	5	3,684.	
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	12,500.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	12,500.	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	8,816.	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11	0.	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	
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?	5	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	6	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MA</u>	7	X
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

Telephone no ► 617-292-8400

ZIP+4 ►02110

N/A

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

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

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

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

6a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A			5b
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>			
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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
If "Yes" to 6b, file Form 8870.				X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A			

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.**

(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
MARK J. LEVIN C/O THIRD ROCK VENT., 29 NEWBURY ST BOSTON, MA 02116	TRUSTEE 2.00	0.	0.	0.
BECKY RUHMAN LEVIN C/O THIRD ROCK VENT., 29 NEWBURY ST BOSTON, MA 02116	TRUSTEE 2.00	0.	0.	0.

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

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

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

► 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	0.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3		

All other program-related investments See instructions

3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		1a	7,867,573.
a	Average monthly fair market value of securities		1b	2,510,070.
b	Average of monthly cash balances		1c	
c	Fair market value of all other assets		1d	10,377,643.
d	Total (add lines 1a, b, and c)			
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,377,643.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	155,665.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	10,221,978.
6	Minimum investment return. Enter 5% of line 5		6	511,099.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	511,099.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,684.	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,684.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	507,415.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	507,415.
6	Deduction from distributable amount (see instructions)		6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	507,415.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	535,121.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26		1b	0.
b	Program-related investments - total from Part IX-B		2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes		3a	
3	Amounts set aside for specific charitable projects that satisfy the		3b	
a	Suitability test (prior IRS approval required)		4	535,121.
b	Cash distribution test (attach the required schedule)		5	3,684.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		6	531,437.
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			
6	Adjusted qualifying distributions. Subtract line 5 from line 4			

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				507,415.
2 Undistributed income, if any, as of the end of 2009			58,867.	
a Enter amount for 2008 only		0.		
b Total for prior years				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 535,121.			58,867.	
a Applied to 2008, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2009 distributable amount				476,254.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				31,161.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(e)(1)(B) or 4942(e)(5).

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

NONE

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

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

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

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

6 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
Total			► 3a	534,871.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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				
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				
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)			0.	411,044.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)			13	411,044.

Relationship of Activities to the Accomplishment of Exempt Purposes

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions.

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitation**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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
N/A		

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 Date Title

Sign Here Paid Preparer's Use Only	Preparer's signature ► <i>John M. Delaney</i>	Date 11/9/10	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	WTAS LLC ► 125 HIGH STREET, 16TH FLOOR BOSTON, MA 02110	EIN ►		Phone no (617) 292-8400

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****SAMANTHA, BECKY, MARK FOUNDATION****Employer identification number****26-3403705****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 organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

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

Name of organization

Employer identification number

SAMANTHA, BECKY, MARK FOUNDATION26-3403705**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARK & BECKY LEVIN 16 BOARDMAN AVE MANCHESTER BY THE SEA, MA 01944	\$ 5,150.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

SAMANTHA, BECKY, MARK FOUNDATION

26-3403705

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS #58352	7.
GOLDMAN SACHS #59658	222.
GOLDMAN SACHS #59659	159.
GOLDMAN SACHS #59664	19,523.
GOLDMAN SACHS #59664 - OID	11,865.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31,776.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #59658	11,060.	0.	11,060.
GOLDMAN SACHS #59659	3,450.	0.	3,450.
GOLDMAN SACHS #59664	79,815.	0.	79,815.
GOLDMAN SACHS #59664	194,752.	0.	194,752.
GOLDMAN SACHS #59664: BOND			
AMORTIZATION	-66,799.	0.	-66,799.
GOLDMAN SACHS #59664: PREPAID			
INTEREST	-30,903.	0.	-30,903.
TOTAL TO FM 990-PF, PART I, LN 4	191,375.	0.	191,375.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	5,150.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,150.	0.		0.

SAMANTHA, BECKY, MARK FOUNDATION

26-3403705

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	40,306.	40,306.		0.
CONSULTING	90,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	130,306.	40,306.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,297.	2,297.		0.
2008 990PF EXCISE TAX PAID	209,250.	0.		0.
2008 MA FILING FEE	250.	0.		250.
2009 FEDERAL ESTIMATED TAX PAYMENTS	12,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	224,297.	2,297.		250.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS 59664	X		4,735,393.	4,787,745.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,735,393.	4,787,745.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,735,393.	4,787,745.

