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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

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

A Employer identification number 04-3412829

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

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

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

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 ☒ 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)* ▶ $ 12,666,516.

J Accounting method ☒ 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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	79,241.	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	213,035.	213,035.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	638,283.			
	b Gross sales price for all assets on line 6a 2,273,617.				
	7 Capital gain net income (from Part IV, line 2)		638,283.		
	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) ATCH 3	21,332.	21,332.		
	12 **Total.** Add lines 1 through 11	951,891.	872,650.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	12,500.	12,500.		
	c Other professional fees (attach schedule) *	86,952.	86,952.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	11,873.	1,873.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	1.	1.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	111,326.	101,326.		
	25 Contributions, gifts, grants paid	1,643,790.			1,643,790.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,755,116.	101,326.	0	1,643,790.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-803,225.			
	b **Net investment income** (if negative, enter -0-)		771,324.		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,378,666.	578,232.	578,232.
	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) **	875,627.	889,592.	973,779.
	b	Investments - corporate stock (attach schedule) ATCH 9	6,096,922.	6,062,831.	7,623,891.
	c	Investments - corporate bonds (attach schedule) ATCH 10	795,408.	747,311.	780,013.
	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 11)	2,305,756.	2,319,313.	2,710,601.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,452,379.	10,597,279.	12,666,516.
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	11,452,379.	10,597,279.	
	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)	11,452,379.	10,597,279.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,452,379.	10,597,279.	

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	11,452,379.
2	Enter amount from Part I, line 27a	2	-803,225.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,649,154.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	51,875.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,597,279.

**ATCH 8

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	638,283.
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))
2011	1,310,701.	13,438,897.	0.097530
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

2 **Total** of line 1, column (d)	2	0.424407
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	0.084881
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,899,101.
5 Multiply line 4 by line 3	5	1,094,889.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,713.
7 Add lines 5 and 6	7	1,102,602.
8 Enter qualifying distributions from Part XII, line 4	8	1,643,790.

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 ▶ [X] and enter 1% of Part I, line 27b	1	7,713.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	7,713.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,713.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	171.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,116.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,116. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 2012 or the taxable year beginning in 2012 (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		

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See 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)?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
ATCH 13		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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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 14		65,561.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	9,630,739.
b	Average of monthly cash balances	1b	751,028.
c	Fair market value of all other assets (see instructions)	1c	2,713,767.
d	**Total** (add lines 1a, b, and c)	1d	13,095,534.
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	13,095,534.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	196,433.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,899,101.
6	**Minimum investment return.** Enter 5% of line 5	6	644,955.

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	644,955.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,713.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,713.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	637,242.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	637,242.
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	637,242.

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	1,643,790.
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	1,643,790.
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	7,713.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,636,077.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					637,242.
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
b	Total for prior years 20 10 ,20 09 ,20 08					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	321,672.				
b	From 2008	823,400.				
c	From 2009	403,876.				
d	From 2010	200,558.				
e	From 2011	651,594.				
f	**Total** of lines 3a through e		2,401,100.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,643,790.					
a	Applied to 2011, 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 2012 distributable amount					637,242.
e	Remaining amount distributed out of corpus		1,006,548.			
5	Excess distributions carryover applied to 2012 *(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		3,407,648.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
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 2007 not applied on line 5 or line 7 (see instructions)		321,672.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,085,976.			
10	Analysis of line 9					
a	Excess from 2008	823,400.				
b	Excess from 2009	403,876.				
c	Excess from 2010	200,558.				
d	Excess from 2011	651,594.				
e	Excess from 2012	1,006,548.				

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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

DR. ELLEN M. POSS

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

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
ATCH 15				
Total . . . . ▶ **3a**				1,643,790.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	213,035.	
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			41	21,332.	
8 Gain or (loss) from sales of assets other than inventory			18	638,283.	
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)				872,650.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 872,650.

(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). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/9/2013 Title: trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY EGAN	[signature]	6/17/13		P01298388

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 125 HIGH STREET BOSTON, MA 02110 — Phone no 617-530-7120

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE POSS FAMILY FOUNDATION C/O DR. ELLEN M. POSS	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	$ 18,434.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 17,391.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	$ 30,666.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	$ 12,750.	Person [X] 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	1,429 SHS - IRONWOOD PHARMACEUTICALS	$ 18,434.	05/02/2012
2	1,429 SHS - IRONWOOD PHARMACEUTICALS	$ 17,391.	10/30/2012
3	2,858 SHS - IRONWOOD PHARMACEUTICALS	$ 30,666.	12/21/2012
		$	
		$	
		$	

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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

