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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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

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

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

A Employer identification number
04-3412829

B Telephone number (see instructions)
(617) 566-0119

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 ☐

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

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) ▶ \$ 12,912,885.

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 instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	526,810.	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	277,433.	277,433.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	464,859.			
b Gross sales price for all assets on line 6a	4,251,115.			
7 Capital gain net income (from Part IV, line 2)		464,859.		
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	1,269,102.	742,292.		
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	12,250.	12,250.		
c Other professional fees (attach schedule) *	86,395.	86,395.		
17 Interest				
18 Taxes (attach schedule) (see instructions) **	21,030.	1,733.		
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	119,676.	100,379.		
25 Contributions, gifts, grants paid	1,317,120.			1,317,120.
26 Total expenses and disbursements. Add lines 24 and 25	1,436,796.	100,379.		1,317,120.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-167,694.			
b Net investment income (if negative, enter -0-)		641,913.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

*ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	487,567.	1,378,666.	1,378,666.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule). **	1,515,021.	875,627.	988,129.
	b	Investments - corporate stock (attach schedule) ATCH 8 . .	7,428,376.	6,096,922.	7,086,849.
	c	Investments - corporate bonds (attach schedule) ATCH 9 . .	1,426,702.	795,408.	815,592.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)	1,020,030.	2,305,756.	2,643,649.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, Item I)	11,877,696.	11,452,379.	12,912,885.	
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	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	11,877,696.	11,452,379.	
	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 instructions)	11,877,696.	11,452,379.	
31	Total liabilities and net assets/fund balances (see instructions)	11,877,696.	11,452,379.		

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	11,877,696.
2	Enter amount from Part I, line 27a	2	-167,694.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,710,002.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	257,623.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,452,379.

**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	464,859.	
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 instructions). If (loss), enter -0- in Part I, line 8			3	0	

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 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))
2010	803,385.	12,353,146.	0.065035
2009	972,303.	11,428,410.	0.085078
2008	1,520,056.	14,010,872.	0.108491
2007	1,110,000.	16,258,354.	0.068273
2006	1,179,000.	15,430,627.	0.076406
2 Total of line 1, column (d)			2 0.403283
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.080657
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 13,438,897.
5 Multiply line 4 by line 3			5 1,083,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,419.
7 Add lines 5 and 6			7 1,090,360.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,317,120.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,419.
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	6,419.
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	6,419.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	5,297.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	10,000.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	15,297.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	14.
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	8,864.
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☒ 8,864. 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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No

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 instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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 2011? ☐	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011) ☐	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 2011? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,756,736.
b	Average of monthly cash balances	1b	1,275,201.
c	Fair market value of all other assets (see instructions)	1c	1,611,613.
d	Total (add lines 1a, b, and c)	1d	13,643,550.
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	
3	Subtract line 2 from line 1d	3	13,643,550.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	204,653.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,438,897.
6	Minimum investment return. Enter 5% of line 5	6	671,945.

Part XI Distributable Amount (see 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	671,945.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,419.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,419.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	665,526.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	665,526.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	665,526.

Part XII Qualifying Distributions (see 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	1,317,120.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,317,120.
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 instructions)	5	6,419.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,310,701.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				665,526.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 436,996.				
b From 2007 321,672.				
c From 2008 823,400.				
d From 2009 403,876.				
e From 2010 200,558.				
f Total of lines 3a through e	2,186,502.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,317,120.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				665,526.
e Remaining amount distributed out of corpus	651,594.			
5 Excess distributions carryover applied to 2011. (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	2,838,096.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	436,996.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,401,100.			
10 Analysis of line 9:				
a Excess from 2007 321,672.				
b Excess from 2008 823,400.				
c Excess from 2009 403,876.				
d Excess from 2010 200,558.				
e Excess from 2011 651,594.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(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 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 ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

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 14				
Total			3a	1,317,120.
b Approved for future payment				
Total			3b	

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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 instructions.)
▼	

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

TIMOTHY EGAN

Preparer's signature

Date

Check	if
-------	----

PTIN

08/03

2012 self-employed

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

Schedule of Contributors

OMB No 1545-0047

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

2011

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, total 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 total 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 Part I, 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	\$ 279,213.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 181,302.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 9,657.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 16,848.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 3,455.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 6,780.	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 I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 17,305.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	\$ 12,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Employer identification number
04-3412829

