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

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

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

A Employer identification number: 04-3412829

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

B Telephone number (see page 10 of the instructions): (617) 566-0119

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

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 13,522,631.

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)	616,555.	ATCH 1		
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	231,627.	231,627.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	603,217.			
	b	Gross sales price for all assets on line 6a 3,105,687.				
	7	Capital gain net income (from Part IV, line 2)		603,217.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,451,399.	834,844.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	11,975.	11,975.	0.	0.
	c	Other professional fees (attach schedule) *	76,817.	76,817.		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	6,037.	4,537.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	1.	1.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,830.	93,330.	0.	0.
	25	Contributions, gifts, grants paid	810,800.			810,800.
	26	**Total expenses and disbursements.** Add lines 24 and 25	905,630.	93,330.	0.	810,800.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	545,769.			
	b	**Net investment income** (if negative, enter -0-)		741,514.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	852,045.	487,567.	487,567.
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 15 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			
10a Investments - U S and state government obligations (attach schedule) **	1,339,505.	1,515,021.	1,637,024.
b Investments - corporate stock (attach schedule) ATCH 8	7,084,068.	7,428,376.	8,622,175.
c Investments - corporate bonds (attach schedule) ATCH 9	1,167,023.	1,426,702.	1,424,350.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 10	191,028.	0.	0.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 11)	1,104,821.	1,020,030.	1,351,515.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,738,490.	11,877,696.	13,522,631.
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)		0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	11,738,490.	11,877,696.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	11,738,490.	11,877,696.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,738,490.	11,877,696.	

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	11,738,490.
2 Enter amount from Part I, line 27a	2	545,769.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	12,284,259.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	406,563.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,877,696.

**ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	603,217.
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))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	7,415.
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	7,415.
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	7,415.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,203.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 14,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	16,203.
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	8,788.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 8,788. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ DR. ELLEN M. POSS Telephone no ▶ 617-566-0119

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		61,447.
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	10,401,208.
b	Average of monthly cash balances	1b	795,237.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,344,820.
d	**Total** (add lines 1a, b, and c)	1d	12,541,265.
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	12,541,265.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	188,119.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,353,146.
6	**Minimum investment return.** Enter 5% of line 5	6	617,657.

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	617,657.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,415.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,415.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	610,242.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	610,242.
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	610,242.

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	810,800.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	810,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	7,415.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	803,385.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				610,242.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005 609,386.				
b	From 2006 436,996.				
c	From 2007 321,672.				
d	From 2008 823,400.				
e	From 2009 403,876.				
f	**Total** of lines 3a through e	2,595,330.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 810,800.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				610,242.
e	Remaining amount distributed out of corpus	200,558.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,795,888.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	609,386.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,186,502.			
10	Analysis of line 9.				
a	Excess from 2006 436,996.				
b	Excess from 2007 321,672.				
c	Excess from 2008 823,400.				
d	Excess from 2009 403,876.				
e	Excess from 2010 200,558.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

DR. ELLEN M. POSS

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 15				
Total ▶ 3a				810,800.
b *Approved for future payment*				
Total ▶ 3b				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	231,627.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	603,217.	
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)				834,844.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 834,844.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 6/6/11 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Timothy S. Egan	[signature]	6/2/11		P01298388
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 125 HIGH STREET BOSTON, MA 02110			Phone no 617-530-7120	

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

Schedule of Contributors

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

OMB No 1545-0047

2010

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

Employer identification number
04-3412829

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

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

Employer identification number
04-3412829

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	$ 11,975.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 178,156.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 76,699.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 281,336.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
5	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 68,389.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

Employer identification number 04-3412829

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1,604 SHS - NETFLIX, INC	$ 178,156.	05/28/2010
3	2,974 SHS - LOGMEIN, INC	$ 76,699.	05/28/2010
4	1,649 SHS - NETFLIX, INC	$ 281,336.	11/15/2010
5	1,959 SHS - LOGMEIN, INC	$ 68,389.	09/24/2010
		$	
		$	

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

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	05/18/2010	11,975.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	05/28/2010	178,156.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	05/28/2010	76,699.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	11/15/2010	281,336.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	09/24/2010	68,389.
TOTAL CONTRIBUTION AMOUNTS		616,555.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST COMPANY, N.A.	214,203.	214,203.
RUANE, CUNNIFF & GOLDFARB (PERSHING)	17,321.	17,321.
LAZARD LTD	103.	103.
TOTAL	231,627.	231,627.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS, LLP	11,975.	11,975.		
TOTALS	11,975.	11,975.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST COMPANY, N.A.	61,447.	61,447.
RUANE, CUNNIFF & GOLDFARB, INC	15,370.	15,370.
TOTALS	76,817.	76,817.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	4,412.	4,412.
STATE TAXES	125.	125.
FEDERAL TAXES	1,500.	
TOTALS	6,037.	4,537.

