Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

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 or province, country, and ZIP or foreign postal 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 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)* ▶$ 13,315,099.

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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	80.	80.		STATEMENT 1
	4	Dividends and interest from securities	329,823.	329,823.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	820,905.			
	b	Gross sales price for all assets on line 6a 3,987,142.				
	7	Capital gain net income (from Part IV, line 2)		820,905.		
	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	<2.>	<2.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,150,806.	1,150,806.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	3,500.	1,750.		1,750.
	c	Other professional fees				
	17	Interest	64.	64.		0.
	18	Taxes STMT 5	15,935.	335.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	45,308.	44,558.		750.
	24	**Total operating and administrative expenses** Add lines 13 through 23	64,807.	46,707.		2,500.
	25	Contributions, gifts, grants paid	709,000.			709,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	773,807.	46,707.		711,500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	376,999.			
	b	**Net investment income** (if negative, enter -0-)		1,104,099.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2013)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	117,000.	88,120.	88,120.
	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	8,200,949.	8,479,600.	9,896,568.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	2,062,211.	2,189,185.	3,330,411.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,380,160.	10,756,905.	13,315,099.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	10,380,160.	10,756,905.	
	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**	10,380,160.	10,756,905.	
	31	**Total liabilities and net assets/fund balances**	10,380,160.	10,756,905.	

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	10,380,160.
2	Enter amount from Part I, line 27a	2	376,999.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,757,159.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	254.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,756,905.

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

CONTINUATION FOR 990-PF, PART IV
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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	**(b)** How acquired P - Purchase D - Donation	**(c)** Date acquired (mo., day, yr.)	**(d)** Date sold (mo., day, yr.)
1a	83,700.441 SHS - GS US EQUITY DIVIDEND AND PREMIU	P	12/16/11	05/01/14
b	SEE STATEMENT A ATTACHED	P		
c	SEE STATEMENT A ATTACHED	P		
d	THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	P		
e	THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	950,000.		761,674.	188,326.
b	21,757.		22,460.	<703.>
c	2,562,515.		2,382,103.	180,412.
d	36,017.			36,017.
e	83,689.			83,689.
f	333,164.			333,164.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col. (i) over col. (j), if any	
a				188,326.
b				<703.>
c				180,412.
d				36,017.
e				83,689.
f				333,164.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	820,905.
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

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,987,142.		3,166,237.	820,905.

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				820,905.

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	820,905.
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))
2012	600,078.	11,844,881.	.050661
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

2 **Total** of line 1, column (d)	2	.255629
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	.051126
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,877,125.
5 Multiply line 4 by line 3	5	658,356.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,041.
7 Add lines 5 and 6	7	669,397.
8 Enter qualifying distributions from Part XII, line 4	8	711,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	11,041.
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	11,041.
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	11,041.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	<231.>		
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	9,769.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	244.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 11 ▶			9	1,516.
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 2014 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	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 2013 or the taxable year beginning in 2013 (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)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RAICH ENDE MALTER & CO LLP Telephone no. ▶212-695-7003

Located at ▶475 PARK AVENUE SOUTH, 31ST FL, NEW YORK, NY ZIP+4 ▶10016

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

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

		Yes	No
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2013 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 2013.)* 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 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? 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 P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
LINDA E. POWERS P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
CHARLES A. DAVIS P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED 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

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	0.
2 REVENUE CODE SECTION 501 (C)(3).	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.

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	12,979,431.
b	Average of monthly cash balances			1b	93,792.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	13,073,223.
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	13,073,223.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	196,098.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	12,877,125.
6	**Minimum investment return.** Enter 5% of line 5			6	643,856.

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	643,856.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,041.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,041.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	632,815.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	632,815.
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	632,815.

