



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

07/01, 2009, and ending

06/30, 2010

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label
Otherwise,
print
or type
See Specific
Instructions

Name of foundation

THE POWERS FAMILY FOUNDATION

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

C/O GOLDMAN SACHS FAMILY OFFICE

BOWLING GREEN STATION, P.O. BOX 73

City or town, state, and ZIP code

NEW YORK, NY 10274-0073

A Employer identification number

13-3637704

B Telephone number (see page 10 of the instructions)

(518) 640-5000

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 foundation

I Fair market value of all assets at end

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

16) \$ 10,251,556.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received (attach schedule)	NONE			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	72.	72.	0.	ATCH 1
4 Dividends and interest from securities	183,493.	183,493.	0.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-147,878.			
b Gross sales price for all assets on line 6a	597,598.			
7 Capital gain net income (from Part IV line 2)		0.		
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)	59.	59.	0.	ATCH 3
12 Total. Add lines 1 through 11	35,746.	183,624.	0.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	12,911.	12,641.	0.	250.
24 Total operating and administrative expenses	12,911.	12,641.	0.	250.
Add lines 13 through 23	469,000.			469,000.
25 Contributions, gifts, grants paid	481,911.	12,641.	0.	469,250.
26 Total expenses and disbursements. Add lines 24 and 25				
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-446,165.			
b Net investment income (if negative, enter -0-)		170,983.		
c Adjusted net income (if negative, enter -0-)			-00.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009)

9E1410 2 000

545282 526W 4/12/2011 3:19:03 PM V 09-9.3

20040914F1

PAGE 2

SCANNED MAY 06 2011

14

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	508.	113,299.	113,299.
	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) ATCH 5	9,259,052.	8,728,581.	8,464,684.
	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) ATCH 6	1,545,463.	1,516,978.	1,673,573.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,805,023.	10,358,858.	10,251,556.	
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 ☐			
	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. ☒			
	27 Capital stock, trust principal, or current funds	10,805,023.	10,358,858.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances (see page 17 of the instructions)	10,805,023.	10,358,858.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,805,023.	10,358,858.		

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	10,805,023.
2 Enter amount from Part I, line 27a	2	-446,165.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	10,358,858.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,358,858.

Form 990-PF (2009)

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) FMV as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col. (i)
over col. (j), if any(l) Gains (Col. (h) gain minus
col. (k), but not less than -0-) or
Losses (from col. (h))

a

b

c

d

e

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }

2

-147,878.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)

If (loss), enter -0- in Part I, line 8 }

3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008			
2007			
2006			
2005			
2004 *	FDN WAS LIABLE FOR \$4924 TAX THIS YEAR (FYE 6/30/2005)		

2 Total of line 1, column (d)

2

N/A

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years

3

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

4

5 Multiply line 4 by line 3

5

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

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	3,420.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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-)		2	
3 Add lines 1 and 2		3	3,420.
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	3,420.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,493.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	3,300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,793.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,373.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NY,		
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		X

Form 990-PF (2009)

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 ☐ N/A				
14	The books are in care of ☐ BCRS ASSOCIATES, LLC	Telephone no	☐ 212-440-0800	
Located at ☐ 100 WALL STREET - 11TH FLOOR NEW YORK, NY		ZIP + 4	☐ 10005	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐		
and enter the amount of tax-exempt interest received or accrued during the year		15		

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

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

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

Form 990-PF (2009)

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)? ☐ Yes ☒ No **5b** *N/A*

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? *N/A* ☐ 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? ☐ Yes ☒ No **6b** *X*

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** *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 (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 7		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 ☐

Form 990-PF (2009)

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
NONE	NONE	0.

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	0.
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 N/A	0.
2 N/A	0.
All other program-related investments. See page 24 of the instructions	
3 N/A	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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	8,884,466.
b	Average of monthly cash balances	1b	42,727.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,681,508.
d	Total (add lines 1a, b, and c)	1d	10,608,701.
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	10,608,701.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	159,131.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,449,570.
6	Minimum investment return. Enter 5% of line 5	6	522,479.