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,053 SHS - NETFLIX, INC.	\$ 279,213.	07/01/2011
2	886 SHS - NETFLIX, INC.	\$ 181,302.	03/02/2011
3	1,259 SHS - ALIMERA SCIENCES	\$ 9,657.	09/26/2011
4	1,429 SHS - IRONWOOD PHARMACEUTICALS	\$ 16,848.	09/26/2011
5	451 SHS - ALIMERA SCIENCES	\$ 3,455.	10/06/2011
6	949 SHS - ALIMERA SCIENCES	\$ 6,780.	10/24/2011

Employer Identification number	04-3412829
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[illegible]

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

Employer identification number
04-3412829

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE POSS FAMILY FOUNDATION

04-3412829

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

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	07/01/2011	279,213.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	03/02/2011	181,302.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	09/26/2011	9,657.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	09/26/2011	16,848.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	10/06/2011	3,455.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	10/24/2011	6,780.

THE POSS FAMILY FOUNDATION

04-3412829

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

ATTACHMENT 1 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	11/22/2011	17,305.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	07/02/2011	12,250.
TOTAL CONTRIBUTION AMOUNTS		<u>526,810.</u>

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>
ATLANTIC TRUST COMPANY, N.A.	262,430.	262,430.
RUANE, CUNNIFF & GOLDFARB (PERSHING)	14,892.	14,892.
LAZARD LTD	111.	111.
TOTAL	<u>277,433.</u>	<u>277,433.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS, LLP	12,250.	12,250.		
TOTALS	<u>12,250.</u>	<u>12,250.</u>		

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ATLANTIC TRUST COMPANY, N.A. RUANE, CUNIFF & GOLDFARB, INC	68,116. 18,279.	68,116. 18,279.
TOTALS	<u>86,395.</u>	<u>86,395.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	1,483.	1,483.
STATE TAXES	250.	250.
FEDERAL TAXES	19,297.	
TOTALS	<u>21,030.</u>	<u>1,733.</u>

ATTACHMENT 6

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

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 7</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLANTIC TRUST 41-0395-02-4 RUANE, CUNNIFF & GOLDFARB	1,165,076. 349,945.	875,627.	988,129.
US OBLIGATIONS TOTAL	<u>1,515,021.</u>	<u>875,627.</u>	<u>988,129.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLANTIC TRUST 41-0395-01-6 RUANE, CUNIFF & GOLDFARB	3,214,166.	1,565,729.	1,520,020.
ATLANTIC TRUST 41-0395-04-0	1,331,992.	1,714,929.	1,714,929.
ATLANTIC TRUST 41-0395-07-3	1,558,713.	1,413,754.	1,959,709.
ATLANTIC TRUST 41-0395-08-1	506,495.	548,800.	634,187.
	817,010.	853,710.	1,258,004.
TOTALS	<u>7,428,376.</u>	<u>6,096,922.</u>	<u>7,086,849.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLANTIC TRUST 41-0395-02-4	1,426,702.	795,408.	815,592.
TOTALS	<u>1,426,702.</u>	<u>795,408.</u>	<u>815,592.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MISCELLANEOUS ASSETS	1,020,030.	2,305,756.	2,643,649.
TOTALS	<u>1,020,030.</u>	<u>2,305,756.</u>	<u>2,643,649.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CHANGE IN FAIR MARKET VALUE

257,623.

TOTAL

257,623.

THE POSS FAMILY FOUNDATION

04-3412829

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. ELLEN M. POSS C/O THE POSS KAPOR FAMILY FDN 450 WARREN STREET BROOKLINE, MA 02445	TRUSTEE	0	0	0
GRAND TOTALS		0	0	0

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ATLANTIC TRUST COMPANY, N.A. 100 FEDERAL STREET BOSTON, MA 02110	INVESTMENT ADVISORS	68,116.
TOTAL COMPENSATION		<u>68,116.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

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	525,000.
THE MARK MORRIS DANCE GROUP 225 LAFAYETTE STREET, #504 NEW YORK, NY 10012-4015	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	150,000.
GLSEN 121 W 27TH STREET, SUITE 804 NEW YORK, NY 10003	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	1,000.
WOMEN DONORS NETWORK 59 COMMERCIAL STREET SUITE 300 SAN FRANCISCO, CA 94111	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	128,620.