FORM 990PF, PART I - OTHER EXPENSES

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

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

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-02-4	1,339,505.	1,165,076.	1,287,079.
RUANE, CUNNIFF & GOLDFARB	0.	349,945.	349,945.
US OBLIGATIONS TOTAL	1,339,505.	1,515,021.	1,637,024.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-01-6	2,872,363.	3,214,166.	3,502,853.
RUANE, CUNNIFF & GOLDFARB	1,406,741.	1,331,992.	1,331,992.
ATLANTIC TRUST 41-0395-04-0	1,555,757.	1,558,713.	2,004,119.
ATLANTIC TRUST 41-0395-07-3	468,491.	506,495.	596,542.
ATLANTIC TRUST 41-0395-08-1	780,716.	817,010.	1,186,669.
TOTALS	7,084,068.	7,428,376.	8,622,175.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-01-6	0.	0.	0.
ATLANTIC TRUST 41-0395-02-4	1,167,023.	1,426,702.	1,424,350.
TOTALS	1,167,023.	1,426,702.	1,424,350.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FOREIGN BONDS 41-0395-02-4	191,028.	0.	0.
TOTALS	191,028.	0.	0.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MISCELLANEOUS ASSETS	1,104,821.	1,020,030.	1,351,515.
TOTALS	1,104,821.	1,020,030.	1,351,515.

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

DESCRIPTION		AMOUNT
CHANGE IN FAIR MARKET VALUE		406,563.
	TOTAL	406,563.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. ELLEN M. POSS C/O THE POSS KAPOR FAMILY FDN 450 WARREN STREET	TRUSTEE	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ATLANTIC TRUST COMPANY, N.A. 100 FEDERAL STREET BOSTON, MA 02110	INVESTMENT ADVISORS	61,447.
TOTAL COMPENSATION		61,447.

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE INSTITUTE OF CONTEMPORARY ART 955 BOYLSTON STREET BOSTON, MA 02115	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	130,000.
BILL T. JONES DANCE COMPANY 853 BROADWAY, SUITE 1706 NEW YORK, NY 10003	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	50,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445-6919	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	25,000.
TRICYCLE 92 VANDAM STREET NEW YORK, NY 10013	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	225,000.
UNIVERSITY OF CHICAGO 5736 SOUTHWOODLAWN CHICAGO, IL 606037	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	200,000.
WOMEN DONORS NETWORK 59 COMMERCIAL STREET SUITE 300 SAN FRANCISCO, CA 94111	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	60,800.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROVINCETOWN ART ASSOCIATION & MUSEUM 460 COMMERCIAL STREET PROVINCETOWN, MA 02657	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000.
PARTNERS IN HEALTH P.O. BOX 845578 BOSTON, MA 02284	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	5,000.
NATIONAL TRUST FOR SCOTLAND 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	15,000.
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES 1875 CONNECTICUT AVE, SUITE 650 WASHINGTON, DC 20009	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	20,000.
HONOR THE EARTH 2104 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	20,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	30,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADDISON GALLERY OF AMERICAN ART 180 MAIN STREET ANDOVER, MA 01810	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	20,000.
		TOTAL CONTRIBUTIONS PAID	810,800.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

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

Employer identification number 04-3412829

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

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see 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	35,910.
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 2009 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	35,910.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		498.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	566,809.
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 2009 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	567,307.

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

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Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			35,910.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			567,307.
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			603,217.

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

Part IV Capital Loss Limitation

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

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 2010 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 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust: THE POSS FAMILY FOUNDATION

Employer identification number: 04-3412829

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a RUANE, CUNNIFF & GOLDFARB - SEE STMT	VARIOUS	VARIOUS	14,964.	14,014.	950.
100,000 UNITS - UNITED STATES TREAS BILLS	11/17/2009	02/11/2010	99,993.	99,993.	
400,000 UNITS - UNITED STATES TREAS BILLS	03/05/2010	05/07/2010	399,967.	399,880.	87.
250,000 UNITS - UNITED STATES TREAS BILLS	06/04/2010	07/21/2010	249,947.	249,940.	7.
ATLANTIC TRUST - SEE STMT	VARIOUS	VARIOUS	227,947.	193,081.	34,866.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 35,910.