(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

(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

(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

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

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	05/02/2012	18,434.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	10/30/2012	17,391.
ELLEN M. POSS 450 WARREN AVE BROOKLINE, MA 02445	12/21/2012	30,666.
ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	07/06/2012	12,750.
TOTAL CONTRIBUTION AMOUNTS		79,241.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST COMPANY, N.A.	193,160.	193,160.
RUANE, CUNNIFF & GOLDFARB (PERSHING)	19,875.	19,875.
TOTAL	213,035.	213,035.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST		12,544.	12,544.
2011 TAX REFUND		8,788.	8,788.
	TOTALS	21,332.	21,332.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS, LLP	12,500.	12,500.		
TOTALS	12,500.	12,500.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST COMPANY, N.A.	65,561.	65,561.
RUANE, CUNNIFF & GOLDFARB, INC	21,391.	21,391.
TOTALS	86,952.	86,952.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	1,623.	1,623.
STATE TAXES	250.	250.
FEDERAL TAXES	10,000.	
TOTALS	11,873.	1,873.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST	1.	1.
TOTALS	1.	1.

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

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-02-4	875,627.	839,592.	923,779.
RUANE, CUNNIFF & GOLDFARB		50,000.	50,000.
US OBLIGATIONS TOTAL	875,627.	889,592.	973,779.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-01-6	1,565,729.	1,717,297.	1,769,296.
RUANE, CUNNIFF & GOLDFARB	1,714,929.	1,407,797.	1,407,797.
ATLANTIC TRUST 41-0395-04-0	1,413,754.	1,417,172.	2,273,109.
ATLANTIC TRUST 41-0395-07-3	548,800.	596,301.	739,894.
ATLANTIC TRUST 41-0395-08-1	853,710.	924,264.	1,433,795.
TOTALS	6,096,922.	6,062,831.	7,623,891.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST 41-0395-02-4	795,408.	747,311.	780,013.
TOTALS	795,408.	747,311.	780,013.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MISCELLANEOUS ASSETS	2,305,756.	2,319,313.	2,710,601.
TOTALS	2,305,756.	2,319,313.	2,710,601.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
CHANGE IN FAIR MARKET VALUE		51,875.
	TOTAL	51,875.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
DR. ELLEN M. POSS 450 WARREN STREET BROOKLINE, MA 02445	TRUSTEE	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ATLANTIC TRUST COMPANY, N.A. 100 FEDERAL STREET BOSTON, MA 02110	INVESTMENT ADVISORS	65,561.
	TOTAL COMPENSATION	65,561.

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE INSTITUTE OF CONTEMPORARY ART 955 BOYLSTON STREET BOSTON, MA 02115	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	650,000
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	90,000
WOMEN DONORS NETWORK 59 COMMERCIAL STREET SUITE 300 SAN FRANCISCO, CA 94111	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	68,290.
BILL T JONES DANCE COMPANY 853 BROADWAY, SUITE 1706 NEW YORK, NY 10003	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	150,000

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HONOR THE EARTH 2104 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	150,000
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	108,000.
BIONEER 1000 ATLANTIC AVENUE ALAMEDA, CA 94501	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000
OUR BODIES OURSELVES 5 UPLAND ROAD #3 CAMBRIDGE, MA 02140	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
ADDISON GALLERY OF AMERICAN ART 180 MAIN STREET ANDOVER, MA 01810	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	25,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ALGEBRA PROJECT INC 99 BISHOP RICHARD ALLEN DRIVE CAMBRIDGE, MA 02139	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	200,000
THE INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 WEST 5TH STREET, SUITE M270 LOS ANGELES, CA 90017	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	40,000.
MASSACHUSETTS COLLEGE OF CHARITABLE CONTRIBUTION	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	30,000
PROVINCETOWN ART ASSOCIATION & MUSEUM 460 COMMERCIAL STREET PROVINCETOWN, MA 02657	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	7,500.
RURAL DEVELOPMENT INITIATIVES 451 WEST STREET AMHERST, MA 01002-2999	NONE	TO PROMOTE ITS CHARITABLE PURPOSE	10,000.
		TOTAL CONTRIBUTIONS PAID	1,643,790.

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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

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	1,413.
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 2011 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	1,413.

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		13,359.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	623,511.
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 2011 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	636,870.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,413.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			636,870.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			638,283.

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

Part IV Capital Loss Limitation

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

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *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 $2,400	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 2012 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 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE POSS FAMILY FOUNDATION

Employer identification number: 04-3412829

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
RUANE, CUNNIFF & GOLDFARB	VARIOUS	VARIOUS	40,996.	39,956.	1,040.
ATLANTIC TRUST	VARIOUS	VARIOUS	80,130.	79,757.	373.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 1,413.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a RUANE, CUNNIFF & GOLDFARB	VARIOUS	VARIOUS	752,836.	414,089.	338,747.
ATLANTIC TRUST	VARIOUS	VARIOUS	1,386,296.	1,101,532.	284,764.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 623,511.

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FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 2

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
ATLANTIC TRUST	13,359.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		13,359.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		13,359.

