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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: SAMANTHA, BECKY, MARK FOUNDATION

A Employer identification number: 26-3403705

Number and street (or P O box number if mail is not delivered to street address): THIRD ROCK VENTURES LLC, 29 NEWBURY ST. | Room/suite: 3RD FL

B Telephone number: 617-292-8400

City or town, state, and ZIP code: BOSTON, MA 02116

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 9,377,100.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	6,800.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,629.	22,629.		STATEMENT 1
	4 Dividends and interest from securities	296,819.	296,819.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	221,779.			
	b Gross sales price for all assets on line 6a 5,431,022.				
	7 Capital gain net income (from Part IV, line 2)		221,779.		
	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)				
	11 Other income	267.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	548,294.	541,227.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	150.	0.		0.
	b Accounting fees STMT 5	6,800.	0.		0.
	c Other professional fees STMT 6	59,418.	59,418.		0.
	17 Interest				
	18 Taxes STMT 7	3,397.	3,397.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	64,932.	0.		240.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	134,697.	62,815.		240.
	25 Contributions, gifts, grants paid	848,200.			848,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	982,897.	62,815.		848,440.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-434,603.			
	b **Net investment income** (if negative, enter -0-)		478,412.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,187.	1,865.	1,865.
	2 Savings and temporary cash investments	607,865.	155,874.	155,874.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S and state government obligations STMT 9	4,207,816.	3,588,327.	3,726,712.
	b Investments - corporate stock STMT 10	1,717,964.	1,834,547.	2,205,740.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,676,370.	3,188,140.	3,276,063.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	0.	10,846.	10,846.
	16 **Total assets** (to be completed by all filers)	9,214,202.	8,779,599.	9,377,100.
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			
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,214,202.	8,779,599.	
	30 **Total net assets or fund balances**	9,214,202.	8,779,599.	
	31 **Total liabilities and net assets/fund balances**	9,214,202.	8,779,599.	

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	9,214,202.
2	Enter amount from Part I, line 27a	2	-434,603.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,779,599.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,779,599.

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				
b	SEE ATTACHED STATEMENT			
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	5,431,022.		5,209,243.	221,779.

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				221,779.

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 — 221,779.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	801,579.	10,211,498.	.078498
2009	531,437.	10,221,978.	.051990
2008	100,000.	9,892,878.	.010108
2007			
2006			

2	Total of line 1, column (d)	2	.140596
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	.046865
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,894,420.
5	Multiply line 4 by line 3	5	463,702.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,784.
7	Add lines 5 and 6	7	468,486.
8	Enter qualifying distributions from Part XII, line 4	8	848,440.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	4,784.
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	0.
3 Add lines 1 and 2			3	4,784.
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	4,784.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,247.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	9,747.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	4.
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	4,959.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,959. **Refunded** ▶			11	0.

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 instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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)*

			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 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	X	

Website address ▶ N/A

14 The books are in care of ▶ ANDREW KYRIACOU Telephone no ▶617-292-8400

Located at ▶125 HIGH STREET, 16TH FLOOR, BOSTON, MA ZIP+4 ▶02110

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 N/A

			Yes	No
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?	16		X
	See 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.

				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)?	N/A	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 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	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

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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK J. LEVIN C/O THIRD ROCK VENT., 29 NEWBURY ST BOSTON, MA 02116	TRUSTEE 2.00	0.	0.	0.
BECKY RUHMANN LEVIN C/O THIRD ROCK VENT., 29 NEWBURY ST BOSTON, MA 02116	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS 125 HIGH STREET #1700, BOSTON, MA 02110	INVESTMENT SERVICES	59,418.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	9,725,815.
b	Average of monthly cash balances		1b	319,281.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,045,096.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,045,096.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	150,676.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	9,894,420.
6	**Minimum investment return.** Enter 5% of line 5		6	494,721.

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	494,721.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 4,784.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,784.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	489,937.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	489,937.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	489,937.

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	848,440.
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	
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	848,440.
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	5	4,784.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	843,656.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					489,937.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010	268,981.				
f Total of lines 3a through e		268,981.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 848,440.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					489,937.
e Remaining amount distributed out of corpus		358,503.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		627,484.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		627,484.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	268,981.				
e Excess from 2011	358,503.				

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
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 instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 13

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 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				
PERSONALIZED MEDICINE COALITION 1225 NEW YORK AVENUE, NW, SUITE 450 WASHINGTON, DC 20005	N/A	501(C)(3)	GENERAL	18,200.
PRIZE 4 LIFE, INC. 10 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	N/A	501(C)(3)	GENERAL	7,500.
THE SCHWARTZ CENTER FOR COMPASSIONATE HEALTHCARE 205 PORTLAND STREET, 6TH FLOOR BOSTON, MA 02114	N/A	501(C)(3)	GENERAL	100,000.
THE POSSIBLE PROJECT F.K.A UPSTART INC ~~16 BOARDMAN AVENUE~~ 955 Massachusetts Ave ~~MANCHESTER, MA 01944~~ Cambridge MA 02139	N/A	501(C)(3)	GENERAL	700,000.
KINGLEY MONTESSORI SCHOOL 30 FAIRFIELD STREET BOSTON, MA 02116	N/A	501(C)(3)	GENERAL	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	848,200.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	22,629.	
4 Dividends and interest from securities			14	296,819.	
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			14	267.	
8 Gain or (loss) from sales of assets other than inventory			14	221,779.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		541,494.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 541,494.

(See worksheet in line 13 instructions 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)

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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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: 6/22/12 — Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WTAS LLC		6/4/12		P01052054

Firm's name ▶ WTAS LLC — Firm's EIN ▶ 33-1197384

Firm's address ▶ 125 HIGH STREET, 16TH FLOOR BOSTON, MA 02110 — Phone no. (617) 292-8400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ART FOR THE CURE BOSTON 89 SOUTH STREET #LI01 BOSTON, MA 02111	N/A	501(C)(3)	GENERAL	20,000.
Total from continuation sheets				20,000.