STATEMENT(S) 4, 5, 6

SAMANTHA, BECKY, MARK FOUNDATION

26-3403705

FORM 990-PF

CORPORATE STOCK

STATEMENT

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS 59658	745,607.	948,792.
GOLDMAN SACHS 59659	756,091.	911,389.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,501,698.	1,860,181.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GS 59664	419,497.	507,478.
TOTAL TO FORM 990-PF, PART II, LINE 10C	419,497.	507,478.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS 59664 (INDEX FUND)	COST	882,823.	1,195,669.
GOLDMAN SACHS 59664 (PREPAID INTEREST)	COST	0.	0.
GS 59664 (HEDGE FUND)	COST	600,000.	646,083.
GS 59664 (MISCELLANEOUS)	COST	401,568.	425,801.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,884,391.	2,267,553.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT

10

NAME OF MANAGER

MARK J. LEVIN
BECKY RUHMAN LEVIN

STATEMENT(S) 7, 8, 9, 10

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BUCKINGHAM BROWNE & NICHOLS SCHOOL 10 BUCKINGHAM STREET CAMBRIDGE, MA 02318	N/A GENERAL	501(C)(3)	50,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 10 BUCKINGHAM STREET CAMBRIDGE, MA 02138	N/A GENERAL	501(C)(3)	6,700.
CAVU 941 W. BYRD, STE 101 CITY, TX 78148	UNIVERSAL N/A GENERAL	501(C)(3)	15,000.
PERSONALIZED MEDICINE COALITION 1225 NEW YORK AVENUE, NW, SUITE 450 NEW YORK, NY 20005	N/A GENERAL	501(C)(3)	20,000.
GREENLIGHT FUND 2 CANAL PARK CAMBRIDGE, MA 02141	N/A GENERAL	501(C)(3)	15,000.
PRIZE4LIFE INC 10 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	N/A GENERAL	501(C)(3)	7,500.
GREENLIGHT FUND 2 CANAL PARK CAMBRIDGE, MA 02141	N/A GENERAL	501(C)(3)	1,000.
INNER CITY SCHOLARSHIP FUND 1011 FIRST AVENUE, 14TH FLOOR NEW YORK, NY 10022	N/A GENERAL	501(C)(3)	8,000.

SAMANTHA, BECKY, MARK FOUNDATION

26-3403705

COSSIMI TRANSPLANT SURGERY - MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	N/A GENERAL	501(C)(3)	500.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 10 BUCKINGHAM STREET CAMBRIDGE, MA 02138	N/A GENERAL	501(C)(3)	50,000.
UNIVERSITY OF NORTH CAROLINA AT GREENSBORO 404 COLLEGE AVENUE GREENSBORO, NC 27412	N/A GENERAL	501(C)(3)	12,000.
UPSTART, INC. 16 BOARDMAN AVE MANCHESTER, MA 01944	N/A GENERAL	APPLIED FOR	307,000.
UPSTART, INC. 16 BOARDMAN AVE MANCHESTER, MA 01944	N/A GENERAL	APPLIED FOR	42,171.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>534,871.</u>