POSS FAM FOUND-1998 INV TR KSD-410395008 04-6875737

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
14. CORRECTIONS CORP AMER NEW COM NEW	VAR	02/01/2012	333.00	316.30	16.70
39. CORRECTIONS CORP AMER NEW COM NEW	VAR	02/01/2012	923.65	877.19	46.46
2. CORRECTIONS CORP AMER NEW COM NEW	10/14/2011	02/02/2012	47.45	44.93	2.52
33. CORRECTIONS CORP AMER NEW COM NEW	VAR	02/02/2012	782.20	740.91	41.29
47. CORRECTIONS CORP AMER NEW COM NEW	10/11/2011	02/03/2012	1,112.32	1,054.15	58.17
85. DARDEN RESTAURANTS INC COM	05/29/2012	12/07/2012	3,957.47	4,556.07	-598.60
918. EL PASO CORPORATION COM	06/22/2011	05/02/2012	27,677.62	18,629.89	9,047.73
55. MEDCO HEALTH SOLUTIONS INC COM	08/19/2011	04/03/2012	4,100.63	2,897.42	1,203.21
280. NII HLDGS INC COM NEW	11/11/2011	02/28/2012	5,314.53	6,836.11	-1,521.58
98. SOUTHWESTERN ENERGY CO COM	09/27/2011	01/13/2012	2,857.54	3,586.58	-729.04
451. SPIRIT AEROSYSTEMS HLDGS INC CL A	VAR	12/07/2012	6,900.14	10,514.67	-3,614.53
137. TEMPUR PEDIC INTL INC COM	05/16/2012	06/21/2012	3,077.37	7,024.72	-3,947.35
50. TIME WARNER CABLE INC COM	VAR	01/27/2012	3,707.88	2,967.47	740.43
68. VALSPAR CORP COM	07/19/2011	01/23/2012	2,845.74	2,332.68	513.06
32. VALSPAR CORP COM	07/19/2011	01/24/2012	1,339.98	1,097.73	242.25
392.547 CRM MID CAP VALUE FD	12/13/2012	12/21/2012	12,062.97	11,933.43	129.54
245. WESTERN UN CO COM	02/13/2012	11/16/2012	3,089.38	4,346.99	-1,257.61
Totals			80,130.00	79,757.00	373.00

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TEP179574_38_474 18 of 26

POSS FAM FOUND-1998 INV TR KSD-410395008 04-6875737

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
180. ABBOTT LABORATORIES COM	VAR	06/05/2012	10,791.49	7,640.11	3,151.38
21. ALLIANCE DATA SYSTEMS CORP COM	02/19/2010	10/25/2012	2,982.65	1,197.63	1,785.02
25. ALLIANCE DATA SYSTEMS CORP COM	02/19/2010	11/16/2012	3,472.67	1,425.76	2,046.91
26. BLACKROCK INC COM	05/06/2010	06/22/2012	4,461.32	4,431.85	29.47
.5 BROWN FORMAN CORP CL B	01/06/2010	08/31/2012	32.01	17.92	14.09
139. C H ROBINSON WORLDWIDE INC COM NEW	07/22/2009	05/02/2012	8,600.93	7,426.27	1,174.66
10. CME GROUP INC COM	08/09/2010	02/29/2012	2,924.33	2,701.41	222.92
70. CME GROUP INC COM	05/02/2011	11/01/2012	3,948.99	4,166.59	-217.60
.417 CATAMARAN CORP COM	01/15/2010	07/24/2012	39.15	24.11	15.04
261. CATALYST HEALTH SOLUTIONS INC COM	VAR	07/02/2012	17,277.75	9,969.75	7,308.00
125. COMCAST CORP CL A	11/29/2007	01/20/2012	3,244.61	2,526.09	718.52
130. COMCAST CORP CL A	11/29/2007	02/15/2012	3,737.49	2,627.13	1,110.36
233. DARDEN RESTAURANTS INC COM	07/22/2009	12/07/2012	10,848.14	7,947.21	2,900.93
87. EATON CORP COM	VAR	10/16/2012	3,971.33	4,054.03	-82.70
188. EATON CORP COM	10/26/2010	10/16/2012	8,581.72	8,233.71	348.01
.55 EXPRESS SCRIPTS HLDG CO	08/10/2009	04/27/2012	32.07	18.62	13.45
128. EXXON MOBIL CORP COM	VAR	01/12/2012	10,802.77	7,061.65	3,741.12
30000. FEDERAL HOME LN MTG CORP DEB 5.125% DTD 07/16/2002	08/20/2004	07/15/2012	30,000.00	31,332.00	-1,332.00
510.79 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	01/15/2012	510.79	529.93	-19.14
404.96 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	02/15/2012	404.97	420.14	-15.17
439.21 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	03/15/2012	439.21	455.67	-16.46
377.54 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	VAR	04/15/2012	377.53	391.69	-14.16
Totals					