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	GOLDMAN SACHS 59658 - SEE ATTACHED STATEMENT	P	VARIOUS	
b	GOLDMAN SACHS 59658 - SEE ATTACHED STATEMENT	P	VARIOUS	
c	GOLDMAN SACHS 59659 - SEE ATTACHED STATEMENT	P	VARIOUS	
d	GOLDMAN SACHS 59659 - SEE ATTACHED STATEMENT	P	VARIOUS	
e	GOLDMAN SACHS 59664 - SEE ATTACHED STATEMENT	P	VARIOUS	
f	GOLDMAN SACHS 59664 - SEE ATTACHED STATEMENT	P	VARIOUS	
g	GOLDMAN SACHS 59664 - FX LOSS	P	VARIOUS	
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	25,479.		22,707.	2,772.
b	178,405.		134,848.	43,557.
c	344,273.		348,465.	-4,192.
d	339,953.		256,853.	83,100.
e	904,641.		908,485.	-3,844.
f	2,550,409.		2,449,030.	101,379.
g	1,086,573.		1,088,855.	-2,282.
h	1,289.			1,289.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				2,772.
b				43,557.
c				-4,192.
d				83,100.
e				-3,844.
f				101,379.
g				-2,282.
h				1,289.
i				
j				
k				
l				
m				
n				
o				

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	221,779.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(366 53)	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	3,138 28	Net NonCovered Long-Term Gains (Losses)	43,557 02		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**2,771.75**	**Total Long-Term Gains (Losses)**	**43,557.02**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
WALGREEN CO CMN (931422109)	06/22/2011	07/21/2011	135.00	5,513 32	0 00	5,790 58	(277 26)
ASSURANT, INC. CMN (04621X108)	01/28/2011	11/14/2011	59.00	2,264 35	0.00	2,353 62	(89 27)
Net Covered Short-Term Gains (Losses)				**7,777.67**	**0.00**	**8,144.20**	**(366.53)**
NonCovered Short-Term Gains (Losses)							
KLA-TENCOR CORPORATION CMN (482480100)	01/28/2010	01/25/2011	94.00	4,082.99	0.00	2,753.20	1,329.79
KLA-TENCOR CORPORATION CMN (482480100)	04/19/2010	02/11/2011	108.00	5,042.75	0.00	3,615 84	1,426.91
ASSURANT, INC. CMN (04621X108)	11/18/2010	11/04/2011	138.00	5,313.30	0.00	4,913 83	399 48
ASSURANT, INC. CMN (04621X108)	11/18/2010	11/14/2011	6.00	230.27	0.00	213 65	16 63
ASSURANT, INC CMN (04621X108)	12/13/2010	11/14/2011	79 00	3,031 93	0 00	3,066 46	(34 53)
Net NonCovered Short-Term Gains (Losses)				**17,701.24**	**0.00**	**14,562.98**	**3,138.28**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
KIMBERLY CLARK CORP CMN (494368103)	12/02/2008	01/07/2011	6.00	377.58	0.00	332 25	45.33

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds 5	Total Accretion (Amortization)	Cost Basis 4	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
KIMBERLY CLARK CORP CMN (494368103)	02/03/2009	01/07/2011	33.00	2,076 68	0.00	1,673.56	403.13
KLA-TENCOR CORPORATION CMN (482480100)	04/02/2009	01/14/2011	11.00	463 96	0.00	233.67	230.29
KLA-TENCOR CORPORATION CMN (482480100)	12/02/2008	01/14/2011	34.00	1,434.06	0 00	599 49	834 57
KLA-TENCOR CORPORATION CMN (482480100)	03/03/2009	01/14/2011	64.00	2,699.40	0.00	1,032.32	1,667.08
KLA-TENCOR CORPORATION CMN (482480100)	02/03/2009	01/14/2011	82.00	3,458.61	0.00	1,583.42	1,875.19
DOMINION RESOURCES, INC. CMN (25746U109)	10/02/2009	01/18/2011	2.00	86 00	0.00	66.92	19.08
DOMINION RESOURCES, INC. CMN (25746U109)	09/02/2009	01/18/2011	29.00	1,246 99	0.00	950 91	296 08
DOMINION RESOURCES, INC CMN (25746U109)	11/03/2009	01/19/2011	41 00	1,764 51	0 00	1,423 11	341 40
DOMINION RESOURCES, INC CMN (25746U109)	10/02/2009	01/19/2011	56 00	2,410 06	0 00	1,873.76	536 30
APACHE CORP. CMN (037411105)	02/03/2009	01/20/2011	46.00	5,695.63	0.00	3,414 15	2,281 48
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	02/03/2009	01/20/2011	19 00	762 61	0 00	550 81	211 80
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	12/02/2008	01/20/2011	124.00	4,977 05	0 00	2,498 39	2,478 66
KLA-TENCOR CORPORATION CMN (482480100)	10/02/2009	01/25/2011	5 00	217.18	0 00	169 20	47 98
KLA-TENCOR CORPORATION CMN (482480100)	09/02/2009	01/25/2011	7.00	304.05	0.00	212.80	91.25
KLA-TENCOR CORPORATION CMN (482480100)	04/02/2009	01/25/2011	17.00	738.41	0.00	361.12	377.29
KLA-TENCOR CORPORATION CMN (482480100)	06/02/2009	01/25/2011	25.00	1,085 90	0.00	724.83	361 07
KLA-TENCOR CORPORATION CMN (482480100)	07/02/2009	01/25/2011	54.00	2,345 55	0.00	1,395.90	949 65
KLA-TENCOR CORPORATION CMN (482480100)	11/03/2009	01/25/2011	66.00	2,866 78	0.00	2,063 16	803 62
APACHE CORP CMN (037411105)	02/03/2009	01/31/2011	25 00	2,940 93	0.00	1,855.52	1,085 41
APACHE CORP CMN (037411105)	03/03/2009	01/31/2011	33 00	3,882 02	0 00	1,760 49	2,121 53
APACHE CORP CMN (037411105)	03/03/2009	02/04/2011	45.00	5,300 16	0 00	2,400 67	2,899 49
FLUOR CORPORATION CMN (343412102)	07/02/2009	02/11/2011	8.00	578 61	0.00	383 68	194 93
FLUOR CORPORATION CMN (343412102)	05/04/2009	02/11/2011	13 00	940 25	0.00	527 53	412 72
FLUOR CORPORATION CMN (343412102)	04/02/2009	02/11/2011	16.00	1,157.23	0.00	595 53	561.70
FLUOR CORPORATION CMN (343412102)	03/03/2009	02/11/2011	25.00	1,808.17	0.00	775 50	1,032 67