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	522,479.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,420.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	519,059.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	519,059.
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	519,059.

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	469,250.
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	469,250.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	469,250.

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				519,059.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			469,114.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 469,250.				
a Applied to 2008, but not more than line 2a			469,114.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2009 distributable amount				136.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				518,923.
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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

Form 990-PF (2009)

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 8				
Total			3a	469,000.
b Approved for future payment NONE				
Total			3b	NONE

Form 990-PF (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)	
469,696.		SEE STATEMENT I ATTACHED PROPERTY TYPE: SECURITIES 585,622.				P	VAR -115,926.	VAR
8,160.		SEE STATEMENT I ATTACHED PROPERTY TYPE: SECURITIES 8,953.				P	VAR -793.	VAR
105,923.		SEE STATEMENT II ATTACHED PROPERTY TYPE: SECURITIES 100,674.				P	VAR 5,249.	VAR
		THRU K-1 - GS ALPHA PLUS MGRS: PORT 2 [S PROPERTY TYPE: OTHER 50,227.				P	VAR -50,227.	VAR
13,819.		THRU K-1 - GS ALPHA PLUS MGRS: PORT 2 [S PROPERTY TYPE: OTHER				P	VAR 13,819.	VAR
TOTAL GAIN (LOSS)							<u>-147,878.</u>	

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS #00251	26.	26.	0.
GOLDMAN SACHS #03764	46.	46.	0.
TOTAL	<u>72.</u>	<u>72.</u>	<u>0.</u>

THE POWERS FAMILY FOUNDATION

13-3637704

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>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS #00251-DIVIDENDS	138,133.	138,133.	0.
GOLDMAN SACHS #03764-DIVIDENDS	24,835.	24,835.	0.
GMS ALPHA II PORTFOLIO-DIVIDENDS	18,674.	18,674.	0.
INTEREST ON BONDS	1,851.	1,851.	0.
TOTAL	<u>183,493.</u>	<u>183,493.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
988 GAIN	-21.	-21.	0.
OTHER PORTFOLIO INCOME	80.	80.	0.
TOTALS	59.	59.	0.

THE POWERS FAMILY FOUNDATION

13-3637704

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAX PAID	98.	98.	0.	0.
NYS FILING FEES	250.	0.	0.	250.
PORTFOLIO DEDUCTIONS	12,543.	12,543.	0.	0.
NON-DEDUCT EXPENSES	20.	0.	0.	0.
TOTALS	12,911.	12,641.	0.	250.

THE POWERS FAMILY FOUNDATION

13-3637704

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #00251	6,159,123.	6,196,582.	6,114,503.
GOLDMAN SACHS #03764	3,099,929.	2,531,999.	2,350,181.
TOTALS	<u>9,259,052.</u>	<u>8,728,581.</u>	<u>8,464,684.</u>

THE POWERS FAMILY FOUNDATION

13-3637704

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 6</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GMS ALPHA II PORTFOLIO - HEDGE	1,545,463.	1,516,978.	1,673,573.
TOTALS	<u>1,545,463.</u>	<u>1,516,978.</u>	<u>1,673,573.</u>

THE POWERS FAMILY FOUNDATION

13-3637704

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN J. POWERS C/O GOLDMAN SACHS FAMILY OFFICE BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0.	0.	0.
LINDA E. POWERS C/O GOLDMAN SACHS FAMILY OFFICE BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0.	0.	0.
CHARLES A. DAVIS C/O GOLDMAN SACHS FAMILY OFFICE BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0.	0.	0.
GRAND TOTALS		0.	0.	0.

THE POWERS FAMILY FOUNDATION

13-3637704

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

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE	GENERAL CHARITABLE PURPOSES	469,000
	501 (C) (3)		
		TOTAL CONTRIBUTIONS PAID	469,000

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 POWERS FAMILY FOUNDATION

Employer identification number

13-3637704

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	13,026.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	13,026.