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TFP179574 38 475 19 of 26

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
340.33 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	05/15/2012	340.33	353.09	-12.76
399.99 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	06/15/2012	400.00	414.98	-14.99
471.69 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	07/15/2012	471.69	489.37	-17.68
307.51 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	08/15/2012	307.50	319.04	-11.54
470.08 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	09/15/2012	470.08	487.69	-17.62
369.56 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	10/15/2012	369.56	383.41	-13.84
246.14 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	11/15/2012	246.14	255.36	-9.22
280.8 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	VAR	12/15/2012	280.80	294.59	-13.79
40. FIDELITY NATL INFORMATION					
SVCS INC COM	10/05/2010	05/17/2012	1,292.38	1,074.91	217.47
60. FIDELITY NATL INFORMATION					
SVCS INC COM	10/05/2010	05/17/2012	1,932.13	1,612.36	319.77
6. GOOGLE INC CL A	12/16/2010	09/25/2012	4,579.29	3,550.58	1,028.71
17. GRAINGER W W INC COM	07/22/2009	01/12/2012	3,299.29	1,473.36	1,825.93
60. HEINZ H J CO COM	12/04/2008	11/20/2012	3,445.94	2,194.69	1,251.25
1429. IRONWOOD PHARMACEUTICALS					
INC COM CL A	12/23/1998	05/03/2012	18,274.20	1,571.90	16,702.30
1429. IRONWOOD PHARMACEUTICALS					
INC COM CL A	VAR	10/31/2012	16,543.87	1,571.90	14,971.97
507. JUNIPER NETWORKS INC COM	07/22/2009	09/21/2012	9,325.03	12,876.89	-3,551.86
163. LABORATORY CORP AMER HLDGS					
COM NEW	07/22/2009	10/16/2012	15,172.59	11,076.60	4,095.99
430. LINCARE HLDGS INC COM	07/22/2009	07/31/2012	17,784.57	7,236.28	10,548.29
110. NORFOLK SOUTHN CORP COM	VAR	09/20/2012	7,255.74	5,293.54	1,962.20
249. PEABODY ENERGY CORP COM	07/22/2009	09/27/2012	5,635.86	7,944.69	-2,308.83
77. PEABODY ENERGY CORP COM	06/22/2011	09/27/2012	1,742.81	4,415.50	-2,672.69
70. PEPSICO INC COM	VAR	05/17/2012	4,819.23	4,710.39	108.84
Totals					

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TEP179574_38_476 20 of 26

POSS FAM FOUND-1998 INV TR KSD-410395008 04-6875737

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50000. PITNEY BOWES INC SR NT					
4.625% DTD 09/27/2002 DUE	02/03/2006	06/30/2012	48,728.32	48,096.50	631.82
498. POLYCOM INC COM	VAR	05/02/2012	6,392.33	10,215.19	-3,822.86
17. PRECISION CASTPARTS CORP	VAR	01/12/2012	2,933.20	1,511.83	1,421.37
21. PRICELINE COM INC COM NEW	07/22/2009	05/31/2012	13,108.48	2,540.11	10,568.37
22. PRICELINE COM INC COM NEW	07/22/2009	06/08/2012	14,028.91	2,661.06	11,367.85
22. PRICELINE COM INC COM NEW	07/22/2009	06/21/2012	14,628.71	2,661.06	11,967.65
60. PROCTER & GAMBLE CO COM	12/06/2005	05/17/2012	3,844.68	3,460.20	384.48
110. PROCTER & GAMBLE CO COM	12/06/2005	07/13/2012	7,174.08	6,343.70	830.38
185. SOUTHWESTERN ENERGY CO COM	07/22/2009	01/13/2012	5,394.35	7,666.38	-2,272.03
10. STRYKER CORP COM	08/23/2010	11/16/2012	520.11	464.55	55.56
65. STRYKER CORP COM	VAR	11/16/2012	3,380.71	3,356.20	24.51
90. TJX COS INC NEW COM	04/08/2011	05/08/2012	3,694.67	2,284.04	1,410.63
497. TJX COS INC NEW COM	07/22/2009	05/16/2012	20,974.71	8,776.57	12,198.14
512. TJX COS INC NEW COM	07/22/2009	05/29/2012	21,153.72	9,041.46	12,112.26
293. TJX COS INC NEW COM	07/22/2009	06/21/2012	12,533.67	5,174.12	7,359.55
55. TJX COS INC NEW COM	12/17/2010	07/31/2012	2,435.01	1,196.10	1,238.91
30. TJX COS INC NEW COM	04/08/2011	07/31/2012	1,328.19	761.35	566.84
80. TJX COS INC NEW COM	VAR	08/27/2012	3,661.23	1,738.16	1,923.07
60. TARGET CORP COM	11/09/2007	08/20/2012	3,809.98	3,402.75	407.23
209. TEMPUR PEDIC INTL INC COM	08/05/2010	06/21/2012	4,694.68	6,264.34	-1,569.66
30. VISA INC COM CL A	04/19/2011	04/24/2012	3,547.36	2,271.23	1,276.13
35. VISA INC COM CL A	VAR	07/13/2012	4,321.48	2,484.91	1,836.57
20. VISA INC COM CL A	01/20/2011	10/11/2012	2,770.73	1,382.27	1,388.46
5. VISA INC COM CL A	12/17/2010	10/11/2012	692.68	335.83	356.85
29739.153 CRM MID CAP VALUE FD	VAR	12/21/2012	913,884.15	766,313.76	147,570.39
242. WESTERN UN CO COM	VAR	10/31/2012	3,188.11	3,053.54	134.57
213. WESTERN UN CO COM	VAR	11/16/2012	2,685.87	2,583.73	102.14
.668 WPX ENERGY INC COM	05/03/2007	01/17/2012	11.06	10.84	0.22
53. WPX ENERGY INC COM	VAR	01/25/2012	847.19	795.35	51.84
108. WPX ENERGY INC COM	VAR	01/25/2012	1,711.11	1,374.19	336.92
55. ACCENTURE PLC CLASS A					
ORDINARY SHARES	12/29/2010	03/12/2012	3,336.57	2,674.31	662.26
60. ACCENTURE PLC CLASS A					
ORDINARY SHARES	VAR	06/06/2012	3,490.76	2,083.01	1,407.75
Totals					