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	711,500.
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	711,500.
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	11,041.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	700,459.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				632,815.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			526,187.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 711,500.				
a Applied to 2012, but not more than line 2a			526,187.	
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 2013 distributable amount				185,313.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				447,502.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JOHN J. POWERS

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

NONE

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

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

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

SEE STATEMENT ATTACHED

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

SEE STATEMENT ATTACHED

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

SEE STATEMENT ATTACHED

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*				
BLAIR ACADEMY PO BOX 600 BLAIRSTOWN, NJ 07825	N/A	EXEMPT	SEE STATEMENT #6	110,000.
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	N/A	EXEMPT	SEE STATEMENT #6	522,500.
CHURCH OF SACRED HEARTS OF JESUS AND MARY 168 HILL STREET SOUTHAMPTON, NY 11968	N/A	EXEMPT	SEE STATEMENT #6	5,000.
FIBROLAMELLAR CANCER FOUNDATION 20 HORSENECK LANE GREENWICH, CT 06830	N/A	EXEMPT	SEE STATEMENT #6	5,000.
GOOD SHEPERD SERVICES 305 SEVENTH AVENUE, 9TH FL NEW YORK, NY 10001	N/A	EXEMPT	SEE STATEMENT #6	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	709,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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
IRA SOHN CANCER FOUNDATION 590 MADISON AVENUE, 28TH FL NEW YORK, NY 10022	N/A	EXEMPT	SEE STATEMENT #6	3,000.
JONAS VETERANS FOUNDATION 107 EAST 70TH STREET NEW YORK, NY 10021	N/A	EXEMPT	SEE STATEMENT #6	7,500.
ST. SIMONS LAND TRUST PO BOX 24615 ST. SIMONS ISLAND, GA 31522	N/A	EXEMPT	SEE STATEMENT #6	2,500.
TUESDAYS CHILDREN 390 PLANDOME ROAD, SUITE 215 MANHASSET, NY 11030	N/A	EXEMPT	SEE STATEMENT #6	2,500.
CLASSIC STAGE COMPANY 136 EAST 13TH STREET NEW YORK, NY 10003	N/A	EXEMPT	SEE STATEMENT #6	500.
FEINSTEIN INSTITUTE FOR MEDICAL RESEARCH 350 COMMUNITY DRIVE MANHASSET, NY 11030	N/A	EXEMPT	SEE STATEMENT #6	2,500.
MENTORING PARTNERSHIP OF LI 150 MOTOR PARKWAY, SUITE 90 HAUPPAUGE, NY 11788	N/A	EXEMPT	SEE STATEMENT #6	10,000.
MOUNTAIN MISSION SCHOOL 1760 EDGEWATER DRIVE GRUNDY, VA 24614	N/A	EXEMPT	SEE STATEMENT #6	10,000.
NATIONAL MENTORING PARTNERSHIP 201 SOUTH STREET, 6TH FL BOSTON, MA 02111	N/A	EXEMPT	SEE STATEMENT #6	20,000.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	N/A	EXEMPT	SEE STATEMENT #6	5,000.
Total from continuation sheets				63,500.

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
	(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			14	80.	
4 Dividends and interest from securities			14	329,823.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<2.>	
8 Gain or (loss) from sales of assets other than inventory			18	820,905.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,150,806.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,150,806.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee

12-14-14
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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL J. ROMEO		08/03/15		P00482624

Firm's name ▶ RAICH ENDE MALTER & CO, LLP
Firm's EIN ▶ 11-2336434

Firm's address ▶ 475 PARK AVENUE SOUTH 31ST FL
NEW YORK, NY 10016
Phone no. 212-695-7003

Schedule K-1
(Form 1065)
Department of the Treasury
Internal Revenue Service

2013

For calendar year 2013, or tax
year beginning ______________, 2013
ending ______________, 20 ____

Partner's Share of Income, Deductions, Credits, etc.

▶ See back of form and separate instructions.

