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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 JUL 1, 2012, and ending JUN 30, 2013

Name of foundation

THE POWERS FAMILY FOUNDATION
C/O RAICH ENDE MALTER & CO LLP

A Employer identification number

13-3637704

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

Room/suite

475 PARK AVENUE SOUTH, 31ST FL

B Telephone number

212-695-7003

City or town, state, and ZIP code

NEW YORK, NY 10016

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 changeD 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 foundationE 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

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 12,180,148. (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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		102.	102.		STATEMENT 1
4 Dividends and interest from securities		318,100.	318,100.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		557,501.			
b Gross sales price for all assets on line 6a		1,148,362.			
7 Capital gain net income (from Part IV, line 2)			557,501.		
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		114.	114.		STATEMENT 3
12 Total. Add lines 1 through 11		875,817.	875,817.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		3,500.	1,750.		1,750.
c Other professional fees					
17 Interest		82.	82.		0.
18 Taxes STMT 5		11,966.	388.		11,578.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		37,143.	36,393.		750.
24 Total operating and administrative expenses. Add lines 13 through 23		52,691.	38,613.		14,078.
25 Contributions, gifts, grants paid		586,000.			586,000.
26 Total expenses and disbursements. Add lines 24 and 25		638,691.	38,613.		600,078.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		237,126.			
b Net investment income (if negative, enter -0-)			837,204.		
c Adjusted net income (if negative, enter -0-)				N/A	

GLW 2

THE POWERS FAMILY FOUNDATION
C/O RAICH ENDE MALTER & CO LLP

13-3637704

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			
	2 Savings and temporary cash investments	61,770.	117,000.	117,000.
	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			
	b Investments - corporate stock STMT 9	8,317,306.	8,200,949.	9,337,172.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,764,223.	2,062,211.	2,725,976.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	10,143,299.	10,380,160.	12,180,148.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,143,299.	10,380,160.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	10,143,299.	10,380,160.		
31 Total liabilities and net assets/fund balances	10,143,299.	10,380,160.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,143,299.
2 Enter amount from Part I, line 27a	2	237,126.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,380,425.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	265.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,380,160.

THE POWERS FAMILY FOUNDATION

Form 990-PF (2012)

C/O RAICH ENDE MALTER & CO LLP

13-3637704

Page **3**

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 STATEMENTS			
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 1,148,362.		590,861.	557,501.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			
b			
c			
d			
e			557,501.

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	557,501.
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 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	546,950.	11,205,617.	.048810
2010	540,375.	11,362,274.	.047559
2009	469,250.	10,449,570.	.044906
2008	606,300.	9,519,029.	.063693
2007	614,500.	12,319,113.	.049882

2 Total of line 1, column (d)	2	.254850
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	.050970
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,844,881.
5 Multiply line 4 by line 3	5	603,734.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,372.
7 Add lines 5 and 6	7	612,106.
8 Enter qualifying distributions from Part XII, line 4	8	600,078.

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.

THE POWERS FAMILY FOUNDATION

Form 990-PF (2012)

C/O RAICH ENDE MALTER & CO LLP

13-3637704

Page **4**

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	16,744.
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	16,744.
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	16,744.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	<4,821.>	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,600.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,779.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	136.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 11	9	6,101.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	☐	☒
1b 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.	☐	☒
1c Did the foundation file Form 1120-POL for this year?	☐	☒
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.	☐	☒
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	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☐	☒
b If "Yes," has it filed a tax return on Form 990-T for this year?	☐	☐
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	☐	☒
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	☒	☐
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.	☒	☐
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	☒	☐
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	☐	☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	☐	☒

N/A

Form **990-PF** (2012)

THE POWERS FAMILY FOUNDATION
C/O RAICH ENDE MALTER & CO LLP

Form 990-PF (2012)

13-3637704

Page 5

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>RAICH ENDE MALTER & CO LLP</u> Telephone no. ► <u>212-695-7003</u> Located at ► <u>475 PARK AVENUE SOUTH, 31ST FL, NEW YORK, NY</u> ZIP+4 ► <u>10016</u>			
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	X
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►		N/A		
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?		N/A		
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.)		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 2012?			4b	X

Form 990-PF (2012)

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
JOHN J. POWERS	TRUSTEE - AS	NEEDED		
P.O. BOX 73, BOWLING GREEN STATION				
NEW YORK, NY 10274-0073	0.00	0.	0.	0.
LINDA E. POWERS	TRUSTEE - AS	NEEDED		
P.O. BOX 73, BOWLING GREEN STATION				
NEW YORK, NY 10274-0073	0.00	0.	0.	0.
CHARLES A. DAVIS	TRUSTEE - AS	NEEDED		
P.O. BOX 73, BOWLING GREEN STATION				
NEW YORK, NY 10274-0073	0.00	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

Form 990-PF (2012)

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
NONE		

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501 (C)(3).	0.
2	0.
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.