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	-160,904.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
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	-160,904.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		13,026.
14	Net long-term gain or (loss):			
a	Total for year	14a		-160,904.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-147,878.

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** necessary.

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

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

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0092

2009

THE POWERS FAMILY FOUNDATION

13-3637704

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	13,026.
--	---------

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

Schedule D-1 (Form 1041) 2009

JSA
9F1221 4 000

54528Z 526W 4/12/2011 3:19:03 PM V 09-9.3

20040914F1

PAGE 26

THE POWERS FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 6/30/2010

DATE	CONTRIBUTION	CITY STATE	AMOUNT
9/15/2009	The National Mentoring Partnership	New York, NY	2,500 00
9/25/2009	Fibrolamellar Cancer Foundation	Greenwich, CT	10,000 00
11/6/2009	Mountain Mission School	Grundy, VA	35,000 00
11/6/2009	Clemson University	Clemson, SC	5,000 00
11/6/2009	Buckley Country Day School	Roslyn, NY	5,000 00
3/15/2010	Tuesday's Children	Manhasset, NY	1,000 00
3/16/2010	St Simons Land Trust	St Simons Is, GA	1,000 00
3/18/2010	Boston College	Boston, MA	5,000 00
3/22/2010	Quinnipiac University	Hamden, CT	2,000 00
3/29/2010	Buckley Country Day School	Roslyn, NY	5,000 00
3/30/2010	Fibrolamellar Cancer Foundation	Greenwich, CT	2,000 00
4/27/2010	St Mary's Church	New York, NY	1,000 00
5/11/2010	The Feinstein Institute of Medical Research	Westbury, NY	10,000 00
5/20/2010	Indians Rock Community Foundation	East Hills, NY	2,000 00
5/25/2010	Boston College	Boston, MA	300,000 00
6/11/2010	Tuesday's Children	Manhasset, NY	15,000 00
6/29/2010	Durham University	Durham DH1 3HP, UK	20,000 00
6/29/2010	Tuesday's Children	Manhasset, NY	7,500 00
6/29/2010	Boston College	Boston, MA	10,000 00
6/29/2010	Ira Sohn Research Foundation	New York, NY	5,000 00
6/29/2010	Trinity Pawling School	Pawling, NY	25,000 00

TOTAL CONTRIBUTIONS PAID *

\$469,000 00

*ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND
OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED
UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE

POWERS FAM FDN RESTRICTED ACCT XXX-03764-4 (ND)
From 01-Jan-2010 To 30-Jun-2010

Base Currency USD and Custodian Goldman Sachs & Company

Realized Gains/Losses		Trade Date	Date Sold / (	Qty	Proceeds	Cost (Base)	Gain/Loss
Symbol	Description						
GSMCX	GS MID-CAP VALUE FUND INSTITUTIONAL SHARES	11-Mar-05	4-Mar-10	1,651.26	50,000.00	56,836.20	(6,836.20)
GGOIX	GOLDMAN SACHS GROWTH OPPORTUNITES FUND CLASS I	18-Jan-01	8-Apr-10	723.327	16,000.00	13,945.74	2,054.26
GSTIX	GOLDMAN SACHS STRATEGIC GROWTH CLASS I	11-Mar-05	17-May-10	4,756.87	45,000.00	40,813.95	4,186.05
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	13-Dec-07	17-May-10	1,206.95	10,922.88	18,019.74	(7,096.86)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	13-Dec-07	17-May-10	817.209	7,395.74	12,200.93	(4,805.19)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	13-Dec-07	17-May-10	2,245.00	20,317.20	33,517.78	(13,200.58)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	12-Dec-08	17-May-10	2,229.01	20,172.57	16,851.34	3,321.23
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	11-Mar-05	17-May-10	30,354.96	274,712.40	353,635.29	(78,922.89)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	8-Dec-05	17-May-10	351.775	3,183.56	4,362.01	(1,178.45)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	8-Dec-05	17-May-10	200	1,810.00	2,480.00	(670.00)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	12-Dec-06	17-May-10	637.373	5,768.23	9,420.37	(3,652.14)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	12-Dec-06	17-May-10	459.419	4,157.74	6,790.21	(2,632.47)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	12-Dec-06	17-May-10	1,133.18	10,255.25	16,748.36	(6,493.11)
TOTAL LONG-TERM GAIN/LOSS					469,695.57	585,621.93	(115,926.36)
GCIIX	GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I	11-Dec-09	17-May-10	901.688	8,160.28	8,953.76	(793.48)
TOTAL SHORT-TERM GAIN/LOSS					8,160.28	8,953.76	(793.48)