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TFP179574 38 477 21 of 26

POSS FAM FOUND-1998 INV TR KSD-410395008 04-6875737

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
60. ACCENTURE PLC CLASS A ORDINARY SHARES	VAR	06/07/2012	3,543.89	1,789.96	1,753.93
646. WEATHERFORD INTERNATIONAL LTD REG	VAR	11/28/2012	6,374.19	12,563.06	-6,188.87
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1386296.00	1101532.00	284,764.00
Totals			1386296.00	1101532.00	284,764.00

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The Poss Family Foundation A/C# 30-1650-00
c/o PriceWaterHouse Coopers
125 High Street
Att Regina Lee
Boston, MA 02110

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

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

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-08-08	02-24-12	10	Fastenal Co	187 14	520 35		333 21
03-05-07	02-24-12	20	Fastenal Co	343 32	1,040 70		697 38
03-05-07	02-27-12	53	Fastenal Co	909 81	2,779 67		1,869 86
03-05-07	02-28-12	32	Fastenal Co	549 32	1,675 52		1,126 20
10-12-00	03-07-12	282	TJX Cos - New	1,630 08	10,363 49		8,733 41
10-03-11	07-31-12	51	Amphenol Corp New Cl A	2,036 31	3,009 12	972 81	
10-03-11	08-01-12	13	Amphenol Corp New Cl A	519 06	766 98	247 92	
10-04-11	08-01-12	16	Amphenol Corp New Cl A	634 36	943 97	309 61	
10-04-11	08-03-12	42	Amphenol Corp New Cl A	1,665 19	2,481 12	815 93	
04-25-12	08-20-12	18	C H Robinson Worldwide Inc	1,101 67	1,034 11	-67 56	
10-20-09	08-21-12	28	Becton Dickinson & Co	1,891 29	2,131 90		240 61
04-25-12	08-21-12	64	C H Robinson Worldwide Inc	3,917 05	3,683 82	-233 23	
10-20-09	08-22-12	9	Becton Dickinson & Co	607 91	683 73		75 82
10-21-09	08-22-12	10	Becton Dickinson & Co	675 33	759 71		84 38
10-21-09	08-24-12	5	Becton Dickinson & Co	337 67	379 81		42 14
10-21-09	08-27-12	18	Becton Dickinson & Co	1,215 59	1,368 32		152 73
10-22-09	08-27-12	15	Becton Dickinson & Co	1,012 88	1,140 26		127 39
10-22-09	08-28-12	9	Becton Dickinson & Co	607 73	683 83		76 11
10-22-09	08-29-12	5	Becton Dickinson & Co.	337 63	379 82		42 20
10-22-09	08-30-12	9	Becton Dickinson & Co	607 73	683 55		75 83
10-22-09	08-31-12	16	Becton Dickinson & Co	1,080 40	1,216 69		136 29
10-07-09	08-31-12	29	Becton Dickinson & Co	1,958 00	2,205 25		247 25
10-07-09	09-04-12	2	Becton Dickinson & Co	135 03	152 13		17 10
10-06-09	09-04-12	55	Becton Dickinson & Co	3,712 53	4,183 69		471 16
04-25-12	09-07-12	22	C H Robinson Worldwide Inc	1,346 49	1,262 88	-83 61	
04-25-12	09-10-12	6	C H Robinson Worldwide Inc	367 22	344 46	-22 76	
04-25-12	09-11-12	49	C H Robinson Worldwide Inc	2,998 99	2,814 59	-184 40	
04-25-12	09-12-12	29	C H Robinson Worldwide Inc	1,774 91	1,666 17	-108 74	
04-25-12	09-13-12	12	C H Robinson Worldwide Inc	734.45	689 19	-45 26	
04-25-12	09-14-12	15	C H Robinson Worldwide Inc	918 06	861 11	-56 95	