Form 990-PF (2012)

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	11,955,581.
b	Average of monthly cash balances	1b	69,679.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,025,260.
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	12,025,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,379.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,844,881.
6	Minimum investment return. Enter 5% of line 5	6	592,244.

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	592,244.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,744.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,744.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	575,500.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	575,500.
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	575,500.

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	600,078.
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	600,078.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	600,078.

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.

THE POWERS FAMILY FOUNDATION
C/O RAICH ENDE MALTER & CO LLP

Form 990-PF (2012)

13-3637704 Page 9

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				575,500.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			544,800.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 600,078.				
a Applied to 2011, but not more than line 2a			544,800.	
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 2012 distributable amount				55,278.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				520,222.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- Subtract line 2d from line 2c

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(i)(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

- 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).)

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.

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

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

- a** The name, address, and telephone number 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:

SEE STATEMENT ATTACHED

THE POWERS FAMILY FOUNDATION
C/O RAICH ENDE MALTER & CO LLP

Form 990-PF (2012)

13-3637704 Page 11

Part XV **Supplementary Information** (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
BLAIR ACADEMY PO BOX 600 BLAIRSTOWN, NJ 07825	N/A	EXEMPT	SEE STATEMENT #6	112,000.
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	N/A	EXEMPT	SEE STATEMENT #6	385,000.
FIBROLAMELLAR CANCER FOUNDATION 20 HORSENECK LANE GREENWICH, CT 06830	N/A	EXEMPT	SEE STATEMENT #6	25,000.
GOOD SHEPERD SERVICES 305 SEVENTH AVENUE, 9TH FL NEW YORK, NY 10001	N/A	EXEMPT	SEE STATEMENT #6	3,000.
IRA SOHN CANCER FOUNDATION 590 MADISON AVENUE, 28TH FL NEW YORK, NY 10022	N/A	EXEMPT	SEE STATEMENT #6	3,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	586,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE POWERS FAMILY FOUNDATION
C/O RAICH ENDE MALTER & CO LLP

13-3637704

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
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN, CT 06518	N/A	EXEMPT	SEE STATEMENT #6	2,000.
ST. ALOYSIUS SCHOOL 223 WEST 132ND STREET NEW YORK, NY 10027	N/A	EXEMPT	SEE STATEMENT #6	5,000.
ST. SIMONS LAND TRUST PO BOX 24615 ST. SIMONS ISLAND, GA 31522	N/A	EXEMPT	SEE STATEMENT #6	3,500.
CHURCH OF SACRED HEARTS OF JESUS AND MARY 168 HILL STREET SOUTHAMPTON, NY 11968	N/A	EXEMPT	SEE STATEMENT #6	7,000.
ELS FOUNDATION FOR AUTISM 387 PARK AVENUE S, 8TH FL NEW YORK, NY 10016	N/A	EXEMPT	SEE STATEMENT #6	10,000.
THE GATHERING PLACE 1002 GLOUCESTER STREET BRUNSWICK, GA 31520	N/A	EXEMPT	SEE STATEMENT #6	500.
JOE TORRE SAFE AT HOME FOUNDATION 483 10TH AVENUE, ROOM 410 NEW YORK, NY 10022	N/A	EXEMPT	SEE STATEMENT #6	2,000.
JONAS VETERANS FOUNDATION 107 EAST 70TH STREET NEW YORK, NY 10021	N/A	EXEMPT	SEE STATEMENT #6	5,000.
PENN STATE UNIVERSITY 201 OLD MAIN UNIVERSITY PARK, PA 16802	N/A	EXEMPT	SEE STATEMENT #6	5,000.
ST. SIMONS COMMUNITY CHURCH 2700 FREDERICA ROAD ST. SIMONS ISLAND, GA 31522	N/A	EXEMPT	SEE STATEMENT #6	2,000.
Total from continuation sheets				58,000.

13-3637704

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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.		

[illegible]

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

b If "Yes," complete the following schedule.

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

8-15-15
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHAEL J. ROMEO

Preparer's signature

Firm's name ► **RAICH ENDE MALTER & CO., LLP**

Date

08/03/15

Check ☐ if self-employed

PTIN

P00482624

Firm's address ► 475 PARK AVENUE SOUTH 31ST FL
NEW YORK, NY 10016

Firm's EIN ► 11-2336434

Phone no. 212-695-7003

Form **990-PF** (2012)