THE POSS FAMILY FOUNDATION

04-3412829

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF CHICAGO 5736 SOUTHWOODLAWN CHICAGO, IL 60637	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	200,000.
BILL T JONES DANCE COMPANY 853 BROADWAY, SUITE 1706 NEW YORK, NY 10003	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	100,000.
NATIONAL TRUST FOR SCOTLAND 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	19,000.
THE YOUNG PEOPLE'S THEATRE PROJECT P O. BOX 25015 PORTLAND, OR 97298	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000.
HONOR THE EARTH 2104 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	40,000.

THE POSS FAMILY FOUNDATION

04-3412829

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMBRIDGE INSIGHT MEDITATION CENTER 331 BROADWAY STREET CAMBRIDGE, MA 02139	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	6,500.
BIONEER 1000 ATLANTIC AVENUE ALAMEDA, CA 94501	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000
URBAN IMPROV 670 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	1,000.
PLANNED PARENTHOOD ACTION FUND 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	5,000
MASS ART FOUNDATION 621 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	5,000
OUR BODIES OURSELVES 5 UPLAND ROAD #3 CAMBRIDGE, MA 02140	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	1,000.

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANNA DEAVERE SMITH WORKS 20 COOPER SQUARE, ROOM 519 NEW YORK, NY 10003	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000.
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES 1878 CONNECTICUT AVENUE, SUITE 650 WASHINGTON, DC 20009	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	20,000.
TOTAL CONTRIBUTIONS PAID			1,317,120.

**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

2011

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	-10,619.
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 2010 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	-10,619.

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 2		13,846.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	461,632.
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 2010 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	475,478.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-10,619.
14	Net long-term gain or (loss):			
a	Total for year	14a		475,478.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		464,859.

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

Part IV Capital Loss Limitation

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

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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) 2011

Employer identification number

Part II

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	461,632.
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FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 2

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ATLANTIC TRUST

13,846.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

13,846.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

13,846.

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Lbss
65. BEST BUY INC COM	07/08/2010	05/17/2011	2,070.46	2,252.63	-182.17
15. BLACKROCK INC COM	05/03/2010	04/06/2011	2,989.38	2,787.75	201.63
269.337 DODGE & COX INTERNATIONAL STOCK FD					
403. FOREST OIL CORP	12/22/2010	10/05/2011	7,727.28	9,526.44	-1,799.16
180.027 HARBOR FD INTL FD INST #2011	06/22/2011	10/10/2011	4,342.81	7,887.45	-3,544.64
65. HEWLETT PACKARD CO COM	12/17/2010	10/05/2011	9,049.96	10,648.58	-1,598.62
246. LONE PINE RES INC COM	08/12/2010	03/15/2011	2,641.50	2,608.57	32.93
.831 LONE PINE RES INC COM	06/22/2011	10/10/2011	1,469.99	3,011.67	-1,541.68
102. LUBRIZOL CORP	06/22/2011	10/21/2011	5.54	10.17	-4.63
35. MCDONALDS CORP COM	08/05/2010	03/21/2011	13,659.54	9,733.71	3,925.83
24. MEDTRONIC INC COM	04/08/2011	12/09/2011	3,429.24	2,662.43	766.81
121. MEDTRONIC INC COM	04/22/2010	04/08/2011	954.71	1,057.00	-102.29
56. NII HLDGS INC COM NEW	VAR	04/11/2011	4,886.26	4,372.58	513.68
90. NETAPP INC COM	VAR	12/22/2011	1,172.99	2,081.44	-908.45
147. SBA COMMUNICATIONS CORP	12/20/2011	12/22/2011	3,262.31	3,242.87	19.44
169. STEC INC COM	02/14/2011	06/22/2011	5,617.81	6,481.04	-863.23
165. WHITING PETE CORP NEW COM	04/20/2011	07/29/2011	1,694.77	3,323.89	-1,629.12
	VAR	09/28/2011	5,963.73	10,521.15	-4,557.42
Totals			70,938.00	82,209.00	-11,271.00