Statement Detail

LEVIN FOUNDATION DIAMOND HILL

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (loss)	Market Gain (loss)	Total Gain (loss)	Holding Period
DOW CHEMICAL CO CMN	Dec 02 2008	Jan 02 2009	69.00	1,054.46	1,259.66	0.00	(205.20)	(205.20)	ST
FREEPORT-MCMORAN COPPER & GOLD CMN	Dec 02 2008	Jan 14 2009	52.00	1,222.63	1,104.12	0.00	118.51	118.51	ST
BANK OF AMERICA CORP CMN	Dec 02 2008	Jan 20 2009	146.00	849.68	1,928.66	0.00	(1,078.98)	(1,078.98)	ST
INTERNATIONAL PAPER CO CMN	Dec 02 2008	Feb 18 2009	226.00	1,456.24	2,539.79	0.00	(1,083.55)	(1,083.55)	ST
HUNTINGTON BANCSHARES INCORPOR CMN	Dec 02 2008	Feb 20 2009	188.00	254.19	1,267.70	0.00	(1,013.51)	(1,013.51)	ST
Feb 03 2009	Feb 20 2009	419.00	566.52	946.40	0.00	(379.88)	(379.88)	ST	
SYNOVIS FINANCIAL CORPORATION CMN	Dec 02 2008	Feb 23 2009	243.00	656.70	1,756.89	0.00	(1,100.19)	(1,100.19)	ST
Feb 03 2009	Feb 23 2009	236.00	637.79	852.20	0.00	(214.41)	(214.41)	ST	
DOMTAR CORP CMN	Dec 02 2008	Feb 27 2009	222.00	175.44	306.36	0.00	(130.92)	(130.92)	ST
Dec 02 2008	Mar 02 2009	151.00	106.96	208.38	0.00	(101.42)	(101.42)	ST	
FREEPORT-MCMORAN COPPER & GOLD CMN	Dec 02 2008	Mar 23 2009	48.00	2,004.80	1,019.18	0.00	985.62	985.62	ST
KOHL'S CORP (WISCONSIN) CMN	Dec 02 2008	Mar 27 2009	86.00	3,709.89	2,461.32	0.00	1,248.57	1,248.57	ST
Feb 03 2009	Mar 27 2009	47.00	2,027.50	1,769.55	0.00	257.95	257.95	ST	
Mar 03 2009	Mar 27 2009	23.00	992.18	806.84	0.00	185.34	185.34	ST	
SCHEFFING PLough CORP CMN	Dec 02 2008	Apr 07 2009	114.00	2,639.11	1,750.06	0.00	889.05	889.05	ST
FORTUNE BRANDS, INC CMN	Dec 02 2008	Apr 24 2009	45.00	1,641.65	1,599.30	0.00	42.35	42.35	ST
Feb 03 2009	Apr 24 2009	52.00	1,897.02	1,642.68	0.00	254.34	254.34	ST	
Mar 03 2009	Apr 24 2009	54.00	1,969.99	1,217.16	0.00	752.83	752.83	ST	
Apr 02 2009	Apr 24 2009	31.00	1,130.92	853.40	0.00	277.52	277.52	ST	
DOMTAR CORP CMN	Dec 02 2008	Apr 29 2009	127.00	3,170.86	2,509.52	0.00	661.34	661.34	ST
Feb 03 2009	Apr 29 2009	34.00	848.89	567.80	0.00	281.09	281.09	ST	
HANESBRANDS INC CMN	Dec 02 2008	Apr 29 2009	101.00	1,509.45	1,257.83	0.00	251.62	251.62	ST
Feb 03 2009	Apr 29 2009	60.00	896.71	524.22	0.00	372.49	372.49	ST	
FREEPORT-MCMORAN COPPER & GOLD CMN	Dec 02 2008	May 04 2009	18.00	855.14	382.19	0.00	472.95	472.95	ST
JUNIPER NETWORKS, INC CMN	Feb 05 2009	May 06 2009	258.00	5,935.86	3,828.80	0.00	2,107.06	2,107.06	ST
Feb 17 2009	May 06 2009	27.00	621.19	404.73	0.00	216.46	216.46	ST	
Feb 17 2009	May 20 2009	47.00	1,086.80	704.53	0.00	382.27	382.27	ST	
Mar 03 2009	May 20 2009	75.00	1,734.26	1,014.75	0.00	719.51	719.51	ST	
Apr 02 2009	May 20 2009	68.00	1,572.40	1,117.24	0.00	455.16	455.16	ST	
FREEPORT-MCMORAN COPPER & GOLD CMN	Dec 02 2008	May 28 2009	2.00	105.39	42.47	0.00	62.93	62.93	ST

LEVIN FOUNDATION DIAMOND HILL
Realized Gains and Losses (Continued)