POWERS FAMILY FOUNDATION XXX-00251-5 (ND)
From 01-Jul-2009 To 30-Jun-2010

Base Currency USD and Custodian Goldman Sachs & Company

Realized Gains/Losses		Trade Date	Date Sold /	Qty	Proceeds	Cost (Base)	Gain/Loss
Symbol	Description						
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	10-Mar-04	29-Jul-09	206 323	2,141 63	2,069 42	72 21
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	10-Mar-04	22-Sep-09	239 239	2,497 66	2,399 57	98 09
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	10-Mar-04	28-Oct-09	277 426	2,904 65	2,782 58	122 07
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	10-Mar-04	3-Nov-09	276 399	2,893 90	2,772 28	121 62
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	31-Mar-04	3-Nov-09	1,055 71	11,053 25	10,578 18	475 07
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	30-Apr-04	3-Nov-09	1,663 21	17,413 83	16,465 80	948 03
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	28-May-04	3-Nov-09	1,302 68	13,639 02	12,818 33	820 69
GSFIX	GOLDMAN SACHS CORE FIXED-INC I MUTUAL FUND CLASS I	30-May-03	3-Dec-09	26 316	250 00	278 95	(28 95)
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	28-May-04	27-Jan-10	262 56	2,712 24	2,583 59	128 65
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	28-May-04	23-Feb-10	40 354	417 26	397 08	20 18
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	30-Jun-04	4-Mar-10	1,659 20	17,172 68	16,293 30	879 38
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	31-Aug-04	4-Mar-10	1,408 27	14,575 54	13,899 57	675 97
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	28-May-04	4-Mar-10	56 281	582 51	553 81	28 70
GSTGX	GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I	30-Jul-04	4-Mar-10	1,707 18	17,669 27	16,781 54	887 73
TOTAL LONG TERM GAINS					105,923 44	100,674 00	5,249 44



Statement Detail

POWERS FAMILY FOUNDATION Holdings

Period Ended: June 30, 2010

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GOLDMAN SACHS CORE FIXED-INC I MUTUAL FUND CLASS I	315,686 198	9 8000	3,093,724 74	9 6944	3,060,392.93	33,331 81 593,974 73		105,439 19
GS SHORT DURATION GOVERNMENT FUND								
GOLDMAN SACHS SHORT DURATION GOVERNMENT FUND - I Moody's Aaa	124,444 428	10 4000	1,294,222.05	9 7022	1,185,112.78	108,509.27 636,895.49		22,026 66
TOTAL INVESTMENT GRADE FIXED INCOME			4,387,946.79		4,245,805.71	142,141.09		127,465.85

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS LARGE CAP VALUE FUND								
GOLDMAN SACHS LARGE CAP VALUE CLASS I (GSUX)	102,758 048	9 8700	1,014,221.93	11 7577	1,208,196.80	(193,974.87) 114,221.91	1 3678	13,872.34
GS GROWTH OPPORTUNITIES FUND								
GOLDMAN SACHS GROWTH OPPORTUNITES FUND CLASS I (GGOX)	19,564 007	19 6000	383,454 54	18 8440	368,664 14	14,790 40 133,454 54	0 0204	78 26