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

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	RUANE, CUNNIFF & GOLDFARB - SEE STMT	VARIOUS	VARIOUS	498,619.	382,250.	116,369.
	ATLANTIC TRUST - SEE STMT	VARIOUS	VARIOUS	1,613,752.	1,163,312.	450,440.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 566,809.

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FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
ATLANTIC TRUST	498.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		498.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		498.

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Poss Family Foundation A/C# 30-1650-00
c/o PriceWaterHouse Coopers
RCG687101
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-26-08	01-13-10	46	Paccar Inc	1,773 57	1,793 97		20 40
06-08-06	01-13-10	32	Paccar Inc	1,051 09	1,247 98		196 89
09-28-98	02-12-10	1,500	Berkshire Hathaway - Cl B	60,146 86	115,242 02		55,095 16
12-10-96	02-12-10	948	Berkshire Hathaway - Cl B	20,943 22	72,832 95		51,889 73
08-30-07	02-22-10	32	Martin Marietta Materials Inc	4,232 94	2,625 41		-1,607 53
09-17-07	02-22-10	28	Martin Marietta Materials Inc	3,700 93	2,297 24		-1,403 69
09-10-98	02-23-10	535	Expeditors Int'l of Wash Inc	1,906 32	19,923 84		18,017 52
09-10-98	02-25-10	51	Expeditors Int'l of Wash Inc	181 72	1,862 30		1,680 58
09-10-98	02-26-10	111	Expeditors Int'l of Wash Inc	395 52	4,049 21		3,653 69
09-10-98	03-01-10	43	Expeditors Int'l of Wash Inc	153 22	1,570 14		1,416 92
09-10-98	03-05-10	261	Expeditors Int'l of Wash Inc	930 00	9,523 70		8,593 70
09-17-07	03-05-10	47	Martin Marietta Materials Inc	6,212 28	3,857 70		-2,354 58
09-12-07	03-05-10	22	Martin Marietta Materials Inc	2,897 09	1,805 73		-1,091 36
09-12-07	03-08-10	50	Martin Marietta Materials Inc	6,584 29	4,125 37		-2,458 92
09-18-07	03-08-10	2	Martin Marietta Materials Inc	262 94	165 01		-97 93
10-16-07	03-09-10	209	Vulcan Materials	18,817 63	9,608 05		-9,209 58
10-01-07	03-09-10	18	Vulcan Materials	1,617 74	827 49		-790 25
09-18-07	04-12-10	66	Martin Marietta Materials Inc	8,677 06	5,762 69		-2,914 37
09-18-07	04-14-10	1	Martin Marietta Materials Inc	131 47	87 06		-44 41
08-23-07	04-14-10	34	Martin Marietta Materials Inc	4,450 82	2,960 08		-1,490 74
09-25-07	04-14-10	36	Martin Marietta Materials Inc	4,703 47	3,134 20		-1,569 27
08-29-07	04-15-10	24	Martin Marietta Materials Inc	3,121 26	2,117 49		-1,003 77
08-28-07	04-15-10	67	Martin Marietta Materials Inc	8,704 69	5,911 31		-2,793 38
09-07-07	04-15-10	30	Martin Marietta Materials Inc	3,889 15	2,646 86		-1,242 29
09-26-07	04-15-10	32	Martin Marietta Materials Inc	4,090 25	2,823 31		-1,266 94
09-10-07	04-15-10	106	Martin Marietta Materials Inc	13,538 10	9,352 23		-4,185 87
11-18-04	04-23-10	231	Idexx Laboratories Corp	5,826 24	15,396 38		9,570 14
11-18-04	04-26-10	23	Idexx Laboratories Corp	580 10	1,528 50		948 40
11-19-04	04-26-10	272	Idexx Laboratories Corp	6,842 81	18,076 12		11,233 31
12-10-96	06-22-10	147	Berkshire Hathaway - Cl B	3,247 52	11,658 68		8,411 16
12-10-96	06-25-10	80	Berkshire Hathaway - Cl B	1,767 36	6,550 29		4,782 93
12-12-96	06-25-10	262	Berkshire Hathaway - Cl B	5,774 48	21,452 19		15,677 71
11-19-04	07-26-10	12	Idexx Laboratories Corp	301 89	721 89		420 00
11-19-04	07-27-10	20	Idexx Laboratories Corp	503 15	1,216 10		712 95
11-19-04	08-02-10	103	Idexx Laboratories Corp	2,591 21	6,130 77		3,539 56
11-19-04	08-04-10	18	Idexx Laboratories Corp	452 83	1,077 24		624 41