Statement Detail

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
TEXAS INSTRUMENTS INC. CMN	Dec 02 2008	May 28 2009	53 00	2,792.95	1,331.36	0.00	1,461.59	1,461.59	ST
	Feb 03 2009	May 28 2009	18 00	948.55	760.39	0.00	188.16	188.16	ST
	Apr 02 2009	May 28 2009	9 00	474.27	428.58	0.00	45.69	45.69	ST
BLACK & DECKER CORP CMN	Dec 02 2008	Jul 16 2009	134 00	2,994.88	1,866.81	0.00	1,128.07	1,128.07	ST
	Feb 03 2009	Jul 16 2009	82 00	1,832.69	1,283.30	0.00	549.39	549.39	ST
	Feb 03 2009	Jul 17 2009	20 00	452.25	313.00	0.00	139.25	139.25	ST
	Mar 03 2009	Jul 17 2009	53 00	1,198.47	736.70	0.00	461.77	461.77	ST
	Apr 02 2009	Jul 17 2009	62 00	1,401.98	1,012.15	0.00	389.83	389.83	ST
	May 04 2009	Jul 17 2009	43 00	972.34	786.39	0.00	185.95	185.95	ST
	Jun 02 2009	Jul 17 2009	36 00	814.05	736.92	0.00	77.13	77.13	ST
	Jul 02 2009	Jul 17 2009	2 00	45.23	42.74	0.00	2.49	2.49	ST
SOUTHWESTERN ENERGY CO CMN	Dec 02 2008	Aug 03 2009	39 00	1,474.79	1,572.87	0.00	(98.09)	(98.09)	ST
	Feb 03 2009	Aug 03 2009	65 00	2,457.98	1,934.26	0.00	523.72	523.72	ST
	Mar 03 2009	Aug 03 2009	48 00	1,815.12	1,046.88	0.00	768.24	768.24	ST
	Jul 02 2009	Aug 03 2009	2 00	75.63	56.05	0.00	19.58	19.58	ST
XTO ENERGY INC CMN	Dec 02 2008	Aug 21 2009	43 00	1,753.99	1,296.88	0.00	457.11	457.11	ST
	Feb 03 2009	Aug 21 2009	37 00	1,509.25	1,140.34	0.00	368.91	368.91	ST
	Mar 03 2009	Aug 21 2009	19 00	775.02	530.67	0.00	244.35	244.35	ST
	Apr 02 2009	Aug 21 2009	25 00	1,019.76	802.55	0.00	217.21	217.21	ST
	Jun 02 2009	Aug 21 2009	6 00	244.74	270.60	0.00	(25.86)	(25.86)	ST
	Jul 02 2009	Aug 21 2009	34 00	1,386.87	1,269.22	0.00	117.65	117.65	ST
SUNTRUST BANKS INC \$1.00 PAR CMN	Dec 02 2008	Aug 21 2009	65 00	2,661.54	2,240.23	0.00	421.31	421.31	ST
CAREFUSION CORPORATION CMN	Feb 02 2009	Sep 16 2009	107 00	2,579.89	716.26	0.00	1,863.63	1,863.63	ST
	Dec 02 2008	Oct 15 2009	40 00	909.09	708.19	0.00	200.90	200.90	ST
	Feb 03 2009	Oct 15 2009	28 00	636.37	563.02	0.00	73.35	73.35	ST
	Mar 03 2009	Oct 15 2009	20 00	454.55	358.95	0.00	95.60	95.60	ST
	Apr 02 2009	Oct 15 2009	32.00	727.27	601.16	0.00	126.12	126.12	ST
	May 04 2009	Oct 15 2009	19 00	431.82	374.91	0.00	56.91	56.91	ST
	Jun 02 2009	Oct 15 2009	28 00	636.37	520.78	0.00	115.58	115.58	ST
	Sep 02 2009	Oct 15 2009	7.00	159.09	134.23	0.00	24.86	24.86	ST

Statement Detail

LEVIN FOUNDATION DIAMOND HILL

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ALLIANCE DATA SYSTEMS CORPORAT CMN	Sep 02 2009	Oct 15 2009	211.00	4,795.46	4,067.36	0.00	728.10	728.10	ST
	Oct 02 2009	Oct 15 2009	6.00	136.36	128.88	0.00	7.48	7.48	ST
SCHERING-PLUGH CORP CMN	Feb 04 2009	Oct 16 2009	93.00	6,348.71	3,800.71	0.00	2,548.00	2,548.00	ST
	Mar 03 2009	Oct 16 2009	1.00	68.27	27.54	0.00	40.73	40.73	ST
FEDEX CMN	Dec 02 2008	Oct 20 2009	47.00	1,397.53	721.52	0.00	676.01	676.01	ST
	Feb 03 2009	Oct 20 2009	121.00	3,597.89	2,182.84	0.00	1,415.05	1,415.05	ST
GEICO CMN	Mar 03 2009	Oct 20 2009	45.00	1,338.06	763.20	0.00	574.86	574.86	ST
	Apr 02 2009	Oct 20 2009	122.00	3,627.63	2,889.17	0.00	738.46	738.46	ST
GOOG CMN	May 04 2009	Oct 20 2009	80.00	2,378.77	1,833.60	0.00	545.17	545.17	ST
	Jun 02 2009	Oct 20 2009	59.00	1,754.34	1,447.86	0.00	306.48	306.48	ST
HEWLETT PACKARD CMN	Jul 02 2009	Oct 20 2009	24.00	713.63	593.28	0.00	120.35	120.35	ST
	Aug 04 2009	Oct 20 2009	25.00	743.37	667.25	0.00	76.12	76.12	ST
HANESBRANDS INC CMN	Sep 02 2009	Oct 20 2009	15.00	446.02	414.75	0.00	31.27	31.27	ST
	Oct 02 2009	Oct 20 2009	58.00	1,724.61	1,624.58	0.00	100.03	100.03	ST
HANZI INC CMN	Feb 03 2009	Nov 09 2009	122.00	3,202.15	1,065.91	0.00	2,136.24	2,136.24	ST
	Mar 03 2009	Nov 09 2009	106.00	2,782.19	648.63	0.00	2,133.56	2,133.56	ST
AMERICAN EXPRESS CO. CMN	Feb 03 2009	Nov 10 2009	85.00	3,309.40	1,419.50	0.00	1,889.90	1,889.90	ST
	Mar 03 2009	Nov 10 2009	126.00	4,905.69	1,408.80	0.00	3,496.89	3,496.89	ST
AMERICAN AIRLINES INC CMN	Mar 03 2009	Nov 17 2009	38.00	1,555.18	424.88	0.00	1,130.30	1,130.30	ST
	Apr 02 2009	Nov 17 2009	25.00	1,023.14	379.35	0.00	643.79	643.79	ST
AMERICAN EAGLE OUTFITTERS INC CMN	May 04 2009	Nov 17 2009	46.00	1,882.58	1,184.47	0.00	698.11	698.11	ST
	Jun 02 2009	Nov 17 2009	75.00	3,069.43	1,876.00	0.00	1,193.43	1,193.43	ST
AMERICAN TRUST & TRUST CO CMN	Jul 02 2009	Nov 17 2009	66.00	2,701.10	1,481.04	0.00	1,220.06	1,220.06	ST
XTO ENERGY INC CMN	Dec 02 2008	Dec 14 2009	26.00	1,250.00	896.09	0.00	353.91	353.91	LT
	Feb 03 2009	Dec 14 2009	80.00	3,846.16	2,902.40	0.00	943.76	943.76	ST
YAHOO INC CMN	Mar 03 2009	Dec 14 2009	33.00	1,586.54	991.32	0.00	595.22	595.22	ST
SHORT TERM GAINS				130,424.09	85,115.46	0.00	45,308.64	45,308.64	
SHORT TERM LOSSES				7,477.51	12,909.51	0.00	(5,432.00)	(5,432.00)	
NET SHORT TERM GAINS (LOSSES)				137,901.60	98,024.97	0.00	39,876.63	39,876.63	
LONG TERM GAINS				1,250.00	896.09	0.00	353.91	353.91	
NET LONG TERM GAINS (LOSSES)				1,250.00	896.09	0.00	353.91	353.91	