4 Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

5 Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
FLUOR CORPORATION CMN (343412102)	12/02/2008	02/11/2011	30 00	2,169 80	0.00	1,288 50	881 30
FLUOR CORPORATION CMN (343412102)	02/03/2009	02/11/2011	34.00	2,459 11	0.00	1,276.85	1,182 26
KLA-TENCOR CORPORATION CMN (482480100)	01/28/2010	02/11/2011	150.00	7,003 83	0.00	4,393 40	2,610 43
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	12/02/2008	02/15/2011	86.00	7,570.52	0 00	5,816.01	1,754.51
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	04/02/2009	04/26/2011	9 00	816 29	0.00	344 29	472.00
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	05/04/2009	04/26/2011	17.00	1,541.89	0.00	706.54	835 35
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	07/02/2009	04/26/2011	27 00	2,448 88	0.00	1,084 86	1,364 02
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	11/03/2009	04/26/2011	27.00	2,448 88	0 00	1,513.62	935 26
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	06/02/2009	04/26/2011	28 00	2,539 58	0.00	1,206 80	1,332 78
ALLIANCE DATA SYSTEMS CORPORAT CMN (018581108)	03/03/2009	04/26/2011	54.00	4,897 76	0.00	1,487.16	3,410.60
WAL MART STORES INC CMN (931142103)	07/02/2009	06/15/2011	147 00	7,684 76	0.00	7,043 08	641 68
PFIZER INC. CMN (717081103)	02/03/2009	06/16/2011	139.00	2,809 08	0 00	2,093 20	715 88
PFIZER INC. CMN (717081103)	12/02/2008	06/16/2011	164.00	3,314.31	0.00	2,546 92	767.39
WAL MART STORES INC CMN (931142103)	08/04/2009	06/20/2011	13.00	688 33	0.00	645 45	42 88
WAL MART STORES INC CMN (931142103)	07/02/2009	06/20/2011	48.00	2,541.54	0.00	2,299 78	241.76
WAL MART STORES INC CMN (931142103)	08/20/2009	06/20/2011	52.00	2,753.33	0.00	2,686 06	67 27
WAL MART STORES INC CMN (931142103)	09/02/2009	06/22/2011	11.00	584.53	0.00	560.89	23.64
WAL MART STORES INC CMN (931142103)	08/20/2009	06/22/2011	20.00	1,062 79	0.00	1,033 10	29 69
WAL MART STORES INC CMN (931142103)	11/03/2009	06/22/2011	27 00	1,434 76	0.00	1,355 40	79 36
WAL MART STORES INC CMN (931142103)	10/02/2009	06/22/2011	48 00	2,550 68	0.00	2,352 00	198 68
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	02/03/2009	07/15/2011	27.00	1,403 41	0.00	782.73	620 68
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	03/03/2009	07/15/2011	85.00	4,418 15	0.00	1,544.45	2,873 70
MC DONALDS CORP CMN (580135101)	12/02/2008	08/04/2011	1.00	85 07	0 00	57 00	28 07
MC DONALDS CORP CMN (580135101)	02/03/2009	08/04/2011	13.00	1,105.87	0.00	748 80	357 07
THE BANK OF NY MELLON CORP CMN (064058100)	02/03/2009	08/05/2011	10 00	227.44	0 00	269 30	(41 86)

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
THE BANK OF NY MELLON CORP CMN (064058100)	03/03/2009	08/05/2011	38.00	864 26	0 00	856 14	8 12
THE BANK OF NY MELLON CORP CMN (064058100)	04/02/2009	08/05/2011	42.00	955.24	0.00	1,226.13	(270 89)
THE BANK OF NY MELLON CORP CMN (064058100)	12/02/2008	08/05/2011	73.00	1,660 30	0.00	1,909.15	(248.85)
RAYTHEON CO CMN (755111507)	09/24/2009	08/08/2011	120.00	4,824.32	0 00	5,699.13	(874 81)
THE BANK OF NY MELLON CORP CMN (064058100)	07/02/2009	08/08/2011	12.00	258 74	0.00	340.08	(81.34)
THE BANK OF NY MELLON CORP CMN (064058100)	04/02/2009	08/08/2011	21.00	452 80	0.00	613.07	(160.27)
THE BANK OF NY MELLON CORP CMN (064058100)	09/02/2009	08/08/2011	29 00	625 30	0 00	816 65	(191 35)
THE BANK OF NY MELLON CORP CMN (064058100)	08/04/2009	08/08/2011	35 00	754 67	0.00	979 30	(224 63)
THE BANK OF NY MELLON CORP CMN (064058100)	06/02/2009	08/08/2011	45.00	970 29	0 00	1,244 03	(273 74)
THE BANK OF NY MELLON CORP CMN (064058100)	10/02/2009	08/08/2011	50.00	1,078 10	0 00	1,402 00	(323 90)
THE BANK OF NY MELLON CORP CMN (064058100)	05/04/2009	08/08/2011	62.00	1,336 84	0.00	1,664.87	(328.03)
THE BANK OF NY MELLON CORP CMN (064058100)	11/03/2009	08/08/2011	64 00	1,379 97	0.00	1,705 66	(325 70)
RAYTHEON CO CMN (755111507)	10/02/2009	08/09/2011	20.00	801.52	0.00	922.20	(120.68)
RAYTHEON CO CMN (755111507)	11/03/2009	08/09/2011	32.00	1,282.44	0.00	1,452 38	(169 95)
RAYTHEON CO CMN (755111507)	09/24/2009	08/09/2011	130 00	5,209 89	0 00	6,174 05	(964 16)
JPMORGAN CHASE & CO CMN (46625H100)	12/11/2009	09/26/2011	317.00	9,541 07	0.00	12,978.97	(3,437 90)
ABBOTT LABORATORIES CMN (002824100)	02/03/2009	09/30/2011	23.00	1,181 82	0 00	1,284.09	(102 27)
ABBOTT LABORATORIES CMN (002824100)	12/02/2008	09/30/2011	75.00	3,853 76	0 00	3,792 75	61 01
GENERAL MILLS INC CMN (370334104)	12/02/2008	10/06/2011	36 00	1,367 46	0.00	1,102 14	265 32
EXXON MOBIL CORPORATION CMN (30231G102)	05/21/2010	10/27/2011	67.00	5,431 47	0.00	4,026 30	1,405 17
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/02/2008	10/27/2011	71.00	6,732 29	0 00	3,379 93	3,352 37
ANADARKO PETROLEUM CORP CMN (032511107)	02/03/2009	11/08/2011	39 00	3,265 06	0 00	1,448 85	1,816 21
APACHE CORP CMN (037411105)	03/03/2009	12/20/2011	11 00	977 49	0.00	586 83	390 66
APACHE CORP. CMN (037411105)	06/02/2009	12/20/2011	11.00	977 49	0.00	942.70	34.79
APACHE CORP. CMN (037411105)	04/02/2009	12/20/2011	24.00	2,132.70	0.00	1,661.60	471.10

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
APACHE CORP CMN (037411105)	05/04/2009	12/20/2011	26.00	2,310.42	0.00	2,043.78	266 64
Net NonCovered Long-Term Gains (Losses)				**178,404.68**	**0.00**	**134,847.66**	**43,557.02**

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Tax Year 2011 | Account No 010-59659-1 | Legal Name SAMANTHA, BECKY, MARK