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Poss Family Foundation A/C# 30-1650-00
c/o PriceWaterHouse Coopers
RCG687101
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-19-04	08-05-10	83	Idexx Laboratories Corp	2,088 06	4,954 81		2,866 75
07-28-08	08-12-10	103	De La Rue PLC	2,803 95	1,162 60		-1,641 35
07-25-08	08-12-10	85	De La Rue PLC	2,297 55	955 09		-1,342 46
07-24-08	08-12-10	12	De La Rue PLC	334 85	139 79		-195 06
11-04-09	08-20-10	60	WR Berkley Corp	1,485 88	1,583 50	97 62	
11-04-09	08-25-10	83	WR Berkley Corp	2,055 46	2,187 88	132 42	
11-06-09	08-25-10	136	WR Berkley Corp	3,365 64	3,584 96	219 32	
11-03-09	08-25-10	51	WR Berkley Corp	1,261 79	1,344 36	82 57	
11-02-09	08-25-10	67	WR Berkley Corp	1,654 63	1,766 12	111 49	
11-05-09	08-25-10	111	WR Berkley Corp	2,725 93	2,925 97	200 04	
07-24-08	08-26-10	47	De La Rue PLC	1,270 77	511 03		-759 74
07-24-08	08-27-10	76	De La Rue PLC	2,054 87	831 40		-1,223 47
11-05-09	08-27-10	12	WR Berkley Corp	294 70	316 06	21 36	
11-05-09	08-30-10	12	WR Berkley Corp	294 70	315 63	20 93	
11-05-09	08-31-10	6	WR Berkley Corp	147 35	157 81	10 46	
07-24-08	09-01-10	51	De La Rue PLC	1,365 75	546 41		-819 34
07-29-08	09-01-10	60	De La Rue PLC	1,635 39	654 31		-981 08
11-05-09	09-01-10	16	WR Berkley Corp	392 93	421 27	28 34	
07-29-08	09-02-10	29	De La Rue PLC	791 00	316 96		-474 04
07-30-08	09-02-10	173	De La Rue PLC	4,574 18	1,875 11		-2,699 07
08-12-08	09-02-10	39	De La Rue PLC	970 42	418 91		-551 51
11-05-09	09-02-10	13	WR Berkley Corp	319 25	342 08	22 83	
08-12-08	09-03-10	52	De La Rue PLC	1,305 05	566 14		-738 91
08-12-08	09-10-10	20	De La Rue PLC	501 94	207 61		-294 33
08-12-08	09-13-10	60	De La Rue PLC	1,518 06	645 11		-872 95
08-13-08	09-13-10	221	De La Rue PLC	5,356 11	2,351 84		-3,004 27
01-08-08	09-20-10	133	Porsche Automobil Hldng SE Pref AKT VT Rts	25,055 94	6,479 47		-18,576 47
06-08-06	09-20-10	110	Paccar Inc	3,613 14	5,165 27		1,552 13
02-07-06	09-20-10	108	Walgreen	4,725 93	3,154 11		-1,571 82
02-06-06	09-20-10	52	Walgreen	2,274 86	1,518 64		-756 22
02-06-04	09-20-10	55	Walgreen	1,857 53	1,606 26		-251 27
02-06-03	09-20-10	834	Walgreen	24,027 37	24,356 70		329 33
06-08-06	09-21-10	17	Paccar Inc	566 61	810 32		243 71
06-12-06	09-21-10	59	Paccar Inc	1,921 18	2,748 04		826 86
05-01-06	09-21-10	22	Paccar Inc	711 17	1,045 19		334 02
02-06-03	09-21-10	266	Walgreen	7,663 41	7,776 94		113 53
01-08-08	09-22-10	72	Porsche Automobil Hldng SE Pref AKT VT Rts	13,564 12	3,512 35		-10,051 77
05-01-06	09-22-10	25	Paccar Inc	799 06	1,174 57		375 51
01-08-08	09-23-10	35	Porsche Automobil Hldng SE Pref AKT VT Rts	6,593 67	1,639 81		-4,953 86
03-30-05	09-23-10	65	Porsche Automobil Hldng SE Pref AKT VT Rts	4,711 88	3,045 36		-1,666 52
05-01-06	09-24-10	90	Paccar Inc	2,876 62	4,271 43		1,394 81
04-17-06	09-24-10	50	Paccar Inc	1,550 22	2,373 01		822 79
03-30-05	09-27-10	25	Porsche Automobil Hldng SE Pref AKT VT Rts	1,812 26	1,227 20		-585 06
01-26-05	09-27-10	35	Porsche Automobil Hldng SE Pref AKT VT Rts	2,335 51	1,718 07		-617 44
04-17-06	09-27-10	103	Paccar Inc	3,193 46	4,839 18		1,645 72