Statement Detail

LEVIN FOUNDATION DSM

Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
HOLOGIC INCORPORATED CMN	Dec 02 2008	Jan 08 2009	146.00	1,675.47	1,851.82	0.00	(176.35)	(176.35)	ST
STATE STREET CORPORATION (NEW) CMN	Dec 02 2008	Jan 21 2009	87.00	1,391.87	3,166.81	0.00	(1,774.94)	(1,774.94)	ST
AMAZON COM INC CMN	Dec 02 2008	Feb 02 2009	22.00	1,322.34	893.90	0.00	428.44	428.44	ST
AUTOMATIC DATA PROCESSING, INC CMN	Dec 02 2008	Feb 02 2009	80.00	2,897.74	3,092.87	0.00	(195.13)	(195.13)	ST
NOVO-NORDISK A/S ADR ADR CMN	Dec 02 2008	Feb 05 2009	56.00	2,936.17	2,799.44	0.00	136.73	136.73	ST
INVESCO LTD CMN	Dec 02 2008	Mar 02 2009	227.00	2,426.53	2,436.41	0.00	(9.88)	(9.88)	ST
	Feb 03 2009	Mar 02 2009	34.00	363.44	415.20	0.00	(51.75)	(51.75)	ST
	Feb 03 2009	Mar 03 2009	172.00	1,760.34	2,100.41	0.00	(340.07)	(340.07)	ST
ALLERGAN INC CMN	Dec 02 2008	Apr 06 2009	118.00	5,738.75	4,047.02	0.00	1,691.73	1,691.73	ST
	Feb 03 2009	Apr 06 2009	50.00	2,431.68	1,955.37	0.00	476.30	476.30	ST
AMAZON COM INC CMN	Dec 02 2008	Apr 22 2009	34.00	2,776.81	1,381.49	0.00	1,395.32	1,395.32	ST
	Dec 02 2008	Apr 23 2009	10.00	794.52	406.32	0.00	388.20	388.20	ST
	Feb 03 2009	Apr 23 2009	14.00	1,112.33	842.52	0.00	269.81	269.81	ST
INTUITIVE SURGICAL, INC. CMN	Dec 02 2008	May 15 2009	23.00	3,485.95	2,752.41	0.00	733.54	733.54	ST
	Jan 08 2009	May 15 2009	9.00	1,364.07	994.45	0.00	369.62	369.62	ST
AUTOMATIC DATA PROCESSING, INC CMN	Dec 02 2008	May 19 2009	72.00	2,582.53	2,783.59	0.00	(201.06)	(201.06)	ST
	Feb 03 2009	May 19 2009	68.00	2,439.06	2,670.36	0.00	(231.31)	(231.31)	ST
	Mar 03 2009	May 19 2009	39.00	1,398.87	1,299.09	0.00	99.78	99.78	ST
	Apr 02 2009	May 19 2009	35.00	1,255.40	1,244.95	0.00	10.45	10.45	ST
	May 04 2009	May 19 2009	33.00	1,183.66	1,165.23	0.00	18.43	18.43	ST
MASTERCARD INCORPORATED CMN CLASS A	Dec 02 2008	Jun 05 2009	19.00	3,191.06	2,511.42	0.00	679.64	679.64	ST
	Feb 03 2009	Jun 05 2009	17.00	2,855.16	2,353.48	0.00	501.68	501.68	ST
	Mar 03 2009	Jun 05 2009	10.00	1,679.50	1,512.30	0.00	167.20	167.20	ST
	Apr 02 2009	Jun 05 2009	9.00	1,511.55	1,463.22	0.00	48.33	48.33	ST
	Apr 24 2009	Jun 05 2009	17.00	2,855.16	2,862.50	0.00	(7.35)	(7.35)	ST
	May 04 2009	Jun 05 2009	11.00	1,847.45	1,909.93	0.00	(62.48)	(62.48)	ST