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)					
1259. ALIMERA SCIENCES INC COM	07/07/2004	09/27/2011	9,656.34	4,572.40	5,083.94
451. ALIMERA SCIENCES INC COM	07/07/2004	10/12/2011	3,393.98	1,637.93	1,756.05
949. ALIMERA SCIENCES INC COM	VAR	11/11/2011	1,926.43	3,623.84	-1,697.41
45. ALLIANCE DATA SYSTEMS CORP COM	02/19/2010	08/01/2011	4,385.79	2,566.36	1,819.43
430. BANK OF AMERICA CORP COM	VAR	10/06/2011	2,556.82	15,762.96	-13,206.14
368. BANK NEW YORK MELLON CORP	VAR	04/06/2011	11,104.51	11,558.20	-453.69
173. BERKLEY W R CORP COM	07/22/2009	01/18/2011	4,744.95	4,149.96	594.99
145. BEST BUY INC COM	02/17/2010	05/17/2011	4,618.73	5,263.22	-644.49
90. CVS CAREMARK CORP COM	VAR	05/23/2011	3,407.05	3,296.37	110.68
150000. CHASE ISSUANCE TR 2005 7 NT CL A 4.55% DTD 08/10/20	03/30/2007	01/18/2011	150,000.00	148,248.05	1,751.95
12730.745 DELAWARE U.S. GROWTH FUND - INS	VAR	02/08/2011	200,000.00	147,518.99	52,481.01
9526.834 DODGE & COX INTERNATIONAL AL STOCK FD	VAR	08/11/2011	300,000.00	409,354.01	-109,354.01
9718.497 DODGE & COX INTERNATIONAL AL STOCK FD	VAR	10/05/2011	278,823.68	361,806.30	-82,982.62
84. DOVER CORP COM	VAR	07/20/2011	5,596.66	3,649.13	1,947.53
67. EQT CORP COM	VAR	08/19/2011	3,547.48	2,546.38	1,001.10
32. EQT CORP COM	12/06/2005	08/22/2011	1,677.70	1,213.76	463.94
189. EMERGENCY MEDICAL SVCS CORP CL A	VAR	02/14/2011	11,880.17	9,055.72	2,824.45
170000. FEDERAL HOME LN MTG CORP DEB 5.125% DTD 07/16/2002	08/20/2004	01/20/2011	181,490.13	177,548.00	3,942.13
536.24 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	02/15/2011	536.25	556.34	-20.09
645.64 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	03/15/2011	645.64	669.84	-24.20
422.44 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	04/15/2011	422.44	438.28	-15.84
Totals					

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1F0370 2.000

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
348.58 FEDERAL HOME LN MTG CORP	VAR	05/15/2011	348.58	361.64	-13.06
MULTICLASS MTG PARTN CTFS					
734.03 FEDERAL HOME LN MTG CORP	VAR	06/15/2011	734.02	761.54	-27.52
MULTICLASS MTG PARTN CTFS					
303.88 FEDERAL HOME LN MTG CORP	VAR	07/15/2011	303.88	315.27	-11.39
MULTICLASS MTG PARTN CTFS					
373.01 FEDERAL HOME LN MTG CORP	VAR	08/15/2011	373.01	386.98	-13.97
MULTICLASS MTG PARTN CTFS					
359.84 FEDERAL HOME LN MTG CORP	VAR	09/15/2011	359.84	373.33	-13.49
MULTICLASS MTG PARTN CTFS					
344.46 FEDERAL HOME LN MTG CORP	VAR	10/15/2011	344.46	357.38	-12.92
MULTICLASS MTG PARTN CTFS					
375.06 FEDERAL HOME LN MTG CORP	VAR	11/15/2011	375.07	389.12	-14.05
MULTICLASS MTG PARTN CTFS					
307.53 FEDERAL HOME LN MTG CORP	VAR	12/15/2011	307.52	319.06	-11.54
MULTICLASS MTG PARTN CTFS					
48. GENERAL DYNAMICS CORP COM	02/27/2006	04/08/2011	3,585.52	2,990.48	595.04
21. GENERAL DYNAMICS CORP COM	02/27/2006	04/08/2011	1,570.56	1,308.34	262.22
41. GENERAL DYNAMICS CORP COM	02/27/2006	04/11/2011	3,054.19	2,554.37	499.82
200000. GENERAL ELEC CAP CORP					
MEDIUM TERM NTS TRANCHE #	07/26/2005	02/22/2011	200,000.00	214,704.00	-14,704.00
50000. GOLDMAN SACHS GROUP INC	11/16/2006	01/20/2011	53,153.41	48,864.50	4,288.91
73. HANSEN NATURAL CORP COM	07/22/2009	06/22/2011	5,449.40	2,132.93	3,316.47
124. HANSEN NATURAL CORP COM	07/22/2009	10/27/2011	10,636.28	3,623.05	7,013.23
5394.713 HARBOR FD INTL FD INST					
#2011	VAR	08/11/2011	299,999.99	343,338.44	-43,338.45
6821.582 HARBOR FD INTL FD INST					
#2011	VAR	10/05/2011	342,920.92	411,960.95	-69,040.03
240. HEWLETT PACKARD CO COM	VAR	03/15/2011	9,753.24	8,189.87	1,563.37
30. INTERNATIONAL BUSINESS					
MACHS CORP COM	01/22/2010	05/02/2011	5,161.41	3,791.63	1,369.78
76. INTERNATIONAL BUSINESS					
MACHS CORP COM	VAR	08/19/2011	12,204.44	7,516.39	4,688.05
1429. IRONWOOD PHARMACEUTICALS					
INC COM CL A	12/23/1998	09/27/2011	16,833.29	1,571.90	15,261.39
Totals					