REALIZED GAINS AND LOSSES

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REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(11,461 16)	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	7,268 78	Net NonCovered Long-Term Gains (Losses)	83,099 29		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(4,192.38)**	**Total Long-Term Gains (Losses)**	**83,099.29**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
DOLBY LABORATORIES, INC CMN CLASS A (25659T107)	01/03/2011	03/01/2011	86 00	4,330.52	0 00	5,856 60	(1,526.08)
DOLBY LABORATORIES, INC. CMN CLASS A (25659T107)	01/27/2011	03/01/2011	112 00	5,639.75	0 00	6,942 15	(1,302.40)
PRAXAIR, INC CMN SERIES (74005P104)	01/07/2011	05/11/2011	50 00	5,178.13	0.00	4,701 54	476 59
NIKE CLASS-B CMN CLASS B (654106103)	04/07/2011	07/05/2011	127.00	11,652 57	0.00	9,912 09	1,740.48
JUNIPER NETWORKS, INC. CMN (48203R104)	04/27/2011	08/03/2011	73.00	1,685.74	0 00	2,844 54	(1,158.80)
JUNIPER NETWORKS, INC CMN (48203R104)	05/11/2011	08/03/2011	103.00	2,378.51	0 00	3,955 96	(1,577.45)
ADOBE SYSTEMS INC CMN (00724F101)	05/11/2011	08/11/2011	62 00	1,449.56	0.00	2,183 75	(734.19)
OMNICOM GROUP CMN (681919106)	01/07/2011	08/11/2011	109.00	4,334.41	0.00	5,126.36	(791.95)
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	05/20/2011	08/11/2011	70.00	3,757.03	0 00	4,809 40	(1,052 37)
WPP PLC ADR CMN (92933H101)	02/16/2011	09/07/2011	62.00	3,030.09	0 00	4,224 17	(1,194 08)
WPP PLC ADR CMN (92933H101)	04/21/2011	09/07/2011	70 00	3,421 07	0 00	4,353.65	(932 58)
WPP PLC ADR CMN (92933H101)	02/17/2011	09/07/2011	117.00	5,718 08	0 00	7,930 01	(2,211 93)
WPP PLC ADR CMN (92933H101)	02/22/2011	09/07/2011	171.00	8,357 19	0.00	11,597 34	(3,240 15)
INVESCO LTD CMN (G491BT108)	01/11/2011	09/27/2011	261.00	4,454 42	0 00	6,500 52	(2,046 10)
NIKE CLASS-B CMN CLASS B (654106103)	04/07/2011	10/11/2011	23.00	2,062.91	0.00	1,795.10	267.81
NIKE CLASS-B CMN CLASS B (654106103)	04/27/2011	10/11/2011	40 00	3,587.68	0.00	3,211.76	375 92

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (25470F104)	01/06/2011	11/18/2011	79.00	3,208 44	0 00	3,181.77	26 67
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (25470F104)	01/07/2011	11/28/2011	2.00	80 60	0 00	80.09	0 52
DISCOVERY COMMUNICATIONS, INC CMN SERIES A (25470F104)	01/06/2011	11/28/2011	126 00	5,078 07	0.00	5,074.72	3 35
STARBUCKS CORP. CMN (855244109)	08/10/2011	12/14/2011	150.00	6,435.61	0.00	5,306 01	1,129.60
YUM BRANDS, INC CMN (988498101)	07/29/2011	12/14/2011	182.00	10,443 51	0.00	9,645.71	797.80
YUM BRANDS, INC. CMN (988498101)	08/03/2011	12/20/2011	34.00	1,981.17	0.00	1,716.80	264 38
YUM BRANDS, INC CMN (988498101)	07/29/2011	12/20/2011	42 00	2,447.33	0.00	2,225 93	221 40
NIKE CLASS-B CMN CLASS B (654106103)	04/27/2011	12/21/2011	36 00	3,490 67	0.00	2,890 58	600 09
NIKE CLASS-B CMN CLASS B (654106103)	06/28/2011	12/21/2011	42.00	4,072 45	0.00	3,670 14	402 31
Net Covered Short-Term Gains (Losses)				**108,275.51**	**0.00**	**119,736.69**	**(11,461.16)**
NonCovered Short-Term Gains (Losses)							
TARGET CORPORATION CMN (87612E106)	04/08/2010	01/06/2011	142 00	7,862 02	0 00	7,910 15	(48 13)
TARGET CORPORATION CMN (87612E106)	01/07/2010	01/06/2011	192.00	10,630 34	0.00	9,625 40	1,004 94
C.H. ROBINSON WORLDWIDE INC. CMN (12541W209)	04/21/2010	01/07/2011	182.00	14,473.77	0.00	10,940 40	3,533 37
PRICELINE.COM INC CMN (741503403)	02/01/2010	01/26/2011	21.00	8,861 06	0.00	4,247 27	4,613 79
DANONE SPONSORED ADR CMN (23636T100)	11/01/2010	01/28/2011	856 00	10,238 50	0.00	10,948.58	(710 08)
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (641069406)	06/28/2010	01/28/2011	136.00	7,460.39	0 00	6,632.69	827 70
STATE STREET CORPORATION (NEW) CMN (857477103)	08/03/2010	02/09/2011	182.00	8,513 07	0 00	7,268.52	1,244 55
DOLBY LABORATORIES, INC CMN CLASS A (25659T107)	12/10/2010	02/28/2011	27.00	1,368 26	0.00	1,817 28	(449 02)
DOLBY LABORATORIES, INC CMN CLASS A (25659T107)	12/10/2010	03/01/2011	56 00	2,819 88	0 00	3,769 16	(949 29)
OMNICOM GROUP CMN (681919106)	10/28/2010	03/07/2011	108 00	5,273 57	0 00	4,741 11	532.46
PRAXAIR, INC CMN SERIES (74005P104)	06/08/2010	03/28/2011	94 00	9,392 26	0 00	7,116.34	2,275 92
MC DONALDS CORP CMN (580135101)	05/07/2010	04/06/2011	155.00	11,872 44	0 00	10,525 12	1,347 32
INTUITIVE SURGICAL, INC. CMN (46120E602)	05/07/2010	04/07/2011	17 00	6,250 21	0.00	5,506.58	743.63