STATEMENT A

Powers Family Foundation
EIN. 13-3637704
GS #038-00251-5
Realized Gains/Losses
7/1/13 - 6/30/14

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)
SHORT TERM							
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Jul-13	24-Apr-14	205 632	1,733 48	1,813 67	-80 19
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	29-Nov-13	24-Apr-14	252 558	2,129 06	2,149 27	-20 21
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-May-13	24-Apr-14	216 13	1,821 98	2,012 17	-190 19
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Apr-13	24-Apr-14	209 934	1,769 74	2,105 64	-335 9
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Jun-13	24-Apr-14	211 426	1,782 32	1,873 23	-90 91
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Aug-13	24-Apr-14	216 346	1,823 80	1,806 49	17 31
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Sep-13	24-Apr-14	221 411	1,866 49	1,921 85	-55 36
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Jan-14	24-Apr-14	282 543	2,381 84	2,243 39	138 45
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Mar-14	24-Apr-14	149 673	1,261 74	1,261 74	0
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Oct-13	24-Apr-14	241 502	2,035 86	2,142 12	-106 26
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Dec-13	24-Apr-14	243 861	2,055 75	2,065 50	-9 75
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Feb-14	24-Apr-14	129 839	1,094 54	1,064 68	29 86
			TOTAL SHORT TERM		**21,756.60**	**22,459.75**	**(703.15)**
LONG TERM							
GSPKX	GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	16-Dec-11	06-Nov-13	52,585 45	600,000 00	478,527 60	121,472 40
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-Feb-03	06-Nov-13	178 957	1,859 36	1,852 20	7 16
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Mar-03	06-Nov-13	193 096	2,006 27	1,990 82	15 45
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Apr-03	06-Nov-13	185 481	1,927 15	1,929 00	-1 85
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-May-03	06-Nov-13	157 315	1,634 50	1,667 54	-33 04
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Jun-03	06-Nov-13	190 209	1,976 27	2,006 70	-30 43
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jul-03	06-Nov-13	198 919	2,066 77	2,019 03	47 74
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Aug-03	06-Nov-13	193 552	2,011 01	1,978 10	32 91
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Sep-03	06-Nov-13	175 645	1,824 95	1,839 00	-14 05
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Oct-03	06-Nov-13	225 579	2,343 77	2,334 74	9 03
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	02-Jan-04	06-Nov-13	679 649	7,061 55	6,857 66	203 89
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	02-Jan-04	06-Nov-13	1,211 88	12,591 41	12,227 85	363 56
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	02-Jan-04	06-Nov-13	188 058	1,953 92	1,897 51	56 41
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-Nov-03	06-Nov-13	193 218	2,007 54	1,999 81	7 73
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Jan-04	06-Nov-13	182 335	1,894 46	1,850 70	43 76
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	27-Feb-04	06-Nov-13	177 965	1,849 06	1,822 36	26 7
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Mar-04	06-Nov-13	177 483	1,844 05	1,828 07	15 98
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	01-Mar-02	06-Nov-13	152 784	1,587 43	1,535 48	51 95
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Jun-04	06-Nov-13	155 285	1,613 41	1,551 30	62 11
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-May-04	06-Nov-13	182 195	1,893 01	1,811 02	81 99
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Apr-04	06-Nov-13	184 915	1,921 27	1,851 00	70 27
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	01-Apr-02	06-Nov-13	233 865	2,429 86	2,310 59	119 27
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	01-May-02	06-Nov-13	228 83	2,377 54	2,286 01	91 53
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	03-Jun-02	06-Nov-13	252 676	2,625 30	2,529 29	96 01

STATEMENT A

Powers Family Foundation
EIN: 13-3637704
GS #038-00251-5
Realized Gains/Losses
7/1/13 - 6/30/14