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

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

c/o PriceWaterHouse Coopers

RCG687101

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-21-10	09-28-10	1	Valeant Pharmaceuticals International Inc	15 67	18 64	2 97	
01-26-05	09-29-10	115	Porsche Automobil Hldng SE Pref AKT VT Rts	7,673 82	5,553 58		-2,120 24
01-26-05	09-30-10	50	Porsche Automobil Hldng SE Pref AKT VT Rts	3,336 45	2,456 29		-880 16
01-27-05	09-30-10	60	Porsche Automobil Hldng SE Pref AKT VT Rts	3,998 51	2,947 55		-1,050 96
01-25-05	10-01-10	65	Porsche Automobil Hldng SE Pref AKT VT Rts	4,298 09	3,253 97		-1,044 12
01-25-05	10-04-10	35	Porsche Automobil Hldng SE Pref AKT VT Rts	2,314 36	1,684 06		-630 30
01-24-05	10-04-10	45	Porsche Automobil Hldng SE Pref AKT VT Rts	2,961 51	2,165 21		-796 30
01-24-05	10-05-10	55	Porsche Automobil Hldng SE Pref AKT VT Rts	3,619 62	2,634 28		-985 34
11-19-04	10-19-10	14	Idexx Laboratories Corp	352 20	882 33		530 13
11-19-04	10-21-10	18	Idexx Laboratories Corp	452 83	1,127 04		674 21
11-19-04	10-22-10	20	Idexx Laboratories Corp	503 15	1,258 43		755 28
11-19-04	10-25-10	29	Idexx Laboratories Corp	729 56	1,805 22		1,075 66
11-19-04	10-26-10	22	Idexx Laboratories Corp	553 46	1,359 91		806 45
11-19-04	12-22-10	10	Idexx Laboratories Corp	251 57	716 57		465 00
11-19-04	12-27-10	19	Idexx Laboratories Corp	477 99	1,358 91		880 92
12-09-04	12-27-10	17	Idexx Laboratories Corp	426 55	1,215 87		789 32
12-09-04	12-28-10	23	Idexx Laboratories Corp	577 10	1,639 69		1,062 59
TOTAL GAINS						950 36	214,029 86
TOTAL LOSSES						0 00	-97,660 33
				396,263.85	**513,583.73**	**950.36**	**116,369.53**
TOTAL REALIZED GAIN/LOSS		117,319 88					

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ST Proceeds = 14964    Cost = 14014    Gain = 950
LT Proceeds = 498619   Cost = 382250   Gain = 116370
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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
244. AFLAC INC	07/22/2009	06/15/2010	10,650.83	8,202.40	2,448.43
35. ADVANCE AUTO PTS INC COM	VAR	07/08/2010	1,780.46	1,373.81	-406.65
9. ADVANCE AUTO PTS INC COM	VAR	10/28/2010	571.67	350.89	220.78
48. AIRGAS INC COM	01/11/2010	07/27/2010	3,159.71	2,320.46	839.25
55. ANADARKO PETROLEUM CORP	VAR	07/13/2010	2,667.41	3,500.45	-833.04
50. ANADARKO PETROLEUM CORP	VAR	11/11/2010	3,246.39	2,974.37	272.02
318. ATHEROS COMMUNICATIONS INC					
COM	VAR	10/26/2010	9,423.58	12,706.43	-3,282.85
70. BEST BUY COMPANY INC	VAR	11/05/2010	3,158.48	2,739.13	419.35
143. C H ROBINSON WORLDWIDE INC					
COM NEW	07/22/2009	02/03/2010	7,697.14	7,639.97	57.17
10. CME GROUP INC COM	08/09/2010	12/16/2010	3,208.75	2,701.40	507.35
103. CSX CORP	VAR	05/25/2010	5,088.14	4,438.57	649.57
142. CSX CORP	07/22/2009	06/22/2010	7,726.85	5,651.35	2,075.50
65. CAPITAL ONE FINANCIAL CORP	04/15/2010	07/22/2010	2,743.28	2,979.53	-236.25
147. CHATTEM INC COM	07/22/2009	01/06/2010	13,671.31	9,881.49	3,789.82
269. DIRECTV COM CL A	07/22/2009	01/08/2010	9,168.79	6,183.65	2,985.14
278. DIRECTV COM CL A	07/22/2009	01/11/2010	9,361.85	6,390.54	2,971.31
45. EXELON CORPORATION	03/11/2009	02/10/2010	1,971.30	1,862.39	108.91
4. EXPRESS SCRIPTS INC- CL A	08/10/2009	03/05/2010	394.97	270.77	124.20
101. EXPRESS SCRIPTS INC- CL A	07/22/2009	05/06/2010	10,139.15	6,819.80	3,319.35
478. EXPRESS SCRIPTS INC- CL A	07/22/2009	06/24/2010	23,666.62	16,137.95	7,528.67
50. FLUOR CORP NEW	07/22/2009	01/07/2010	2,423.68	2,554.82	-131.14
53. GENERAL CABLE CORP DEL NEW					
COM	01/07/2010	08/05/2010	1,337.86	1,699.37	-361.51
16. INTUITIVE SURGICAL INC COM					
NEW	07/22/2009	01/15/2010	4,919.35	2,715.19	2,204.16
54. LIBERTY MEDIA CORP NEW LIB					
STAR COM A	07/22/2009	01/07/2010	2,650.04	1,942.34	707.70
.5 LINCARE HOLDINGS INC	07/22/2009	06/30/2010	16.25	8.41	7.84
233.451 MORGAN STANLEY EMERGING					
MARKETS FUND OPEN END FUND	VAR	10/28/2010	6,191.12	5,213.20	977.92
85. PG & E CORPORATION	VAR	08/09/2010	3,888.87	3,565.62	323.25
90. PG & E CORPORATION	VAR	09/10/2010	4,110.58	3,682.98	427.60
372.975 PFIZER INC	VAR	08/23/2010	5,977.16	6,036.54	-59.38
Totals					