LEVIN FOUNDATION DSM
Realized Gains and Losses (Continued)

Statement Detail

Period Ended December 31, 2009

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ALLERGAN INC CMN	Jun 02 2009	Jun 05 2009	10.00	1,679.50	1,725.10	0.00	(45.60)	(45.60)	ST
	Feb 03 2009	Jun 16 2009	57.00	2,509.64	2,229.13	0.00	280.51	280.51	ST
	Mar 03 2009	Jun 16 2009	57.00	2,509.64	2,127.32	0.00	382.32	382.32	ST
	Mar 03 2009	Jun 17 2009	5.00	221.12	186.61	0.00	34.51	34.51	ST
	Apr 02 2009	Jun 17 2009	57.00	2,520.77	2,769.48	0.00	(248.71)	(248.71)	ST
	May 04 2009	Jun 17 2009	28.00	1,238.27	1,293.88	0.00	(55.61)	(55.61)	ST
	Jun 02 2009	Jun 17 2009	26.00	1,149.83	1,172.60	0.00	(22.78)	(22.78)	ST
RESEARCH IN MOTION LIMITED CMN	Dec 02 2008	Jun 18 2009	54.00	4,139.51	2,004.47	0.00	2,135.04	2,135.04	ST
	Feb 02 2009	Jun 18 2009	10.00	766.58	565.83	0.00	200.75	200.75	ST
	Feb 03 2009	Jun 18 2009	60.00	4,599.46	3,302.40	0.00	1,297.06	1,297.06	ST
	Mar 03 2009	Jun 18 2009	22.00	1,686.47	827.20	0.00	859.27	859.27	ST
PEPSICO INC CMN	Dec 02 2008	Jun 22 2009	55.00	2,944.71	2,962.30	0.00	(17.59)	(17.59)	ST
AMAZON COM INC CMN	Feb 03 2009	Jul 17 2009	29.00	2,483.76	1,745.22	0.00	738.54	738.54	ST
	Mar 03 2009	Jul 17 2009	24.00	2,055.53	1,517.88	0.00	537.65	537.65	ST
	Apr 02 2009	Jul 17 2009	21.00	1,798.59	1,556.46	0.00	242.13	242.13	ST
	May 04 2009	Jul 17 2009	12.00	1,027.76	951.00	0.00	76.76	76.76	ST
	Jun 02 2009	Jul 17 2009	11.00	942.12	908.08	0.00	34.04	34.04	ST
	Jul 02 2009	Jul 17 2009	7.00	599.53	555.03	0.00	44.50	44.50	ST
INTUITIVE SURGICAL, INC CMN	Jan 08 2009	Aug 05 2009	1.00	234.26	110.49	0.00	123.77	123.77	ST
	Feb 03 2009	Aug 05 2009	13.00	3,045.38	1,332.91	0.00	1,712.47	1,712.47	ST
RESEARCH IN MOTION LIMITED CMN	Mar 03 2009	Aug 13 2009	13.00	932.85	488.80	0.00	444.05	444.05	ST
	Apr 02 2009	Aug 13 2009	31.00	2,224.48	1,474.67	0.00	749.81	749.81	ST
	Apr 03 2009	Aug 13 2009	47.00	3,372.59	2,761.24	0.00	611.35	611.35	ST
	May 04 2009	Aug 13 2009	37.00	2,655.02	2,739.11	0.00	(84.09)	(84.09)	ST
	Jun 02 2009	Aug 13 2009	34.00	2,439.75	2,778.14	0.00	(338.39)	(338.39)	ST
	Jul 02 2009	Aug 13 2009	14.00	1,004.60	980.56	0.00	24.04	24.04	ST
	Aug 04 2009	Aug 13 2009	9.00	645.82	693.87	0.00	(48.05)	(48.05)	ST
EXPEDITORS INTL WASH INC CMN	Apr 02 2009	Sep 02 2009	103.00	3,303.83	3,146.23	0.00	157.60	157.60	ST
	Apr 06 2009	Sep 02 2009	17.00	545.29	515.99	0.00	29.30	29.30	ST
	Feb 03 2009	Sep 11 2009	16.00	3,873.69	1,640.51	0.00	2,233.18	2,233.18	ST
INTUITIVE SURGICAL, INC. CMN	Mar 03 2009	Sep 11 2009	15.00	3,631.58	1,308.70	0.00	2,322.88	2,322.88	ST
EXPEDITORS INTL WASH INC CMN	Apr 06 2009	Sep 29 2009	72.00	2,532.33	2,185.37	0.00	346.96	346.96	ST
	Apr 22 2009	Sep 29 2009	84.00	2,954.39	2,907.53	0.00	46.86	46.86	ST
	Apr 30 2009	Sep 29 2009	86.00	3,024.73	3,002.79	0.00	21.94	21.94	ST