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	01-Jul-02	06-Nov-13	266 714	2,771 16	2,653 80	117 36
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Jul-04	06-Nov-13	160 947	1,672 24	1,619 13	53 11
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Aug-04	06-Nov-13	154 182	1,601 95	1,577 28	24 67
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Sep-04	06-Nov-13	156 305	1,624 01	1,599 00	25 01
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Oct-04	06-Nov-13	157 654	1,638 03	1,620 68	17 35
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Nov-04	06-Nov-13	171 858	1,785 61	1,747 80	37 81
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	15-Dec-04	06-Nov-13	237 865	2,471 42	2,409 57	61 85
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jul-02	06-Nov-13	267 605	2,780 42	2,657 32	123 1
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jan-05	06-Nov-13	182 236	1,893 43	1,846 05	47 38
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Dec-04	06-Nov-13	174 781	1,815 98	1,765 29	50 69
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	15-Dec-04	06-Nov-13	508 139	5,279 56	5,147 45	132 11
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-Feb-05	06-Nov-13	187 82	1,951 45	1,887 59	63 86
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Mar-05	06-Nov-13	189 538	1,969 30	1,893 48	75 82
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Jul-05	06-Nov-13	216 415	2,248 55	2,179 30	69 25
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Jun-05	06-Nov-13	200 305	2,081 17	2,039 10	42 07
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-May-05	06-Nov-13	198 845	2,066 00	2,020 27	45 73
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Apr-05	06-Nov-13	197 78	2,054 93	1,995 60	59 33
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Aug-05	06-Nov-13	227 478	2,363 50	2,308 90	54 6
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Sep-05	06-Nov-13	237 632	2,469 00	2,378 70	90 3
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Aug-02	06-Nov-13	242 053	2,514 93	2,435 05	79 88
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jan-06	06-Nov-13	221 779	2,304 28	2,186 74	117 54
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	14-Dec-05	06-Nov-13	234 812	2,439 70	2,319 94	119 76
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-Feb-06	06-Nov-13	217 064	2,255 30	2,138 08	117 22
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Oct-05	06-Nov-13	240 579	2,499 62	2,381 73	117 89
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Nov-05	06-Nov-13	238 789	2,481 02	2,366 40	114 62
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	14-Dec-05	06-Nov-13	148 402	1,541 90	1,466 21	75 69
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Dec-05	06-Nov-13	233 259	2,423 56	2,309 26	114 3
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Sep-02	06-Nov-13	216 118	2,245 47	2,193 60	51 87
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Mar-06	06-Nov-13	225 235	2,340 19	2,196 04	144 15
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-Apr-06	06-Nov-13	232 632	2,417 05	2,254 20	162 85
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-May-06	06-Nov-13	233 159	2,422 52	2,249 98	172 54
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Nov-02	06-Nov-13	192 024	1,995 13	1,935 60	59 53
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jul-06	06-Nov-13	231 862	2,409 05	2,253 70	155 35
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Oct-02	06-Nov-13	201 562	2,094 23	2,031 74	62 49
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Jun-06	06-Nov-13	233 178	2,422 72	2,245 50	177 22
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Aug-06	06-Nov-13	230 792	2,397 93	2,261 76	136 17
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Dec-06	06-Nov-13	236 682	2,459 13	2,333 68	125 45
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jan-07	06-Nov-13	240 1	2,494 64	2,355 38	139 26
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	29-Sep-06	06-Nov-13	233 323	2,424 23	2,295 90	128 33
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Oct-06	06-Nov-13	234 324	2,434 63	2,310 43	124 2
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Nov-06	06-Nov-13	232 636	2,417 09	2,312 40	104 69
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	28-Feb-07	06-Nov-13	236 573	2,457 99	2,344 44	113 55

STATEMENT A

Powers Family Foundation
EIN: 13-3637704
GS #038-00251-5
Realized Gains/Losses
7/1/13 - 6/30/14