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

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

c/o PriceWaterHouse Coopers

RCG687101

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

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-25-12	09-19-12	6	C H Robinson Worldwide Inc	367 22	344 41	-22 81	
04-25-12	09-20-12	88	C H Robinson Worldwide Inc	5,385 94	5,065 38	-320 56	
04-25-12	09-21-12	43	C H Robinson Worldwide Inc	2,631.77	2,472.43	-159 34	
06-01-11	10-18-12	521	Corning	10,361.70	7,143 05		-3,218 65
02-10-10	11-07-12	96	Target Corp	4,681 63	6,046 90		1,365 27
02-10-10	11-08-12	12	Target Corp	585 20	755 63		170 43
02-05-10	11-19-12	195	Target Corp	9,501.90	12,288.53		2,786 63
02-05-10	11-20-12	75	Target Corp	3,654.58	4,721 47		1,066 89
02-04-10	11-20-12	90	Target Corp	4,385 64	5,665 76		1,280 12
02-10-10	11-20-12	32	Target Corp	1,560 54	2,014 49		453 95
02-10-10	11-21-12	104	Target Corp	5,071 76	6,556 34		1,484 58
02-10-11	11-26-12	120	Advance Auto Parts	7,796 71	9,423 39		1,626 68
05-25-11	11-26-12	80	Advance Auto Parts	5,003 18	6,282 26		1,279 08
05-26-11	11-26-12	100	Advance Auto Parts	6,249 73	7,852 82		1,603 09
12-12-96	11-26-12	238	Berkshire Hathaway - Cl B	5,245 52	20,986 36		15,740 84
12-11-96	11-26-12	162	Berkshire Hathaway - Cl B	3,569 18	14,284 84		10,715 66
11-18-03	11-26-12	99	Brown & Brown Inc	1,488 61	2,649 18		1,160 57
08-25-03	11-26-12	151	Brown & Brown Inc	2,266 20	4,040.66		1,774 46
06-02-11	11-26-12	18	Emcor Group Inc	532 29	583 73		51 44
06-03-11	11-26-12	19	Emcor Group Inc	556 88	616 15		59 27
06-10-11	11-26-12	24	Emcor Group Inc	682 12	778.30		96 18
07-26-11	11-26-12	9	Emcor Group Inc	255 35	291 86		36 51
09-09-11	11-26-12	32	Emcor Group Inc	654 99	1,037 74		382 75
09-20-11	11-26-12	37	Emcor Group Inc	756 25	1,199 88		443 63
09-12-11	11-26-12	13	Emcor Group Inc	263 03	421 58		158 55
03-05-07	11-26-12	600	Fastenal Co	10,299 74	24,599 44		14,299 70
05-23-11	11-26-12	32	First Solar Inc	3,973 24	790 38		-3,182 86
05-24-11	11-26-12	28	First Solar Inc	3,472 99	691 58		-2,781 41
05-25-11	11-26-12	93	First Solar Inc	11,379 89	2,297 05		-9,082 84
06-01-11	11-26-12	203	Corning	4,037 29	2,275 58		-1,761 71
06-02-11	11-26-12	237	Corning	4,668 69	2,656 71		-2,011.98
07-08-11	11-26-12	33	Corning	587 33	369 92		-217 41
07-11-11	11-26-12	84	Corning	1,481 68	941 62		-540 06
09-09-11	11-26-12	238	Corning	3,224 87	2,667 91		-556 96
06-07-10	11-26-12	25	Google Inc Cl A	12,344 52	16,659 37		4,314 85
05-03-10	11-26-12	54	Goldman Sachs Group Inc	8,004 27	6,436 11		-1,568 16
05-05-10	11-26-12	6	Goldman Sachs Group Inc	884 64	715 12		-169 52
05-13-10	11-26-12	90	IBM	11,856 99	17,321 90		5,464 91
05-12-10	11-26-12	10	IBM	1,315 67	1,924 66		608 99
09-23-03	11-26-12	14	Idexx Laboratories Corp	314 33	1,309 95		995 62
10-02-03	11-26-12	100	Idexx Laboratories Corp	2,156 30	9,356 79		7,200 49
09-30-03	11-26-12	200	Idexx Laboratories Corp	4,276 02	18,713 58		14,437 56
09-05-03	11-26-12	200	Idexx Laboratories Corp	4,165 31	18,713 58		14,548 27
08-26-03	11-26-12	36	Idexx Laboratories Corp	745 04	3,368 44		2,623 40
05-02-12	11-26-12	100	World Fuel Services Corp	3,951 19	3,857 91	-93 28	
09-06-11	11-26-12	45	Linear Technology Group	1,216 13	1,450 76		234 63
07-16-02	11-26-12	700	Mohawk Industries	31,478 44	60,695 63		29,217 19
02-19-09	11-26-12	100	Omnicom Group	2,528 33	4,730 89		2,202 56
05-07-09	11-26-12	62	Precision Castparts Corp	4,998 58	11,032 65		6,034 07
05-22-09	11-26-12	17	Precision Castparts Corp	1,357 50	3,025 08		1,667 58
05-21-09	11-26-12	43	Precision Castparts Corp	3,428 89	7,651 68		4,222 79