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
MC DONALDS CORP CMN (580135101)	05/07/2010	04/07/2011	10.00	760 89	0.00	679 04	81.85
MC DONALDS CORP CMN (580135101)	05/21/2010	04/07/2011	70.00	5,326 20	0.00	4,697.54	628.66
MC DONALDS CORP CMN (580135101)	05/17/2010	04/07/2011	165.00	12,554.62	0 00	11,561.32	993 30
C H ROBINSON WORLDWIDE INC CMN (12541W209)	04/21/2010	04/18/2011	37.00	2,785.33	0.00	2,224 15	561 18
C H. ROBINSON WORLDWIDE INC. CMN (12541W209)	04/23/2010	04/18/2011	43 00	3,237.01	0.00	2,639 85	597.16
PRAXAIR, INC CMN SERIES (74005P104)	06/09/2010	04/21/2011	5.00	530 61	0.00	384.48	146 14
PRAXAIR, INC CMN SERIES (74005P104)	06/08/2010	04/21/2011	27 00	2,865 32	0.00	2,044 05	821 26
PRAXAIR, INC CMN SERIES (74005P104)	06/09/2010	04/27/2011	68 00	7,141 54	0.00	5,228 91	1,912 63
PRAXAIR, INC CMN SERIES (74005P104)	06/09/2010	05/02/2011	7 00	738 33	0.00	538 27	200 06
PRAXAIR, INC CMN SERIES (74005P104)	06/15/2010	05/02/2011	57.00	6,012 14	0.00	4,475.95	1,536 19
PRAXAIR, INC CMN SERIES (74005P104)	06/15/2010	05/11/2011	64 00	6,628 00	0 00	5,025 62	1,602 38
ROVI CORPORATION CMN (779376102)	12/23/2010	06/22/2011	66 00	3,676 99	0 00	3,713.95	(36 95)
ROVI CORPORATION CMN (779376102)	12/09/2010	06/22/2011	98.00	5,459 78	0.00	5,706.22	(246 44)
JUNIPER NETWORKS, INC CMN (48203R104)	11/16/2010	07/29/2011	65 00	1,530 13	0.00	2,193 31	(663 18)
JUNIPER NETWORKS, INC. CMN (48203R104)	10/20/2010	07/29/2011	192.00	4,519.77	0.00	6,198 68	(1,678.92)
JUNIPER NETWORKS, INC. CMN (48203R104)	10/13/2010	07/29/2011	328.00	7,721.27	0.00	10,400.78	(2,679 51)
JUNIPER NETWORKS, INC. CMN (48203R104)	11/16/2010	08/03/2011	194.00	4,479 91	0.00	6,546.18	(2,066 27)
JUNIPER NETWORKS, INC CMN (48203R104)	11/24/2010	08/03/2011	224 00	5,172 68	0 00	7,706 68	(2,534 00)
C H ROBINSON WORLDWIDE INC. CMN (12541W209)	10/19/2010	08/10/2011	142 00	9,104 46	0.00	10,162 98	(1,058 52)
OMNICOM GROUP CMN (681919106)	10/28/2010	08/10/2011	90.00	3,605 57	0.00	3,950 93	(345 36)
OMNICOM GROUP CMN (681919106)	12/03/2010	08/10/2011	112 00	4,486 93	0 00	5,247 73	(760 79)
OMNICOM GROUP CMN (681919106)	11/04/2010	08/10/2011	117.00	4,687 24	0 00	5,427 56	(740 32)
ADOBE SYSTEMS INC CMN (00724F101)	09/22/2010	08/11/2011	214 00	5,003 31	0.00	5,606 07	(602 77)
OMNICOM GROUP CMN (681919106)	12/03/2010	08/11/2011	28.00	1,113 43	0.00	1,311.93	(198 51)
OMNICOM GROUP CMN (681919106)	12/06/2010	08/11/2011	141 00	5,606 90	0.00	6,704 80	(1,097.91)

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (25470F104)	12/07/2010	09/12/2011	109 00	4,104 97	0.00	4,704 94	(599 97)
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (25470F104)	12/22/2010	11/16/2011	53 00	2,211 20	0.00	2,268 93	(57 73)
DISCOVERY COMMUNICATIONS, INC CMN SERIES A (25470F104)	12/07/2010	11/16/2011	153 00	6,383.28	0.00	6,604.19	(220 91)
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (25470F104)	12/22/2010	11/18/2011	87.00	3,533.34	0.00	3,724.48	(191.13)
Net NonCovered Short-Term Gains (Losses)				**235,996.92**	**0.00**	**228,728.12**	**7,268.78**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
PEPSICO INC CMN (713448108)	12/02/2008	01/03/2011	14 00	921 28	0.00	754 04	167 24
PEPSICO INC CMN (713448108)	03/03/2009	01/03/2011	33 00	2,171.58	0 00	1,568 27	603 31
PEPSICO INC CMN (713448108)	02/03/2009	01/03/2011	62.00	4,079 94	0.00	3,095.66	984 28
NOVO-NORDISK A/S ADR ADR CMN (670100205)	07/02/2009	01/04/2011	7.00	797.60	0.00	381 75	415.85
NOVO-NORDISK A/S ADR ADR CMN (670100205)	06/02/2009	01/04/2011	26.00	2,962.51	0.00	1,352.52	1,609.99
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	07/30/2009	01/04/2011	54.00	3,749.40	0 00	1,863 47	1,885 93
TARGET CORPORATION CMN (87612E106)	12/15/2009	01/06/2011	62.00	3,432.71	0 00	2,956 61	476.10
TARGET CORPORATION CMN (87612E106)	12/21/2009	01/06/2011	186 00	10,298.14	0.00	9,143 31	1,154 83
NOVO-NORDISK A/S ADR ADR CMN (670100205)	10/02/2009	01/14/2011	5 00	551 74	0.00	314 30	237.44
NOVO-NORDISK A/S ADR ADR CMN (670100205)	09/02/2009	01/14/2011	18 00	1,986 28	0.00	1,091 07	895 21
NOVO-NORDISK A/S ADR ADR CMN (670100205)	08/04/2009	01/14/2011	21.00	2,317 32	0 00	1,236.69	1,080 63
NOVO-NORDISK A/S ADR ADR CMN (670100205)	07/02/2009	01/14/2011	30 00	3,310 46	0 00	1,636 06	1,674 40
NOVO-NORDISK A/S ADR ADR CMN (670100205)	10/02/2009	01/18/2011	34 00	3,942 86	0.00	2,137 27	1,805 60
NOVO-NORDISK A/S ADR ADR CMN (670100205)	11/03/2009	01/18/2011	38.00	4,406.73	0.00	2,386 02	2,020.71
PRICELINE COM INC CMN (741503403)	01/21/2010	01/26/2011	1.00	421.96	0 00	207 44	214.51

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Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
CELGENE CORPORATION CMN (151020104)	02/03/2009	02/03/2011	67.00	3,361 70	0.00	3,567.67	(205 97)
CELGENE CORPORATION CMN (151020104)	12/02/2008	02/03/2011	176.00	8,830 73	0.00	8,629.72	201 01
STATE STREET CORPORATION (NEW) CMN (857477103)	06/02/2009	02/08/2011	26.00	1,227 85	0.00	1,204 58	23 27
STATE STREET CORPORATION (NEW) CMN (857477103)	07/02/2009	02/08/2011	31 00	1,463.97	0.00	1,455.21	8 77
STATE STREET CORPORATION (NEW) CMN (857477103)	05/19/2009	02/08/2011	72.00	3,400 19	0.00	3,116 59	283 61
STATE STREET CORPORATION (NEW) CMN (857477103)	06/17/2009	02/08/2011	76.00	3,589 09	0.00	3,472.33	116 76
STATE STREET CORPORATION (NEW) CMN (857477103)	06/05/2009	02/08/2011	112.00	5,289 19	0.00	5,344 81	(55 62)
STATE STREET CORPORATION (NEW) CMN (857477103)	07/02/2009	02/09/2011	21.00	982 28	0.00	985 78	(3.51)
STATE STREET CORPORATION (NEW) CMN (857477103)	09/02/2009	02/09/2011	22.00	1,029 05	0.00	1,104.40	(75 35)
STATE STREET CORPORATION (NEW) CMN (857477103)	08/04/2009	02/09/2011	23 00	1,075 83	0.00	1,204.28	(128 45)
STATE STREET CORPORATION (NEW) CMN (857477103)	10/02/2009	02/09/2011	45 00	2,104 88	0 00	2,292 51	(187 63)
STATE STREET CORPORATION (NEW) CMN (857477103)	11/03/2009	02/09/2011	45.00	2,104 88	0.00	1,906 20	198 68
PEPSICO INC CMN (713448108)	03/03/2009	02/16/2011	3.00	192.16	0.00	142 57	49.59
PEPSICO INC CMN (713448108)	09/02/2009	02/16/2011	10.00	640.54	0.00	560.00	80 54
PEPSICO INC CMN (713448108)	08/04/2009	02/16/2011	12.00	768 65	0.00	692.16	76.49
PEPSICO INC CMN (713448108)	07/02/2009	02/16/2011	23.00	1,473.24	0.00	1,285 72	187 52
PEPSICO INC CMN (713448108)	05/04/2009	02/16/2011	30.00	1,921.61	0.00	1,486 80	434.81
PEPSICO INC CMN (713448108)	06/02/2009	02/16/2011	30 00	1,921 61	0.00	1,647 00	274 61
PEPSICO INC CMN (713448108)	04/02/2009	02/16/2011	33 00	2,113 77	0 00	1,742 13	371 64
PEPSICO INC CMN (713448108)	10/02/2009	02/16/2011	40.00	2,562 15	0 00	2,443 64	118 51
PEPSICO INC CMN (713448108)	11/03/2009	02/18/2011	35.00	2,226 99	0 00	2,109 28	117 71
PEPSICO INC CMN (713448108)	10/02/2009	02/18/2011	69 00	4,390.34	0.00	4,215 27	175 07
PEPSICO INC CMN (713448108)	10/22/2009	02/18/2011	82 00	5,217.51	0 00	5,003 13	214 38
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	06/02/2009	03/10/2011	39.00	2,984 03	0.00	1,037.01	1,947.02
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	06/05/2009	03/10/2011	44.00	3,366 59	0.00	1,194.28	2,172 31