Schedule K-1

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	836.47 SHS - GS CORE FIXED INCOME FUND	P	02/05/02	08/22/12
b	404.474 SHS - GS CORE FIXED INCOME FUND	P	02/05/02	10/25/12
c	7.867 SHS - GS CORE FIXED INCOME FUND	P	02/05/02	06/05/13
d	4,836.06 SHS - GS CORE FIXED INCOME FUND	P	02/05/02	06/26/13
e	18.309 SHS - GS CORE FIXED INCOME FUND	P	03/01/02	06/26/13
f	821.168 SHS - GS MID CAP VALUE FUND	P	03/11/05	04/02/13
g	7,380.254 SHS - GS US EQUITY DIVIDEND AND PREMIUM	P	12/16/11	10/10/12
h	9,831.812 SHS - GS US EQUITY DIVIDEND AND PREMIUM	P	12/16/11	02/20/13
i	5,123.323 SHS - GS US EQUITY DIVIDEND AND PREMIUM	P	12/16/11	02/20/13
j	32,771.536 SHS - GS US EQUITY DIVIDEND AND PREMIU	P	12/16/11	05/16/13
k	THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	P	VARIOUS	VARIOUS
l	THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	P	VARIOUS	VARIOUS
m	CAPITAL GAINS DIVIDENDS			
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	8,883.		8,373.	510.
b	4,360.		4,079.	281.
c	83.		79.	4.
d	49,811.		48,409.	1,402.
e	189.		184.	5.
f	36,000.		28,265.	7,735.
g	75,500.		67,160.	8,340.
h	98,613.		89,469.	9,144.
i	51,387.		46,622.	4,765.
j	350,000.		298,221.	51,779.
k	7,689.			7,689.
l	268,675.			268,675.
m	197,172.			197,172.
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			510.
b			281.
c			4.
d			1,402.
e			5.
f			7,735.
g			8,340.
h			9,144.
i			4,765.
j			51,779.
k			7,689.
l			268,675.
m			197,172.
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	557,501.
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

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

SOURCE	AMOUNT
GOLDMAN SACHS #251-5	1.
GOLDMAN SACHS #764-4	101.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	102.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DYNAMIC EQUITY MANAGERS:			
PORTFOLIO 2	40,768.	0.	40,768.
GOLDMAN SACHS #251-5	308,518.	103,014.	205,504.
GOLDMAN SACHS #764-4	165,986.	94,158.	71,828.
TOTAL TO FM 990-PF, PART I, LN 4	515,272.	197,172.	318,100.

FORM 990-PF	OTHER INCOME	STATEMENT	3
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME/LOSS THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	50.	50.	
SECTION 988 GAIN/LOSS THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	64.	64.	
TOTAL TO FORM 990-PF, PART I, LINE 11	114.	114.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	1,750.		1,750.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,750.		1,750.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	11,578.	0.		11,578.
FOREIGN TAXES THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	388.	388.		0.
TO FORM 990-PF, PG 1, LN 18	11,966.	388.		11,578.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPARTMENT OF LAW	750.	0.		750.
INVESTMENT MANAGEMENT FEES	17,788.	17,788.		0.
PORTFOLIO DEDUCTIONS THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	18,605.	18,605.		0.
TO FORM 990-PF, PG 1, LN 23	37,143.	36,393.		750.

FOOTNOTES

STATEMENT

7

SUPPLEMENTARY STATEMENT

PART: XV LINE: 2 SUPPLEMENTARY INFORMATION

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

SUPPLEMENTARY STATEMENT

FORM CHAR 500: SUPPLEMENTARY INFORMATION

PUBLIC INSPECTION

DATE THE NOTICE OF AVAILABILITY OF THE ANNUAL RETURN
APPEARED IN A NEWSPAPER: OCTOBER 24, 2013
NAME OF NEWSPAPER: NEW YORK LAW JOURNAL
A COPY OF THE NEWSPAPER NOTICE IS ATTACHED.

SUPPLEMENTARY STATEMENT

FOUNDATION'S RETURN IS BEING AMENDED TO
REPORT INCOME AND EXPENSES FROM ITS INVESTMENT
IN DYNAMIC EQUITY MANAGERS: PORTFOLIO 2
NOT PREVIOUSLY REPORTED (COPY OF K-1 ENCLOSED).

SUPPLEMENTARY STATEMENT

PART VI, LINE 6A, 2012 ESTIMATED TAX PAYMENTS
AND 2011 OVERPAYMENT CREDITED TO 2012

2011 OVERPAYMENT CREDITED TO 2012
OVERPAYMENT PER ORIGINAL RETURN

6,011.
<10,832.>

TOTAL

<4,821.>

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSES THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	265.
TOTAL TO FORM 990-PF, PART III, LINE 5	265.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT A ATTACHED	5,929,388.	6,523,258.	
SEE STATEMENT B ATTACHED	2,271,561.	2,813,914.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,200,949.	9,337,172.	