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TEP137393_7_166 16 of 22

POSS FAM FOUND-1998 INV TR 410395008 04-6875737

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
163. QUEST DIAGNOSTICS INC	07/22/2009	04/21/2010	9,451.75	8,987.53	464.22
269. QUESTAR CORPORATION	07/22/2009	07/15/2010	4,331.50	2,944.39	1,387.11
127. RANGE RESOURCES CORP	07/22/2009	03/26/2010	5,736.98	5,715.07	21.91
40. ROPER INDS INC NEW COM	07/22/2009	01/07/2010	2,073.07	1,878.58	194.49
77. SOUTHWESTERN ENERGY	07/22/2009	03/26/2010	2,891.60	3,190.87	-299.27
100. STERICYCLE INC COM	07/22/2009	01/06/2010	5,453.96	5,005.64	448.32
96. SYBASE INC	VAR	05/13/2010	6,178.45	3,988.41	2,190.04
120. SYBASE INC	07/22/2009	06/14/2010	7,737.87	4,206.98	3,530.89
165. TD AMERITRADE HLDG CORP	01/07/2010	12/20/2010	3,052.03	3,057.45	-5.42
45. TIME WARNER CABLE INC COM	03/24/2010	12/16/2010	2,913.66	2,241.39	672.27
103. URS CORP NEW COM	01/06/2010	12/30/2010	4,276.54	4,846.35	-569.81
261. WADDELL & REED FINANCIAL-A	10/29/2009	08/05/2010	6,421.35	7,703.68	-1,282.33
129. WEIGHT WATCHERS INTL INC NEW COM	07/22/2009	03/11/2010	3,215.96	3,438.93	-222.97
25. WEIGHT WATCHERS INTL INC NEW COM	07/22/2009	03/22/2010	634.64	666.46	-31.82
25. WEIGHT WATCHERS INTL INC NEW COM	07/22/2009	03/23/2010	639.49	666.46	-26.97
25. WEIGHT WATCHERS INTL INC NEW COM	07/22/2009	03/24/2010	646.56	666.46	-19.90
25. WEIGHT WATCHERS INTL INC NEW COM	07/22/2009	03/25/2010	640.43	666.46	-26.03
25. WEIGHT WATCHERS INTL INC NEW COM	07/22/2009	03/26/2010	639.60	666.46	-26.86
Totals			227,947.00	193,081.00	34,866.00