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Mar-07	06-Nov-13	239 708	2,490 57	2,365 92	124 65
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	02-Jan-03	06-Nov-13	143 446	1,490 40	1,467 45	22 95
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-May-07	06-Nov-13	250 472	2,602 40	2,449 62	152 78
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	02-Jan-03	06-Nov-13	43 901	456 13	449 11	7 02
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	30-Apr-07	06-Nov-13	241 424	2,508 40	2,387 68	120 72
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	02-Jan-03	06-Nov-13	177 636	1,845 64	1,817 22	28 42
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	08-Jun-07	06-Nov-13	41,289 90	429,002 04	400,099 11	28,902 93
GSFIX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	31-Jan-03	06-Nov-13	180 424	1,874 61	1,845 74	28 87
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Sep-10	23-Jan-14	24,449 88	200,000 00	240,831 30	-40,831 30
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Aug-11	24-Apr-14	197 004	1,660 74	1,946 40	-285 66
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Oct-11	24-Apr-14	223 492	1,884 04	2,049 42	-165 38
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	14-Dec-11	24-Apr-14	188 291	1,587 29	1,619 30	-32 01
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Dec-11	24-Apr-14	334 326	2,818 37	2,888 58	-70 21
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	29-Feb-12	24-Apr-14	274 677	2,315 53	2,634 15	-318 62
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Apr-12	24-Apr-14	286 987	2,419 30	2,706 29	-286 99
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Jan-12	24-Apr-14	284 812	2,400 96	2,662 99	-262 03
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Mar-12	24-Apr-14	301 341	2,540 30	2,826 58	-286 28
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-May-12	24-Apr-14	264 422	2,229 08	2,297 83	-68 75
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Jul-12	24-Apr-14	218 974	1,845 95	2,047 41	-201 46
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Sep-12	24-Apr-14	223 777	1,886 44	2,141 55	-255 11
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	29-Jun-12	24-Apr-14	229 189	1,932 06	2,097 08	-165 02
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Aug-12	24-Apr-14	225 329	1,899 52	2,100 07	-200 55
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Oct-12	24-Apr-14	226 14	1,906 36	2,168 68	-262 32
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Nov-12	24-Apr-14	207 72	1,751 08	2,014 88	-263 8
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	12-Dec-12	24-Apr-14	150 852	1,271 68	1,481 37	-209 69
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Jan-13	24-Apr-14	245 498	2,069 55	2,437 80	-368 25
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	12-Dec-12	24-Apr-14	86 279	727 33	847 26	-119 93
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Dec-12	24-Apr-14	221 998	1,871 44	2,188 90	-317 46
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Feb-13	24-Apr-14	205 702	1,734 07	2,022 05	-287 98
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Mar-13	24-Apr-14	207 051	1,745 44	2,010 47	-265 03
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	15-Dec-10	24-Apr-14	523 553	4,413 55	4,978 99	-565 44
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Dec-10	24-Apr-14	1,297 00	10,933 73	12,347 46	-1,413 73
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Jan-11	24-Apr-14	227 849	1,920 77	2,112 16	-191 39
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Feb-11	24-Apr-14	208 912	1,761 13	1,953 33	-192 2
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-Mar-11	24-Apr-14	225 319	1,899 44	2,163 06	-263 62
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	29-Apr-11	24-Apr-14	208 746	1,759 73	2,108 33	-348 6
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	31-May-11	24-Apr-14	243 103	2,049 36	2,409 15	-359 79
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Jun-11	24-Apr-14	224 463	1,892 22	2,210 96	-318 74
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	29-Jul-11	24-Apr-14	220 214	1,856 40	2,184 52	-328 12
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Sep-11	24-Apr-14	238 154	2,007 64	2,069 56	-61 92
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Nov-11	24-Apr-14	286 528	2,415 43	2,535 77	-120 34
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	29-Oct-10	24-Apr-14	230 659	1,944 45	2,308 90	-364 45

STATEMENT A

Powers Family Foundation
EIN. 13-3637704
GS #038-00251-5
Realized Gains/Losses
7/1/13 - 6/30/14