Statement Detail

LEVIN FOUNDATION DSM

Realized Gains and Losses (Continued)

Period Ended December 31, 2009

Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
May 04 2009	Sep 29 2009	56 00	1,969.59	1,994.16	0 00	(24.57)	(24.57)	ST
Jun 02 2009	Sep 29 2009	52.00	1,828.91	1,806.23	0 00	22.68	22.68	ST
Jul 02 2009	Sep 29 2009	45 00	1,582.71	1,465.09	0 00	117.62	117.62	ST
Aug 04 2009	Sep 29 2009	26 00	914.45	874.38	0 00	40.07	40.07	ST
Sep 02 2009	Sep 29 2009	24 00	844.11	767.88	0 00	76.23	76.23	ST
VISA INC CMN CLASS A	Dec 02 2008	Oct 02 2009	52 00	3,506.24	2,532.40	0 00	973.84	973.84
Feb 03 2009	Oct 02 2009	48 00	3,236.53	2,402.88	0 00	833.65	833.65	ST
Feb 05 2009	Oct 02 2009	33 00	2,225.11	1,704.32	0 00	520.79	520.79	ST
Mar 03 2009	Oct 02 2009	10 00	674.28	545.00	0 00	129.28	129.28	ST
NORTHERN TRUST CORP CMN	Dec 02 2008	Oct 21 2009	52 00	2,808.26	2,109.91	0 00	698.35	698.35
Feb 03 2009	Oct 21 2009	47 00	2,538.24	2,831.28	0 00	(293.04)	(293.04)	ST
Mar 03 2009	Oct 21 2009	27 00	1,458.14	1,504.48	0 00	(46.34)	(46.34)	ST
Apr 02 2009	Oct 21 2009	25 00	1,350.13	1,553.75	0 00	(203.62)	(203.62)	ST
Apr 28 2009	Oct 21 2009	23 00	1,242.12	1,199.05	0 00	43.07	43.07	ST
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	Dec 19 2008	Nov 03 2009	86 00	1,809.83	2,463.80	0 00	(653.97)	(653.97)
Jan 16 2009	Nov 03 2009	46 00	968.05	1,163.56	0 00	(195.51)	(195.51)	ST
Feb 03 2009	Nov 03 2009	85.00	1,788.79	2,089.30	0 00	(300.51)	(300.51)	ST
CVS CAREMARK CORPORATION CMN	Dec 02 2008	Dec 15 2009	152 00	4,843.34	4,145.65	0 00	697.69	697.69
Feb 03 2009	Dec 15 2009	70 00	2,230.48	1,859.90	0 00	370.58	370.58	ST
Feb 03 2009	Dec 21 2009	69 00	2,254.18	1,833.33	0 00	420.85	420.85	ST
Mar 03 2009	Dec 21 2009	80 00	2,613.54	2,046.40	0 00	567.14	567.14	ST
Apr 02 2009	Dec 21 2009	72 00	2,352.19	2,070.00	0 00	282.19	282.19	ST
May 04 2009	Dec 21 2009	67 00	2,188.84	2,126.58	0 00	62.26	62.26	ST
Jun 02 2009	Dec 21 2009	14 00	457.37	430.36	0 00	27.01	27.01	ST