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ALTERA CORP CMN (021441100)	02/08/2010	03/21/2011	71 00	2,900 91	0 00	1,565 95	1,334 96
PRICELINE.COM INC CMN (741503403)	02/01/2010	03/22/2011	5.00	2,274 70	0.00	1,011 25	1,263 45
ALTERA CORP CMN (021441100)	02/09/2010	03/24/2011	41.00	1,734.99	0.00	905.78	829 21
ALTERA CORP CMN (021441100)	02/08/2010	03/24/2011	229 00	9,690.54	0.00	5,050.73	4,639.81
ALTERA CORP CMN (021441100)	02/09/2010	03/30/2011	140.00	6,097.36	0.00	3,092.91	3,004 45
ALTERA CORP CMN (021441100)	02/09/2010	04/05/2011	127.00	5,475.86	0.00	2,805 71	2,670 15
PRICELINE COM INC CMN (741503403)	02/01/2010	04/21/2011	7.00	3,761 06	0.00	1,415 76	2,345 30
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	06/05/2009	04/26/2011	58 00	4,737 71	0.00	1,574 28	3,163.43
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	08/04/2009	04/27/2011	19 00	1,545 99	0 00	629 49	916 50
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	07/02/2009	04/27/2011	63 00	5,126 17	0.00	1,682 63	3,443 54
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	06/05/2009	04/27/2011	79.00	6,428 05	0.00	2,144 28	4,283 77
PRICELINE COM INC CMN (741503403)	03/25/2010	04/27/2011	5.00	2,682 14	0 00	1,273 00	1,409 14
PRICELINE COM INC CMN (741503403)	02/01/2010	04/27/2011	13.00	6,973 56	0 00	2,629.26	4,344 30
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	08/04/2009	05/04/2011	18.00	1,393.51	0.00	596.36	797.16
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	09/02/2009	05/04/2011	21.00	1,625 76	0 00	721.70	904.07
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	08/05/2009	05/04/2011	141.00	10,915.84	0 00	4,793.84	6,122.00
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	09/02/2009	05/10/2011	19 00	1,480.01	0.00	652.96	827 05
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	10/02/2009	05/10/2011	74 00	5,764 27	0 00	2,747 58	3,016 69
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	10/02/2009	05/11/2011	10 00	765 67	0 00	371 29	394 37
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	11/03/2009	05/11/2011	82 00	6,278 46	0 00	3,469 42	2,809 04
ALLERGAN INC CMN (018490102)	01/20/2010	05/19/2011	1 00	83 34	0 00	60 92	22 42
ALLERGAN INC CMN (018490102)	03/25/2010	05/19/2011	57.00	4,750 48	0.00	3,663 93	1,086 55
C H ROBINSON WORLDWIDE INC CMN (12541W209)	04/23/2010	05/19/2011	45.00	3,631 90	0.00	2,762.63	869 27
INVESCO LTD CMN (G491BT108)	03/30/2010	06/01/2011	103.00	2,453 08	0.00	2,224.13	228.95
ADOBE SYSTEMS INC CMN (00724F101)	09/02/2009	08/10/2011	7.00	161 74	0.00	217.91	(56.17)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ADOBE SYSTEMS INC CMN (00724F101)	08/04/2009	08/10/2011	26.00	600 75	0.00	852 54	(251 79)
ADOBE SYSTEMS INC CMN (00724F101)	04/02/2009	08/10/2011	42.00	970 45	0.00	956.76	13.69
ADOBE SYSTEMS INC CMN (00724F101)	07/02/2009	08/10/2011	43.00	993 55	0.00	1,198.59	(205.04)
ADOBE SYSTEMS INC CMN (00724F101)	03/03/2009	08/10/2011	46.00	1,062.87	0.00	748.88	313 99
ADOBE SYSTEMS INC CMN (00724F101)	06/02/2009	08/10/2011	54 00	1,247.72	0.00	1,580.04	(332.32)
ADOBE SYSTEMS INC CMN (00724F101)	05/04/2009	08/10/2011	56.00	1,293 93	0.00	1,475.04	(181.11)
ADOBE SYSTEMS INC CMN (00724F101)	02/03/2009	08/10/2011	80 00	1,848 47	0 00	1,541 91	306 56
ADOBE SYSTEMS INC CMN (00724F101)	12/02/2008	08/10/2011	88.00	2,033 31	0 00	1,888 48	144 83
ADOBE SYSTEMS INC CMN (00724F101)	04/22/2009	08/10/2011	111.00	2,564 75	0.00	2,694 58	(129 83)
C H. ROBINSON WORLDWIDE INC. CMN (12541W209)	04/23/2010	08/10/2011	21.00	1,346 44	0.00	1,289 23	57 21
C H ROBINSON WORLDWIDE INC. CMN (12541W209)	04/28/2010	08/10/2011	83 00	5,321 62	0 00	5,050 35	271 27
C H. ROBINSON WORLDWIDE INC CMN (12541W209)	07/28/2010	08/10/2011	106 00	6,796 29	0 00	6,835 69	(39 40)
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	08/04/2009	08/10/2011	22.00	1,154.51	0.00	792.94	361.57
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	09/02/2009	08/10/2011	22 00	1,154 51	0 00	923.29	231.22
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	07/30/2009	08/10/2011	41.00	2,151.59	0.00	1,414.85	736.74
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	10/02/2009	08/10/2011	45.00	2,361 51	0.00	1,797.75	563.76
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	11/03/2009	08/10/2011	78.00	4,093 28	0.00	3,312.55	780 73
ADOBE SYSTEMS INC CMN (00724F101)	09/02/2009	08/11/2011	17 00	397 46	0 00	529 21	(131 75)
ADOBE SYSTEMS INC CMN (00724F101)	11/03/2009	08/11/2011	49.00	1,145 62	0.00	1,595 93	(450 31)
ADOBE SYSTEMS INC CMN (00724F101)	10/02/2009	08/11/2011	51 00	1,192 38	0.00	1,641 18	(448 80)
ADOBE SYSTEMS INC CMN (00724F101)	02/08/2010	08/11/2011	164 00	3,834 31	0 00	5,298 94	(1,464 63)
VARIAN MEDICAL SYSTEMS INC CMN (92220P105)	11/03/2009	08/11/2011	141.00	7,567 73	0.00	5,988 07	1,579 66
GOOGLE, INC. CMN CLASS A (38259P508)	02/04/2009	08/16/2011	5.00	2,686 34	0.00	1,758.63	927 71
GOOGLE, INC. CMN CLASS A (38259P508)	03/03/2009	08/16/2011	7.00	3,760 88	0 00	2,326.17	1,434.71
GOOGLE, INC CMN CLASS A (38259P508)	02/03/2009	08/16/2011	15.00	8,059 02	0 00	5,022 90	3,036.12