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	28-Sep-10	24-Apr-14	20,760 69	175,012 63	204,492 82	-29,480 19
GIMDX	GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	30-Nov-10	24-Apr-14	255 248	2,151 74	2,417 20	-265 46
GSHIX	GS HIGH YIELD FUND INSTITUTIONAL SHARES	28-Sep-10	24-Apr-14	55,172 41	400,000 00	395,586 21	4,413 79
GSPKX	GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	27-Sep-12	16-May-14	291 436	3,307 80	3,007 62	300 18
GSPKX	GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	16-Dec-11	16-May-14	43,375 31	492,309 74	394,715 30	97,594 44
GSPKX	GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	29-Mar-12	16-May-14	665 261	7,550 71	6,745 75	804 96
GSPKX	GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES	28-Jun-12	16-May-14	601 916	6,831 75	5,826 55	1,005 20
			TOTAL LONG TERM		**2,562,514.82**	**2,382,103.30**	**180,411.52**

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS #251-5	31.	31.	
GOLDMAN SACHS #764-4	49.	49.	
TOTAL TO PART I, LINE 3	80.	80.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	30,320.	0.	30,320.	30,320.	
GOLDMAN SACHS #251-5	337,686.	125,098.	212,588.	212,588.	
GOLDMAN SACHS #764-4	294,981.	208,066.	86,915.	86,915.	
TO PART I, LINE 4	662,987.	333,164.	329,823.	329,823.	

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	<52.>	<52.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2.>	<2.>	

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	15,600.	0.		0.
FOREIGN TAXES THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	335.	335.		0.
TO FORM 990-PF, PG 1, LN 18	15,935.	335.		0.

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	22,097.	22,097.		0.
PORTFOLIO DEDUCTIONS THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	22,461.	22,461.		0.
TO FORM 990-PF, PG 1, LN 23	45,308.	44,558.		750.

FOOTNOTES STATEMENT 7

SUPPLEMENTARY STATEMENT

PART: XV LINE: 2 SUPPLEMENTARY INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFING 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 31, 2014
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).

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSES THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	254.
TOTAL TO FORM 990-PF, PART III, LINE 5	254.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT B ATTACHED	5,724,733.	6,482,792.
SEE STATEMENT C ATTACHED	2,754,867.	3,413,776.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,479,600.	9,896,568.

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
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	43,811 08	1 0000	43,811 08	1 0000	43,811 08	0 00	0 0899	39 37

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	236,703 506	10 5600	2,499,589 02	9 6794	2,291,139 96	208,449 06 1,108,165 29		69,354 13
OTHER FIXED INCOME								
GS HIGH YIELD FLOATING RATE FUND								
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	128,485 859	10 0900	1,296,422 32	10 0684	1,293,649 38	2,772 94 22,150 94		47,539 77
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	84,697 568	7 2900	617,445 27	7 1910	609,058 91	8,386 36 489,804 30		37,521 02
TOTAL OTHER FIXED INCOME			**1,913,867.59**		**1,902,708.29**	**11,159.30**		**85,060.79**
TOTAL FIXED INCOME			**4,413,456.61**		**4,193,848.25**	**219,608.36**		**154,414.92**

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 (GSPKX)	11,419 593	11 7600	134,294 41	10 0613	114,896 03	19,398 38 397,205 37	2 2704	3,049 03

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[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

STATEMENT B

PUBLIC EQUITY (Continued)

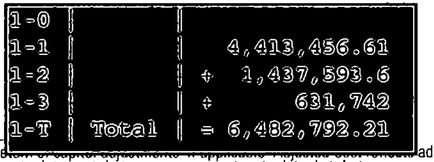
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS GROWTH OPPORTUNITIES FUND								
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (GGOIX)	18,244 169	31 9600	583,083 64	20 0118	365,098 98	217,984 66 458,083 65	0 0125	72 98
GS SMALL CAP VALUE FUND								
GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES (GSSIX)	12,078 074	59 6300	720,215 55	37 8943	457,689 94	262,525 61 484,215 57	0 6289	4,529 28
TOTAL US EQUITY			**1,437,593.60**		**937,684.95**	**499,908.65**	**0.5322**	**7,651.29**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
EURO STOXX 50 INDEX FUND (SPDR)								
SPDR EURO STOXX 50 FD ETF (FEZ)	14,600 00	43 2700	631,742 00 13,412 04	40 6301	593,199 46	38,542 54	2 9965	18,930 36