LONG POSITION I



Statement Detail

POWERS FAMILY FOUNDATION
Holdings (Continued)

PUBLIC EQUITY (Continued) Period Ended June 30, 2010

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS SMALL CAP VALUE FUND								
GOLDMAN SACHS SMALL CAP VALUE CLASS I (GSSIX)	10,023,766	32.8100	328,879.76	35.6950	373,915.01	(45,035.25)	0.8351	2,746.51
						92,879.76		
TOTAL US EQUITY			1,726,556.23		1,950,775.45	(224,219.22)	0.9671	16,597.10
					Adjusted Cost / % Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
TOTAL PORTFOLIO			6,114,503.02		6,196,581.66	(82,078.64)		144,230.65

LONG POSITION I

POWERS FAMILY FOUNDATION RESTRICTED ACCT Holdings

Period Ended June 30, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS STRATEGIC GROWTH FUND								
GOLDMAN SACHS STRATEGIC GROWTH CLASS I (GSTIX)	135,405.127	8.7300	1,182,086.76	8.5831	1,162,199.31	19,887.45 30,086.76	0.3895	4,603.77
GS LARGE CAP VALUE FUND								
GOLDMAN SACHS LARGE CAP VALUE CLASS I (GSLIX)	14,604.058	9.8700	144,142.05	13.0598	190,725.92	(46,583.87) (5,857.96)	1.3678	1,971.55
GS GROWTH OPPORTUNITIES FUND								
GOLDMAN SACHS GROWTH OPPORTUNITES FUND CLASS I (GGOIX)	15,991.588	19.6000	313,435.12	19.5266	312,261.27	1,173.86 95,435.11	0.0204	63.97
GS MID CAP VALUE FUND								
GS MID-CAP VALUE FUND INSTITUTIONAL SHARES (GSMCX)	25,141.721	28.2300	709,750.78	34.4416	865,921.35	(156,170.57) 60,080.79	1.3496	9,579.00
TOTAL US EQUITY			2,349,414.71		2,531,107.85	(181,693.13)	0.6903	16,218.28
NON-US EQUITY								
GS STRUCTURED INTERNATIONAL EQUITY FUND								
GS STRUCTURED INTL EQUITY INSTITUTIONAL CLASS I (GCIIX)	89.782	8.5300	765.84	9.9300	891.54	(125.70) 13,986.41	2.9074	22.27
TOTAL PUBLIC EQUITY			2,350,180.55		2,531,999.39	(181,818.83)	0.6910	16,240.55

LONG POSITION II

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 THE POWERS FAMILY FOUNDATION	Employer identification number 13-3637704
	Number, street, and room or suite no. If a P.O. box, see instructions C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11 FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

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

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

- The books are in the care of ► **BCRS ASSOCIATES, LLC**

Telephone No ► **212-440-0800**

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 **FEB. 15**, 20**11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year 20____ or
- ☒ tax year beginning **JULY 1**, 20**09**, and ending **JUNE 30**, 20**10**

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	\$	5,793.00
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	\$	2,493.00
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	\$	3,300.00

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 POWERS FAMILY FOUNDATION	Employer identification number 13-3637704
	Number, street, and room or suite no. If a P.O. box, see instructions c/o BCRS ASSOCIATES, LLC, 100 WALL STREET - 11TH FL	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

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

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ 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
- BCRS ASSOCIATES, LLC**

Telephone No **212-440-0811**FAX No **N/A**

- 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

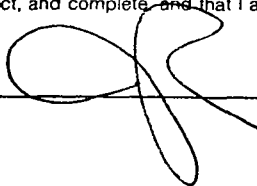
- 4 I request an additional 3-month extension of time until **MAY 16**, 20**11**
- 5 For calendar year _____, or other tax year beginning **JULY 1**, 20**09**, and ending **JUNE 30**, 20**10**
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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	\$	5,793 00
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	\$	5,793 00
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 00

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 ▶ **02/15/2011**