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POSS FAM FOUND-1998 INV TR 410395008
Schedule D Detail of Long-term Capital Gains and Losses

04-6875737

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1429. IRONWOOD PHARMACEUTICALS INC COM CL A	12/23/1998	11/28/2011	16,604.36	1,571.90	15,032.46
61. LABORATORY CORP AMER HLDGS COM NEW	12/06/2005	01/06/2011	5,492.67	3,138.45	2,354.22
14. LABORATORY CORP AMER HLDGS COM NEW	12/06/2005	01/07/2011	1,255.93	720.30	535.63
75. LABORATORY CORP AMER HLDGS COM NEW	07/22/2009	02/14/2011	6,554.73	5,096.59	1,458.14
65. LIBERTY GLOBAL, INC COM SER	01/11/2007	08/19/2011	2,401.20	1,983.23	417.97
29. LIBERTY GLOBAL, INC COM SER	VAR	11/03/2011	1,230.63	699.41	531.22
2. LIBERTY GLOBAL, INC COM SER	10/15/2009	11/03/2011	84.51	45.57	38.94
4. LIBERTY GLOBAL, INC COM SER	10/15/2009	11/03/2011	168.71	91.14	77.57
90. LIBERTY GLOBAL, INC COM SER	VAR	11/03/2011	3,804.45	2,040.26	1,764.19
342. LIBERTY GLOBAL, INC COM SER	07/22/2009	11/03/2011	14,456.91	6,637.60	7,819.31
160. MSCI INC CL A	07/22/2009	01/18/2011	5,766.36	4,077.54	1,688.82
39. MARRIOTT VACATIONS WRLLDWE CP COM	07/22/2009	12/05/2011	654.13	438.79	215.34
.7 MARRIOTT VACATIONS WRLLDWE CP COM	07/22/2009	12/06/2011	11.38	7.88	3.50
.35 MARRIOTT INTERNATIONAL	07/22/2009	05/31/2011	12.80	6.99	5.81
99. MEDTRONIC INC COM	11/24/2009	04/08/2011	3,938.18	4,215.72	-277.54
215. NII HLDGS INC COM NEW	12/10/2010	12/22/2011	4,503.42	9,020.05	-4,516.63
285. NALCO HLDG CO COM	VAR	10/04/2011	9,859.46	5,052.60	4,806.86
584. NALCO HLDG CO COM	07/22/2009	10/04/2011	20,203.27	10,598.72	9,604.55
886. NETFLIX INC COM	VAR	03/02/2011	181,311.89	12,514.00	168,797.89
617. NETFLIX INC COM	VAR	04/07/2011	145,660.90	1,803.09	143,857.81
1670. NETFLIX INC COM	VAR	09/15/2011	301,059.14	21,050.45	280,008.69
110. NEXTERA ENERGY INC COM	VAR	01/21/2011	5,970.56	5,767.41	203.15
40. NIKE INC CL B	VAR	07/06/2011	3,685.29	1,690.05	1,995.24
165. NORTHEAST UTILITIES COM	11/03/2009	05/10/2011	5,907.00	3,735.37	2,171.63
30. NORTHEAST UTILITIES COM	11/03/2009	05/11/2011	1,068.89	679.16	389.73
18. NORTHEAST UTILITIES COM	11/03/2009	05/11/2011	640.51	407.50	233.01
12. NORTHEAST UTILITIES COM	11/03/2009	05/11/2011	425.99	271.66	154.33
200000. OLD DOMINION ELEC COOP BD 2001 SER A 6.25% DTD 09/28	12/01/2004	06/01/2011	200,000.00	219,478.00	-19,478.00
Totals					