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5 Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GOOGLE, INC CMN CLASS A (38259P508)	12/02/2008	08/16/2011	16 00	8,596 29	0.00	4,297 54	4,298 75
NETAPP, INC CMN (64110D104)	10/08/2009	08/18/2011	189.00	6,511.62	0.00	5,185 82	1,325.80
GOOGLE, INC. CMN CLASS A (38259P508)	03/03/2009	08/19/2011	3 00	1,480 16	0.00	996.93	483 23
GOOGLE, INC. CMN CLASS A (38259P508)	05/04/2009	08/19/2011	8.00	3,947 08	0.00	3,166 64	780 44
GOOGLE, INC CMN CLASS A (38259P508)	04/02/2009	08/19/2011	9.00	4,440 47	0 00	3,274 61	1,165 86
INTUITIVE SURGICAL, INC CMN (46120E602)	05/07/2010	08/22/2011	25.00	8,072.44	0 00	8,097.92	(25.48)
EXPEDITORS INTL WASH INC CMN (302130109)	02/23/2010	09/14/2011	10 00	443 60	0 00	369 70	73 90
EXPEDITORS INTL WASH INC CMN (302130109)	02/26/2010	09/14/2011	113 00	5,012 64	0.00	4,125 28	887 36
INTUITIVE SURGICAL, INC CMN (46120E602)	07/22/2010	09/19/2011	4 00	1,541 99	0.00	1,252 35	289 64
INTUITIVE SURGICAL, INC CMN (46120E602)	05/07/2010	09/19/2011	9.00	3,469 47	0.00	2,915 25	554 22
INTUITIVE SURGICAL, INC CMN (46120E602)	07/22/2010	09/22/2011	16.00	5,799 32	0 00	5,009 41	789 91
INVESCO LTD CMN (G491BT108)	04/06/2010	09/22/2011	38 00	598 55	0 00	842 92	(244 37)
INVESCO LTD CMN (G491BT108)	03/30/2010	09/22/2011	358 00	5,639 00	0.00	7,730 47	(2,091 47)
INVESCO LTD. CMN (G491BT108)	04/29/2010	09/23/2011	70.00	1,102.60	0.00	1,630.36	(527.76)
INVESCO LTD CMN (G491BT108)	04/06/2010	09/23/2011	402.00	6,332 10	0.00	8,917.25	(2,585 15)
INVESCO LTD. CMN (G491BT108)	04/29/2010	09/26/2011	190 00	2,952.35	0.00	4,425 27	(1,472 92)
INVESCO LTD. CMN (G491BT108)	04/29/2010	09/27/2011	3.00	51.20	0 00	69 87	(18 67)
Net NonCovered Long-Term Gains (Losses)				**339,952.61**	**0.00**	**256,853.34**	**83,099.29**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	(2,282 35)
Net NonCovered Short-Term Gains (Losses)	(3,844 75)	Net NonCovered Long-Term Gains (Losses)	101,378 59		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(3,844.75)**	**Total Long-Term Gains (Losses)**	**101,378.59**	**Total Ordinary Gains (Losses)**	**(2,282.35)**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
GS LOCAL EMERGING MARKETS DEBT FUND CLASS A SHARES (38145N105)	04/22/2010	02/23/2011	5,280 17	49,000 00	0 00	49,792 02	(792 02)
EKSPORTFINANS ASA LINKED TO TPX INDEX 0% COUPON DUE 10/26/2011 STRUCTURED NOTE (282649375)	04/12/2010	03/14/2011	100 00	82,712 00	0.00	100,390 00	(17,678 00)
RABOBANK NEDERLAND LINKED TO TOPIX 0% COUPON DUE 11/07/2011 STRUCTURED NOTE (216847723)	09/30/2010	05/17/2011	150.00	149,671 50	0.00	150,000.00	(328.50)
BNP PARIBAS LINKED TO EUROSTOXX 50 DIV PTS 0% COUPON DUE 12/31/2012 STRUCTURED NOTE (05565A319)	11/19/2010	05/31/2011	200.00	215,100.00	0 00	198,800.00	16,300 00
FHLB 1.375 05/28/2014 (313373JR4)	08/19/2011	10/20/2011	100,000.00	101,872.00	(145.58)	102,379 42	(507.42)
FFCB 1.5% 11/16/2015 MN SR LIEN (31331J2S1)	08/19/2011	11/02/2011	100,000.00	101,999 00	(116.93)	102,434 07	(435 07)
FHLB 1 375 05/28/2014 (313373JR4)	08/19/2011	11/02/2011	200,000.00	204,286 00	(360 26)	204,689.74	(403 74)
Net NonCovered Short-Term Gains (Losses)				**904,640.50**	**(622.77)**	**908,485.25**	**(3,844.75)**