Statement Detail
LEVIN FOUNDATION DSM
 Realized Gains and Losses (Continued)

Period Ended December 31, 2009

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	122,016.81	93,728.74	0.00	28,288.07	28,288.07
SHORT TERM LOSSES	47,396.01	53,024.71	0.00	(5,628.70)	(5,628.70)
NET SHORT TERM GAINS (LOSSES)	169,412.82	146,753.45	0.00	22,659.37	22,659.37
LONG TERM GAINS	4,843.34	4,145.65	0.00	697.69	697.69
NET LONG TERM GAINS (LOSSES)	4,843.34	4,145.65	0.00	697.69	697.69

Statement Detail
GS: EQ AND FI
Realized Gains and Losses

Period Ended December 31, 2009

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as, tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
OIL SERVICE HOLDERS TRUST CMN	Jun 16 2009	Aug 04 2009	900.00	96,260.17	99,540.27	0.00	(3,280.10)	(3,280.10)	ST
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL	Feb 02 2009	Aug 07 2009	36,422.84	236,020.00	192,702.68	0.00	43,317.32	43,317.32	ST
FUND CLASS I	Feb 02 2009	Aug 27 2009	1,379.27	8,868.71	7,297.32	0.00	1,571.39	1,571.39	ST
Mar 02 2009	Aug 27 2009	35,326.79	227,151.29	181,240.07	0.00	45,911.22	45,911.22	ST	
BNP PARIBAS LINKED TO FTSE 100 INDEX 0% COUPON DUE 09/06/2011 STRUCTURED NOTE	May 08 2009	Sep 14 2009	200.00	218,708.00	200,000.00	0.00	18,708.00	18,708.00	ST
THE GOLDMAN SACHS GROUP, INC. LINKED TO 10 YR CMS SWAP RATE 0% COUPON DUE 5/5/2012 STRUCTURED NOTE	Jan 22 2009	Nov 17 2009	125,000.00	148,375.00	130,297.53	0.00	18,077.48	18,077.48	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	839,123.00	711,537.59	0.00	127,595.41	127,595.41
SHORT TERM LOSSES	96,260.17	99,540.27	0.00	(3,280.10)	(3,280.10)
NET SHORT TERM GAINS (LOSSES)	935,383.17	811,077.86	0.00	124,305.31	124,305.31

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	Name of Exempt Organization SAMANTHA, BECKY, MARK FOUNDATION	Employer identification number 26-3403705
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. THIRD ROCK VENTURES LLC, 29 NEWBURY ST., NO. 3RD FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02116	

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

ANDREW KYRIACOU

• The books are in the care of ► **125 HIGH STREET, 16TH FLOOR - BOSTON, MA 02110**

Telephone No. ► **617-292-8400** FAX No ►

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



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

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2009** or

► tax year beginning , and ending

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	\$ 12,500.
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	\$ 12,500.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

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

Form 8868 (Rev. 4-2009)

electronically filed

- 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.	<div style="display: flex; justify-content: space-between;"> <div style="flex: 1;"> <p>Name of Exempt Organization SAMANTHA, BECKY, MARK FOUNDATION</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. THIRD ROCK VENTURES LLC, 29 NEWBURY ST., NO.</p> <p>City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02116</p> </div> <div style="flex: 1; background-color: #cccccc;"> <p>Employer identification number 26-3403705</p> <p>For IRS use only</p> </div> </div>

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

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

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

ANDREW KYRIACOU

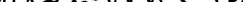
4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.
5 For calendar year 2009, or other tax year beginning _____, and ending _____.
6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
7 State in detail why you need the extension.

State in detail why you need the extension **THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

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	\$ 12,500.
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.	b	
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.	8b	\$ 12,500.

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 ►  Title ► CPA

Date: _____

811210

Form 8868 (Rev. 4-2009)

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

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 <small>File by the extended due date for filing the return. See instructions.</small>	Name of Exempt Organization SAMANTHA, BECKY, MARK FOUNDATION	Employer identification number 26-3403705
	Number, street, and room or suite no. If a P.O. box, see instructions. THIRD ROCK VENTURES LLC, 29 NEWBURY ST., NO.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02116	

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

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

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

ANDREW KYRIACOU

- The books are in the care of ► **125 HIGH STREET, 16TH FLOOR - BOSTON, MA 02110**

Telephone No. ► **617-292-8400** FAX No. ►

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

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

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

5 For calendar year **2009**, or other tax year beginning , and ending .

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 **THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

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	\$ 12,500.
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	\$ 12,500.
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 ►

Title ► **TRUSTEE**

Date ►