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STATEMENT 10

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
73. PEPSICO INC COM	05/12/2008	11/29/2011	4,648.68	4,913.84	-265.16
20. PRECISION CASTPARTS CORP	07/15/2010	09/16/2011	3,412.49	2,189.89	1,222.60
6. PRICELINE COM INC COM NEW	07/22/2009	04/28/2011	3,260.96	725.74	2,535.22
12. PRICELINE COM INC COM NEW	07/22/2009	06/22/2011	5,816.56	1,451.49	4,365.07
327. ROBERT HALF INTL INC COM	VAR	06/22/2011	8,676.87	9,113.05	-436.18
185. STEC INC COM	11/12/2009	07/29/2011	1,855.22	2,503.42	-648.20
55. STRYKER CORP COM	03/03/2009	03/11/2011	3,459.80	1,830.38	1,629.42
21. TJX COS INC NEW COM	08/09/2010	09/28/2011	1,219.55	899.84	319.71
29. TJX COS INC NEW COM	08/09/2010	09/28/2011	1,688.49	1,242.63	445.86
70. TIME WARNER CABLE INC COM	03/24/2010	04/19/2011	5,044.35	3,486.61	1,557.74
105000. US TREASURY NOTE 4.750%					
DTT 05/15/04 DUE 05/15/2011	07/27/2004	01/20/2011	117,168.98	106,205.86	10,963.12
65. UNITEDHEALTH GROUP INC COM	04/15/2010	06/21/2011	3,378.61	2,029.16	1,349.45
25. VF CORP COM	05/19/2006	08/19/2011	2,659.90	1,557.02	1,102.88
5. VF CORP COM	05/19/2006	09/28/2011	647.55	311.40	336.15
5. VF CORP COM	05/19/2006	09/29/2011	645.23	311.40	333.83
9. VF CORP COM	VAR	10/07/2011	1,168.17	558.93	609.24
6. VF CORP COM	05/17/2006	10/07/2011	782.89	368.87	414.02
95. WALGREEN CO COM	VAR	01/20/2011	3,952.17	3,088.67	863.50
90. WALGREEN CO COM	07/01/2008	09/20/2011	3,334.98	2,904.63	430.35
330. WESTERN UN CO COM	VAR	06/13/2011	6,510.28	5,202.08	1,308.20
520. WESTERN UN CO COM	07/22/2009	06/22/2011	10,269.85	9,281.06	988.79
65. ACCENTURE PLC CLASS A					
ORDINARY SHARES	03/31/2006	05/23/2011	3,669.43	1,955.28	1,714.15
110. CHECK POINT SOFTWARE TECH	VAR	07/06/2011	6,361.78	3,482.16	2,879.62
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3290250.00	2859300.00	430,950.00
Totals			3290250.00	2859300.00	430,950.00

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					13,846.	
70,938.		ATLANTIC TRUST - SEE STMT 82,209.					VARIOUS -11,271.	VARIOUS
3,290,250.		ATLANTIC TRUST - SEE STMT 2,859,300.					VARIOUS 430,950.	VARIOUS
21,821.		RUANE, CUNNIFF & GOLDFARB - SEE STMT 21,268.					VARIOUS 553.	VARIOUS
47,758.		RUANE, CUNNIFF & GOLDFARB - SEE STMT 14,699.					VARIOUS 33,059.	VARIOUS
100,000.		100,000 UNITS - U.S. TREASURY BILLS 99,981.					10/07/2010 19.	01/06/2011
250,000.		250,000 UNITS - U.S. TREASURY BILLS 249,937.					12/10/2010 63.	03/10/2011
100,000.		100,000 UNITS - U.S. TREASURY BILLS 99,976.					01/07/2011 24.	04/07/2011
349,982.		350,000 UNITS - U.S. TREASURY BILLS 349,989.					04/12/2011 -7.	05/25/2011
6,520.		266 SHS LAZARD LTD 8,897.					VARIOUS -2,377.	09/09/2011
TOTAL GAIN(LOSS)							<u>464,859.</u>	

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**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 ☒ **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**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions

THE POSS FAMILY FOUNDATION

C/O DR. ELLEN M. POSS

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 filer's identifying number, see instructions

Employer identification number (EIN) or

☒ 04-3412829

Social security number (SSN)

☐Enter the Return code for the return that this application is for (file a separate application for each return)

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	01	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, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 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 \$	15,297.
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 \$	5,297.
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 \$	10,000.

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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2012)