Period Ended June 30, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U.S. DOLLAR	48,000.69	1.0000	48,000.69		48,000.69			

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	287,430.745	10.3500	2,974,908.21	9.6841	2,783,501.37	191,406.85 983,484.48		71,570.26

OTHER FIXED INCOME

GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	127,570.988	7.1900	917,235.40	7.1803	915,996.11	1,239.29 389,594.43		60,978.93
GS LOCAL EMERGING MARKETS DEBT FUND								
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	55,041.671	8.8600	487,669.21	9.7799	538,303.61	(50,634.40) 37,669.21		26,034.71
TOTAL OTHER FIXED INCOME			1,404,904.61		1,454,299.72	(49,395.11)		87,013.64
TOTAL FIXED INCOME			4,379,812.82		4,237,801.09	142,011.74		158,583.90

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPXX)	105,326.119	10.5400	1,110,137.29	9.1539	964,149.42	145,987.88 263,048.24	3.5769	39,707.95



Statement Detail
POWERS FAMILY FOUNDATION
Holdings (Continued)

Period Ended June 30, 2013

PUBLIC EQUITY (Continued)								
US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS GROWTH OPPORTUNITIES FUND								
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (GGOIX)	16,983,263	27.4100	465,511.24	19.3074	327,902.24	137,609.00 340,511.23	0.0146	67.93
GS SMALL CAP VALUE FUND								
GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES (GSSIX)	11,008,074	51.5800	567,796.46	36.2948	399,535.38	168,261.08 331,796.41	1.2873	7,309.36
TOTAL US EQUITY			2,143,444.99		1,691,587.04	451,857.96	2.1967	47,085.24
TOTAL PORTFOLIO								
			Market Value		Adjusted Cost / % Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
			6,571,258.50		5,977,388.82	593,869.70		205,669.14

LESS CASH: 48,000.69
6,523,257.81 5,929,388.13

STATEMENT A

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

Period Ended June 30, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

DEPOSITS & MONEY MARKET FUNDS	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	68,999.88	1.0000	68,999.88	1.0000	68,999.88	0.00	0.0960	66.22

PUBLIC EQUITY

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	127,108.071	10.5400	1,339,719.07	9.1695	1,165,517.29	174,201.78 394,638.28	3.5769	47,919.74
GS GROWTH OPPORTUNITIES FUND								
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (GGOIX)	18,310.727	27.4100	501,897.03	20.0130	366,453.49	135,443.54 283,897.01	0.0146	73.24
GS MID CAP VALUE FUND								
GS MID CAP VALUE FUND INSTITUTIONAL SHARES (GSMCX)	21,439.857	45.3500	972,297.51	34.4960	739,589.88	232,707.64 497,627.52	1.0805	10,505.53
TOTAL US EQUITY			2,813,913.61		2,271,560.66	542,352.96	2.0789	58,498.52
TOTAL PORTFOLIO			2,882,913.49		2,340,560.54	542,352.96		58,564.74

STATEMENT B

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discounts and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.
¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
 Not a Deposit. Not FDIC Insured. May Lose Value. (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).
 Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.
 Portfolio No. XXX-XY764-4

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DYNAMIC EQUITY II PORTFOLIO - HEDGE	COST	2,062,211.	2,725,976.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,062,211.	2,725,976.

FORM 990-PF

INTEREST AND PENALTIES

STATEMENT 11

TAX DUE FROM FORM 990-PF, PART VI

5,965.

UNDERPAYMENT PENALTY

136.

LATE PAYMENT INTEREST

321.

LATE PAYMENT PENALTY

626.

TOTAL AMOUNT DUE

7,048.

FORM 990-PF

LATE PAYMENT PENALTY

STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	11/15/13	21,565.	21,565.		
EXTENSION PAYMENT	11/15/13	<15,600.>	5,965.	21	626.
DATE FILED	08/15/15		5,965.		
TOTAL LATE PAYMENT PENALTY					626.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 13

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	11/15/13	21,565.	21,565.	.0300		
EXTENSION PAYMENT	11/15/13	<15,600.>	5,965.	.0300	638	321.
DATE FILED	08/15/15		6,286.			
TOTAL LATE PAYMENT INTEREST						321.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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. THE POWERS FAMILY FOUNDATION C/O RAICH ENDE MALTER & CO LLP	Employer identification number (EIN) or 13-3637704
	Number, street, and room or suite no. If a P.O. box, see instructions. 475 PARK AVENUE SOUTH, 31ST FL	Social security number (SSN)
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016	

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

04

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

RAICH ENDE MALTER & CO LLP

- The books are in the care of ► **475 PARK AVENUE SOUTH, 31ST FL - NEW YORK, NY 10016**
Telephone No. ► **212-695-7003** FAX No. ► **212-695-3031**
- 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 **FEBRUARY 15, 2014** , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2012** , and ending **JUN 30, 2013**

- 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	\$	21,611.
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	\$	6,011.
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	\$	15,600.

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

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

Form **8868** (Rev. 1-2013)