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL PUBLIC EQUITY			**2,069,335.60** **13,412.04**		**1,530,884.41**	**538,451.19**	**1.2845**	**26,581.65**

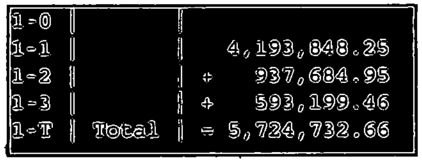
	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**6,540,015.33**	**5,768,543.74**	**758,059.55**	**181,035.94**

SECURITIES FAIR MARKET VALUE



```
1-0 |       |
1-1 |       |     4,413,456.61
1-2 |       | +   1,437,593.6
1-3 |       | +       631,742
1-T | Total | = 6,482,792.21
```

SECURITIES COST BASIS



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1-0 |       |
1-1 |       |     4,193,848.25
1-2 |       | +     937,684.95
1-3 |       | +     593,199.46
1-T | Total | = 5,724,732.66
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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or r [illegible] adjustments to Original Cost amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

STATEMENT B

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 INVESTMENT GRADE CREDIT FUND								
GS INVESTMENT GRADE CREDIT FUND INSTITUTIONAL SHARES	100,421 711	9 5800	962,039 99	9 5104	955,049 68	6,990 31 12,039 99		33,641 27

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 (GSPKX)	51,479 165	11 7600	605,394 98	9 5648	492,386 82	113,008 16 610,314 19	2 2704	13,744 94
GS GROWTH OPPORTUNITIES FUND								
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (GGOIX)	19,670 190	31 9600	628,659 27	20 6687	406,557 65	222,101 63 410,659 25	0 0125	78 68

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[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

STATEMENT C

POWERS FAMILY FOUNDATION RESTRICTED ACCT

Holdings (Continued)

Period Ended June 30, 2014

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS MID CAP VALUE FUND								
GS MID CAP VALUE FUND INSTITUTIONAL SHARES (GSMCX)	25,210 806	48 3000	1,217,681 93	35 7336	900,873 34	316,808 59 743,011 90	0 8592	10,462 48
TOTAL US EQUITY			**2,451,736.18**		**1,799,817.81**	**651,918.38**	**0.9906**	**24,286.10**

TOTAL MARKET VALUE

962,039.99 +

2,451,736.18 =

3,413,776.17 *

TOTAL COST BASIS

955,049.68 +

1,799,817.81 =

2,754,867.49 *

STATEMENT C

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[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and 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.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DYNAMIC EQUITY II PORTFOLIO - HEDGE	COST	2,189,185.	3,330,411.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,189,185.	3,330,411.

FORM 8688 EXPLANATION FOR EXTENSION STATEMENT 14

EXPLANATION

COMPLETE INFORMATION RELATING TO THE TAXPAYER'S INCOME HAS NOT YET BEEN PROVIDED TO TAXPAYER BY A THIRD PARTY RESPONSIBLE FOR COMPILING THE DATA. IT IS EXPECTED THAT THIS INFORMATION WILL BE AVAILABLE SO AS TO PERMIT FILING BY THE EXTENDED DUE DATE.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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 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)

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) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ RAICH ENDE MALTER & CO LLP
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

4 I request an additional 3-month extension of time until MAY 15, 2015

5 For calendar year ______, or other tax year beginning JUL 1, 2013, and ending JUN 30, 2014.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 14

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 20,832.
b	If this application is for Forms 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 and any amount paid previously with Form 8868	8b	$ 20,832.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUSTEE Date ▶