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

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

c/o PriceWaterHouse Coopers

RCG687101

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

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-06-09	11-26-12	3	Precision Castparts Corp	230 56	533 84		303 28
07-07-10	11-26-12	19	Perrigo Co	1,054 96	1,969 30		914 34
07-29-10	11-26-12	31	Perrigo Co	1,712 11	3,213 08		1,500 97
10-03-11	11-26-12	28	Praxair	2,573 32	2,974 37		401 05
10-04-11	11-26-12	72	Praxair	6,584 82	7,648 39		1,063 57
11-10-08	11-26-12	80	Ritchie Bros Auctioneers Inc	1,483 87	1,724 76		240 89
10-31-08	11-26-12	112	Ritchie Bros Auctioneers Inc	2,075 44	2,414 66		339 22
11-14-08	11-26-12	21	Ritchie Bros Auctioneers Inc	388 21	452 75		64 54
11-11-08	11-26-12	159	Ritchie Bros Auctioneers Inc	2,893 35	3,427 96		534 61
11-17-08	11-26-12	21	Ritchie Bros Auctioneers Inc	381 64	452 75		71 11
11-12-08	11-26-12	74	Ritchie Bros Auctioneers Inc	1,329 36	1,595 41		266 05
11-13-08	11-26-12	32	Ritchie Bros Auctioneers Inc	570 63	689 90		119 27
11-18-08	11-26-12	1	Ritchie Bros Auctioneers Inc	17 42	21 56		4 14
10-12-00	11-26-12	762	TJX Cos - New	4,404.68	33,344 37		28,939 69
10-17-00	11-26-12	1,638	TJX Cos - New	9,459 45	71,677 27		62,217 82
04-24-12	11-26-12	25	Waters Corp	2,053 19	2,080 45	27 26	
05-30-12	11-26-12	35	Waters Corp	2,826 35	2,912 63	86 28	
05-31-12	11-26-12	25	Waters Corp	2,011 10	2,080 45	69 35	
09-22-11	11-26-12	40	Waters Corp	2,964 94	3,328 73		363 79
05-06-10	11-26-12	700	Wal-Mart Stores	36,867 41	49,012 90		12,145 49
03-03-09	11-26-12	84	Canadian Natural Resources	1,174 52	2,361 18		1,186 66
08-08-11	11-26-12	59	Croda International PLC	1,552 95	2,196 53		643 58
11-22-11	11-26-12	4	Croda International PLC	103 79	148 92		45 13
09-29-11	11-26-12	37	Croda International PLC	955 46	1,377 48		422 02
04-27-11	11-26-12	7	Exor S P A Shs PFD	202 50	145 92		-56 58
04-26-11	11-26-12	5	Exor S P A Shs PFD	141 19	104 22		-36 97
04-28-11	11-26-12	22	Exor S P A Shs	782 01	532 80		-249 21
04-27-11	11-26-12	35	Exor S P A Shs	1,229 84	847 64		-382 20
04-26-11	11-26-12	31	Exor S P A Shs	1,066 78	750 76		-316 02
05-17-11	11-26-12	33	Exor S P A Shs	1,117 88	799 20		-318 68
11-10-09	11-26-12	120	Qinetiq Group PLC	340 39	372 39		32 00
11-25-09	11-26-12	1,331	Qinetiq Group PLC	3,701 48	4,130 42		428 94
10-29-09	11-26-12	246	Qinetiq Group PLC	676 13	763 40		87 27
10-30-09	11-26-12	659	Qinetiq Group PLC	1,807 47	2,045 04		237 57
12-07-09	11-26-12	139	Qinetiq Group PLC	377 08	431 35		54 27
12-16-09	11-26-12	143	Qinetiq Group PLC	387 17	443 76		56 59
12-03-09	11-26-12	75	Qinetiq Group PLC	202 91	232 74		29 83
11-02-09	11-26-12	358	Qinetiq Group PLC	967 64	1,110 96		143 32
12-08-09	11-26-12	161	Qinetiq Group PLC	435 23	499 62		64 39
11-04-09	11-26-12	166	Qinetiq Group PLC	446 81	515 14		68 33
12-11-09	11-26-12	87	Qinetiq Group PLC	233 93	269 98		36 05
12-10-09	11-26-12	88	Qinetiq Group PLC	236 50	273 09		36 59
11-26-09	11-26-12	496	Qinetiq Group PLC	1,328 79	1,539 21		210 42
12-09-09	11-26-12	192	Qinetiq Group PLC	514 34	595 82		81 48
12-15-09	11-26-12	100	Qinetiq Group PLC	267 93	310 33		42 40
01-14-10	11-26-12	125	Qinetiq Group PLC	334 04	387 91		53 87
11-03-09	11-26-12	309	Qinetiq Group PLC	825 19	958 90		133 71
01-04-10	11-26-12	55	Qinetiq Group PLC	146 89	170 68		23 79
01-12-10	11-26-12	100	Qinetiq Group PLC	266 64	310 33		43 69
01-13-10	11-26-12	50	Qinetiq Group PLC	133 12	155 16		22 04
11-03-10	11-26-12	65	Hiscox Ltd	361 29	497 53		136 24