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS INVESTMENT GRADE CREDIT FUND INSTITUTIONAL SHARES (38143H845)	08/13/2009	02/23/2011	6 94	65 96	0 00	60 96	5 00
GS INVESTMENT GRADE CREDIT FUND INSTITUTIONAL SHARES (38143H845)	08/27/2009	02/23/2011	26,729 33	253,928.65	0 00	236,020.00	17,908.65
GS INVESTMENT GRADE CREDIT FUND INSTITUTIONAL SHARES (38143H845)	08/07/2009	02/23/2011	27,222.61	258,614 77	0 00	236,020.00	22,594 77
FFCB 3.875% 10/07/2013 AO (31331GCS6)	12/03/2008	07/28/2011	500,000.00	534,360.00	(14,264.30)	512,585.70	21,774.30
FHLB 5 375% 08/19/2011 FA (3133XGDD3)	12/02/2008	08/19/2011	500,000.00	500,000 00	(39,235.00)	500,000.00	0.00
BNP PARIBAS LNK TO BRIC + IT VS JPY (FX) 0% COUPON DUE 9/22/2011 STRUCTURED NOTE (05567LZX8)	08/31/2009	09/22/2011	120,000.00	105,962 69	563 50	123,910 79	(17,948 10)
FHLB 5 375% 05/18/2016 MN (3133XFJF4)	12/08/2008	11/02/2011	200,000 00	238,146 00	(7,694 37)	213,823 63	24,322 37
FFCB 4 875000% 12/16/2015 JD (31331VGU4)	12/03/2008	12/02/2011	200,000.00	230,230 00	(7,803.38)	211,756 62	18,473 38
FHLB 1 625% 03/20/2013 MS (3133XX7F8)	09/17/2010	12/02/2011	100,000.00	101,693 00	(1,107 30)	101,192 70	500 30
FHLB 5.5% 08/13/2014 FA - (3133XLJP9)	12/03/2008	12/02/2011	200,000.00	225,752 00	(12,784 82)	212,495 18	13,256 82
FHLB 1 625% 03/20/2013 MS (3133XX7F8)	09/17/2010	12/15/2011	100,000 00	101,656.00	(1,135 10)	101,164.90	491.10
Net NonCovered Long-Term Gains (Losses)				**2,550,409.07**	**(83,460.77)**	**2,449,030.48**	**101,378.59**

ORDINARY GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis [4]	Total Gain (Loss)
Ordinary Gains (Losses)						
NORWEGIAN KRONE (995500766)	07/29/2011	08/03/2011	544,373 29	101,265 75	100,750 16	515 59
SWEDISH KRONA (995500709)	07/29/2011	08/03/2011	652,331.67	102,651 32	103,158 28	(506 96)
AUSTRALIAN DOLLAR (995500592)	07/29/2011	08/04/2011	106,074 00	111,341 64	116,422 47	(5,080 84)
CANADIAN DOLLAR (995500543)	07/29/2011	08/04/2011	103,118 36	105,330 30	107,876 47	(2,546 17)
SWISS FRANC (995500568)	07/29/2011	08/04/2011	109,806.11	142,991.60	139,136.68	3,854 92

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ORDINARY GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis [4]	Total Gain (Loss)
Ordinary Gains (Losses)						
AUSTRALIAN DOLLAR (995500592)	08/31/2011	08/31/2011	25 00	26 73	26.73	0 00
NORWEGIAN KRONE (995500766)	08/31/2011	08/31/2011	26 00	4.85	4.85	0 00
SWEDISH KRONA (995500709)	08/31/2011	08/31/2011	29.00	4 58	4.58	0.00
SWEDISH KRONA (995500709)	10/31/2011	11/07/2011	34.00	5.18	5.25	(0 07)
SWEDISH KRONA (995500709)	10/10/2011	11/07/2011	33,000.00	5,028 83	4,963.15	65 68
SWEDISH KRONA (995500709)	11/03/2011	11/07/2011	175,510.11	26,745 78	26,791 76	(45.98)
UK POUND STERLING (995500501)	11/03/2011	11/07/2011	113,745.36	182,437 32	182,470 31	(32.99)
NORWEGIAN KRONE (995500766)	11/03/2011	11/08/2011	110,294 05	19,729 37	19,693 61	35 76
SWEDISH KRONA (995500709)	11/30/2011	11/30/2011	11 00	1 63	1 63	0 01
UK POUND STERLING (995500501)	12/02/2011	12/06/2011	53,141 64	83,138 50	82,885.02	253 48
NORWEGIAN KRONE (995500766)	12/02/2011	12/07/2011	578,109 59	100,519 64	99,904 88	614 76
SWEDISH KRONA (995500709)	12/02/2011	12/07/2011	708,108.00	105,341 71	104,751 25	590 46
NORWEGIAN KRONE (995500766)	12/30/2011	12/30/2011	19.00	3.18	3.18	0.00
SWEDISH KRONA (995500709)	12/30/2011	12/30/2011	32 00	4.66	4 66	0.00
Net Ordinary Gains (Losses)				**1,086,572.57**	**1,088,854.92**	**(2,282.35)**

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

SOURCE	AMOUNT
GOLDMAN SACHS #58352	7.
GOLDMAN SACHS #59658	41.
GOLDMAN SACHS #59659	24.
GOLDMAN SACHS #59664	22,557.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22,629.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #59658	25,147.	0.	25,147.
GOLDMAN SACHS #59659	9,926.	0.	9,926.
GOLDMAN SACHS #59664	270,369.	1,289.	269,080.
GOLDMAN SACHS #59664: AIP	-8,765.	0.	-8,765.
GOLDMAN SACHS #59664: OID	1,431.	0.	1,431.
TOTAL TO FM 990-PF, PART I, LN 4	298,108.	1,289.	296,819.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS	267.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	267.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & OTHER	150.	0.		0.
TO FM 990-PF, PG 1, LN 16A	150.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	6,800.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,800.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	59,418.	59,418.		0.
TO FORM 990-PF, PG 1, LN 16C	59,418.	59,418.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,397.	3,397.		0.
TO FORM 990-PF, PG 1, LN 18	3,397.	3,397.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS ADMINISTRATION EXPENSE	1,977.	0.		0.
AMORTIZATION	62,715.	0.		0.
MA FILING FEE	240.	0.		240.
TO FORM 990-PF, PG 1, LN 23	64,932.	0.		240.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #59664	X		3,588,327.	3,726,712.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,588,327.	3,726,712.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,588,327.	3,726,712.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #59658	888,399.	1,090,231.
GOLDMAN SACHS #59659	946,148.	1,115,509.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,834,547.	2,205,740.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #59664 (INDEX FUNDS)	COST	782,823.	990,714.
GOLDMAN SACHS #59664 (ALTERNATIVE INVESTMENTS)	COST	700,000.	735,301.
GOLDMAN SACHS #59664 (MISCELLANEOUS INVESTMENTS)	COST	533,500.	453,031.
GOLDMAN SACHS #59664 (MUTUAL FUNDS)	COST	1,171,817.	1,097,017.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,188,140.	3,276,063.

FORM 990-PF	OTHER ASSETS	STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PURCHASED INT. RECEIVABLE	0.	10,846.	10,846.
TO FORM 990-PF, PART II, LINE 15	0.	10,846.	10,846.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 13

NAME OF MANAGER

MARK J. LEVIN
BECKY RUHMANN LEVIN

Form **8868**
(Rev. January 2012)
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 or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	SAMANTHA, BECKY, MARK FOUNDATION	[X] 26-3403705
	Number, street, and room or suite no. If a P.O. box, see instructions. THIRD ROCK VENTURES LLC, 29 NEWBURY ST., NO. 3RD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02116	

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	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 ▶ ANDREW KYRIACOU
125 HIGH STREET, 16TH FLOOR - BOSTON, MA 02110
Telephone No. ▶ 617-292-8400 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, and ending ______.

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	$ 9,747.
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	$ 4,247.
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	$ 5,500.

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.