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
150. AT&T INC	05/15/2006	03/24/2010	3,932.23	3,860.89	71.34
105. ADVANCE AUTO PTS INC COM	VAR	05/21/2010	5,177.73	3,172.99	2,004.74
5. ADVANCE AUTO PTS INC COM	06/29/2006	07/08/2010	254.35	148.67	105.68
70. ADVANCE AUTO PTS INC COM	09/14/2009	10/28/2010	4,446.33	2,730.95	1,715.38
90. AETNA INC-NEW	07/06/2006	01/12/2010	2,784.95	3,486.52	-701.57
129. AIRGAS INC COM	07/22/2009	07/27/2010	8,491.72	5,202.34	3,289.38
83. APOLLO GROUP INC -CL A	07/22/2009	10/15/2010	3,006.11	5,669.51	-2,663.40
95. BANK NEW YORK MELLON CORP	VAR	05/03/2010	2,967.43	3,820.93	-853.50
11. CME GROUP INC COM	VAR	01/06/2010	3,744.87	2,218.26	1,526.61
6. CME GROUP INC COM	12/02/2008	01/07/2010	2,035.16	1,017.38	1,017.78
90. CVS CORPORATION	VAR	06/22/2010	2,852.95	3,517.67	-664.72
203. CEPHALON INC	07/22/2009	12/30/2010	12,582.84	11,099.31	1,483.53
175000. CONOCO FDG CO NT 6.35% DTD					
10/11/2001 DUE 10/15/2011	VAR	08/03/2010	187,077.62	191,028.25	-3,950.63
150. DARDEN RESTAURANTS INC	VAR	02/16/2010	6,043.78	3,443.42	2,600.36
115. DEVON ENERGY CORPORATION	VAR	03/08/2010	7,984.46	7,131.91	852.55
70. EQT CORP COM	VAR	12/16/2010	3,049.53	2,716.87	332.66
60. EXELON CORPORATION	VAR	02/10/2010	2,628.41	3,138.52	-510.11
45. EXPRESS SCRIPTS INC- CL A	11/10/2006	02/19/2010	4,037.58	1,384.12	2,653.46
26. EXPRESS SCRIPTS INC- CL A	11/10/2006	03/05/2010	2,567.33	799.72	1,767.61
25. EXPRESS SCRIPTS INC- CL A	04/02/2009	05/21/2010	2,518.08	1,244.73	1,273.35
.474 EXXON MOBIL CORP	07/24/2008	07/19/2010	28.06	32.15	-4.09
55. EXXON MOBIL CORP	VAR	12/16/2010	3,968.94	3,362.86	606.08
110. FPL GROUP INC.	VAR	05/11/2010	5,815.17	6,661.61	-846.44
80000. FEDERAL NATL MTG ASSN NTS					
7.125% DTD 06/09/2000 DUE	01/24/2005	06/15/2010	80,000.00	91,875.76	-11,875.76
907.96 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	01/15/2010	907.95	941.98	-34.03
473.52 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	02/15/2010	473.52	491.27	-17.75
611.9 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	03/15/2010	611.90	634.84	-22.94
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
936.05 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	04/15/2010	936.05	971.13	-35.08
669.82 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	05/15/2010	669.82	694.93	-25.11
752.25 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	06/15/2010	752.25	780.44	-28.19
646.82 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	07/15/2010	646.82	671.07	-24.25
547.23 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	08/15/2010	547.23	567.74	-20.51
561.88 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	09/15/2010	561.88	582.94	-21.06
465.12 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	10/15/2010	465.12	482.55	-17.43
597. FEDERAL HOME LN MTG CORP	VAR	11/15/2010	597.00	619.38	-22.38
534.18 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	12/15/2010	534.18	554.20	-20.02
738.88 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	12/31/2010	738.88	766.57	-27.69
178. FIDELITY NATL INFORMATION SVCS INC COM	04/02/2009	08/10/2010	5,162.00	2,999.55	2,162.45
276. FIDELITY NATL INFORMATION SVCS INC COM	07/22/2009	08/10/2010	8,004.00	5,657.50	2,346.50
243. GENERAL CABLE CORP DEL NEW COM	07/22/2009	08/05/2010	6,133.97	9,718.25	-3,584.28
233. GLOBAL PAYMENTS INC	07/22/2009	12/13/2010	10,225.45	9,361.10	864.35
20. GRAINGER (W.W.) INC	07/22/2009	12/10/2010	2,653.27	1,733.36	919.91
146. LENDER PROCESSING SVCS INC COM	VAR	12/10/2010	4,370.95	4,936.02	-565.07
85. LIBERTY GLOBAL INC COM SER	01/11/2007	07/08/2010	2,319.55	2,593.45	-273.90
2974. LOGMEIN INC COM	VAR	05/28/2010	76,010.58	70,067.44	5,943.14
1959. LOGMEIN INC COM	12/06/2005	09/27/2010	71,978.12	3,991.43	67,986.69
220. LOWE'S COMPANIES	VAR	12/16/2010	5,583.85	6,129.78	-545.93
560. MEMC ELECTR MATLS INC COM	07/22/2009	08/05/2010	5,306.13	11,339.10	-6,032.97
266. MCAFEE INC COM	07/22/2009	10/26/2010	12,574.80	11,626.01	948.79
Totals					