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

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

c/o PriceWaterHouse Coopers

RCG687101

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

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-24-10	11-26-12	45	Hiscox Ltd	246 62	344 44		97 82
10-21-10	11-26-12	50	Hiscox Ltd	273 38	382 72		109 34
08-17-10	11-26-12	60	Hiscox Ltd	325 10	459 26		134 16
08-12-10	11-26-12	70	Hiscox Ltd	378 85	535 80		156 95
08-24-10	11-26-12	96	Hiscox Ltd	515 02	734 81		219 79
08-20-10	11-26-12	14	Hiscox Ltd	74 99	107 16		32 17
02-04-11	11-26-12	68	SMA Solar Technology AG	6,701 42	1,406 05		-5,295 37
07-20-07	11-26-12	1,011	Rolls-Royce Holdings PLC	11,388 55	14,047 38		2,658 83
07-23-07	11-26-12	1,689	Rolls-Royce Holdings PLC	19,023 04	23,467 87		4,444 83
04-25-12	11-26-12	19	Novozymes A/S Shs B	516 84	498 66	-18 18	
04-26-12	11-26-12	81	Novozymes A/S Shs B	2,198 23	2,125 87	-72 36	
11-05-10	11-27-12	170	Valeant Pharmaceuticals International Inc	4,669 21	9,435 28		4,766 07
10-29-10	11-27-12	15	Valeant Pharmaceuticals International Inc	406 51	832 53		426 02
11-04-10	11-27-12	90	Valeant Pharmaceuticals International Inc	2,430 27	4,995 15		2,564 88
10-27-10	11-27-12	35	Valeant Pharmaceuticals International Inc	943 13	1,942 56		999 43
10-26-10	11-27-12	39	Valeant Pharmaceuticals International Inc	1,039 66	2,164 57		1,124 91
10-25-10	11-27-12	45	Valeant Pharmaceuticals International Inc	1,197 48	2,497 58		1,300 10
07-21-10	11-27-12	144	Valeant Pharmaceuticals International Inc	3,051 26	7,966 88		4,915 62
07-23-10	11-27-12	88	Valeant Pharmaceuticals International Inc	1,785 24	4,884 15		3,098 91
07-19-10	11-27-12	323	Valeant Pharmaceuticals International Inc	6,541 65	17,927 04		11,385 39
07-22-10	11-27-12	279	Valeant Pharmaceuticals International Inc	5,614 89	15,484 96		9,870 07
07-20-10	11-27-12	127	Valeant Pharmaceuticals International Inc	2,541 04	7,048 71		4,507 67
07-20-10	11-27-12	313	Valeant Pharmaceuticals International Inc	6,222 32	17,372 02		11,149 70
07-21-10	11-27-12	252	Valeant Pharmaceuticals International Inc	4,971 75	13,986 42		9,014 67
07-16-10	11-27-12	360	Valeant Pharmaceuticals International Inc	7,028 38	19,980 60		12,952 22
05-13-10	11-27-12	32	Valeant Pharmaceuticals International Inc	616 77	1,779 17		1,162 40
07-15-10	11-27-12	88	Valeant Pharmaceuticals International Inc	1,673 05	4,906 39		3,233 34
TOTAL GAINS						2,529 16	370,493 51
TOTAL LOSSES						-1,489 03	-31,746 59
				454,044.29	**793,831.34**	**1,040.13**	**338,746.92**

TOTAL REALIZED GAIN/LOSS 339,787 05

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					13,359.	
		RUANE, CUNNIFF & GOLDFARB					VARIOUS	VARIOUS
40,996.		39,956.					1,040.	
		RUANE, CUNNIFF & GOLDFARB					VARIOUS	VARIOUS
752,836.		414,089.					338,747.	
		ATLANTIC TRUST					VARIOUS	VARIOUS
80,130.		79,757.					373.	
		ATLANTIC TRUST					VARIOUS	VARIOUS
1,386,296.		1,101,532.					284,764.	
TOTAL GAIN(LOSS)							638,283.	

Form **8868** (Rev January 2013)
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.

Enter filer's identifying number, see instructions

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	Employer identification number (EIN) or 04-3412829
	Number, street, and room or suite no If a P O box, see instructions. 450 WARREN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BROOKLINE, MA 02445	

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

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

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

Telephone No. ▶ 617 566-0119 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ [X] calendar year 20 12 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	$ 10,000.
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	$ 0
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