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POSS FAM FOUND-1998 INV TR 410395008 04-6875737

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
18325.265 MORGAN STANLEY EMERGING					
MARKETS FUND OPEN END FUND	VAR	10/28/2010	485,986.03	412,031.10	73,954.93
90. NALCO HLDG CO COM	12/06/2005	11/08/2010	2,687.20	1,616.40	1,070.80
110. NALCO HLDG CO COM	VAR	12/16/2010	3,518.11	1,975.60	1,542.51
300. NETFLIX INC COM	VAR	06/22/2010	36,065.39	69.36	35,996.03
400. NETFLIX INC COM	07/10/2001	07/08/2010	48,791.17	0.64	48,790.53
1319. NETFLIX INC COM	VAR	11/16/2010	218,602.61	8,489.55	210,113.06
45. PEABODY ENERGY CORP	09/26/2008	03/05/2010	2,204.19	2,128.60	75.59
80. PEABODY ENERGY CORP	VAR	07/27/2010	3,558.41	2,131.74	1,426.67
49869.23 PECO ENERGY TRANSITION	11/17/2005	03/01/2010	49,869.23	53,204.23	-3,335.00
50130.77 PECO ENERGY TRANSITION	11/17/2005	09/01/2010	50,130.77	53,483.27	-3,352.50
300. PFIZER INC	VAR	01/19/2010	5,947.57	4,593.29	1,354.28
149.025 PFIZER INC	VAR	08/23/2010	2,388.22	2,148.41	239.81
60. PRAXAIR INC	VAR	08/09/2010	5,303.26	3,196.80	2,106.46
40. PROCTER & GAMBLE	12/06/2005	06/22/2010	2,457.22	2,306.80	150.42
190. QUESTAR CORPORATION	10/28/2008	07/22/2010	3,177.43	1,784.15	1,393.28
220. RANGE RESOURCES CORP	07/22/2009	08/17/2010	7,883.79	9,900.11	-2,016.32
69. TD AMERITRADE HLDG CORP	11/19/2009	12/17/2010	1,288.30	1,449.71	-161.41
211. TD AMERITRADE HLDG CORP	VAR	12/20/2010	3,902.90	4,127.37	-224.47
80. URS CORP NEW COM	07/22/2009	12/30/2010	3,321.58	3,865.82	-544.24
75000. US TREASURY NOTE 4.25% DTD					
11/15/04 DUE 11/15/2014	08/01/2005	08/09/2010	84,389.40	74,560.55	9,828.85
130. VENTAS INC COM	VAR	07/22/2010	6,466.58	3,508.59	2,957.99
205. VERIZON COMMUNICATIONS	VAR	03/24/2010	6,247.05	7,112.35	-865.30
65. CHECK POINT SOFTWARE TECH	10/20/2009	11/04/2010	2,805.01	1,950.58	854.43
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1613752.00	1163312.00	450,440.00
Totals			1613752.00	1163312.00	450,440.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					498.	
		RUANE, CUNNIFF & GOLDFARB - SEE STMT					VARIOUS	VARIOUS
14,964.		14,014.					950.	
		RUANE, CUNNIFF & GOLDFARB - SEE STMT					VARIOUS	VARIOUS
498,619.		382,250.					116,369.	
		100,000 UNITS - UNITED STATES TREAS BILL					11/17/2009	02/11/2010
99,993.		99,993.						
		400,000 UNITS - UNITED STATES TREAS BILL					03/05/2010	05/07/2010
399,967.		399,880.					87.	
		250,000 UNITS - UNITED STATES TREAS BILL					06/04/2010	07/21/2010
249,947.		249,940.					7.	
		ATLANTIC TRUST - SEE STMT					VARIOUS	VARIOUS
227,947.		193,081.					34,866.	
		ATLANTIC TRUST - SEE STMT					VARIOUS	VARIOUS
1,613,752.		1,163,312.					450,440.	
TOTAL GAIN(LOSS)							603,217.	

Form **8868**

(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- 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.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print	Name of exempt organization THE POSS FAMILY FOUNDATION C/O DR. ELLEN M. POSS	**Employer identification number** 04-3412829
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 450 WARREN STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions BROOKLINE, MA 02445	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0|4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DR. ELLEN M. POSS

Telephone No ▶ 617 566-0119 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ______, 20____, and ending ______, 20____

2 If the tax year entered in line 1 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**	$ 16,203.
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	**3b**	$ 2,203.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 14,000.

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