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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.

Name of foundation

POWELL FOUNDATION

A Employer identification number

20-4747466

See Specific  
Instructions.

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

6843 N KNOX

B Telephone number (see instructions)

(847) 675-9058

City or town, state, and ZIP code

Lincolnwood IL 60712

C If exempt application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

2,780,442

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

### Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

14,921

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temp cash investments

16

16

4 Dividends and interest from securities

94,409

94,409

5 a Gross rents

b Net rental income or (loss)

6 a Net gain/(loss) from sale of assets not on line 10

-58,008

b Gross sales price for all assets on line 6a

160,073

7 Capital gain net income (from Part IV, line 2)

0

8 Net short-term capital gain

0

9 Income modifications

0

10 a Gross sales less expenses and allowances

0

b Less cost of goods sold

c Gross profit (loss) (attach schedule)

d Other income (attach schedule) #1

12 Total. Add lines 1 through 11

51,338

94,425

0

13 Compensation of officers, directors, trustees, etc.

3,225

322

2,903

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach schedule) #2

2,815

2,815

c Other professional fees (attach schedule) #3

12,527

12,527

17 Interest

18 Taxes (attach schedule) (see instructions) #4

2,498

187

19 Depreciation (attach sch.) and depletion

20 Occupancy

21 Travel, conferences, and meetings

1,797

22 Printing and publications

23 Other expenses (attach schedule) #5

307

292

24 Total operating and administrative expenses. Add lines 13 through 23

23,169

801

0

18,245

25 Contributions, gifts, grants paid

200,000

200,000

26 Total exp &amp; disbursements. Add lines 24 and 25

223,169

801

0

218,245

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

-171,831

b Net investment income (if neg, enter -0-)

93,624

c Adjusted net income (if neg, enter -0-)

0

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3

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>ASSETS</b>	1	Cash -- non-interest-bearing		
	2	Savings and temporary cash investments	333,051	90,439
	3	Accounts receivable ▶ Less allowance for doubtful accts ▶		
	4	Pledges receivable ▶ Less allowance for doubtful accts ▶		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments -- U S and state govt obligations (attach sch)		
	b	Investments -- corporate stock (attach schedule)		
	c	Investments -- corporate bonds (attach schedule)		
	11	Investments -- land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
	12	Investments -- mortgage loans		
	13	Investments -- other (attach schedule) #6	2,854,646	2,925,508
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
15	Other assets (describe ▶)			
16	<b>Total assets</b> (to be completed by all filers -- see the instructions Also, see page 1, item I)	3,187,697	3,015,947	
<b>LIABILITIES</b>	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0
<b>FUND ASSETS</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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, ck. here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,187,697	3,015,947
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	<b>Total net assets or fund balances</b> (see the instructions)	3,187,697	3,015,947
	31	<b>Total liabilities and net assets/fund balances</b> (see the inst.)	3,187,697	3,015,947

**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	3,187,697
2	Enter amount from Part I, line 27a	2	-171,831
3	Other increases not included in line 2 (itemize) ▶ See attachment #7	3	81
4	Add lines 1, 2, and 3	4	3,015,947
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) -- Part II, column (b), line 30	6	3,015,947

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P -- Purchase D -- Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See attachment #8				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) . . . . .	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	2	-58,008
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) . . . . . If (loss), enter -0- in Part I, line 8 . . . . .	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions)            If (loss), enter -0- in Part I, line 8         </div>	3	-58,008

**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 beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	252,111	3,763,953	0.066980
2007		1,700,726	0.000000
2006			
2005			
2004			

2 Total of line 1, column (d) . . . . .	2	0.066980
3 Average distribution ratio for the 5-year base period -- divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0.033490
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .	4	3,085,069
5 Multiply line 4 by line 3 . . . . .	5	103,319
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	936
7 Add lines 5 and 6 . . . . .	7	104,255
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	218,245

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 the instructions)

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary -- see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	936
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).	<b>2</b>	0
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	936
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	936
<b>6</b> Credits/Payments		
<b>a</b> 2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	1,200
<b>b</b> Exempt foreign organizations -- tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	1,200
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	264
<b>11</b> Enter amount of line 10 to be <b>Credited to 2010 estimated tax</b> ▶ 264 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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? . . . . .	<b>1a</b> N/A	
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<b>1b</b> N/A	
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b> N/A	
<b>d</b> 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		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0		
<b>2</b> 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	<b>2</b> N/A	
<b>3</b> 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	<b>3</b> N/A	
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b> N/A	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b> N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	<b>5</b> N/A	
<b>6</b> 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? . . . . .	<b>6</b> X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col (c), & Part XV	<b>7</b> X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ IL		
<b>b</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	<b>8b</b> X	
<b>9</b> 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	<b>9</b> N/A	
<b>10</b> Did any persons become substantial contributors during tax year? If "Yes," attach a schedule listing their names and addresses	<b>10</b> N/A	

**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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>See attachment #9</b> Telephone no <b>See attachment #9</b> Located at <b>See attachment #9</b> ZIP+4 <b>See attachment #9</b>			
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 <b>15</b>			

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.)	3b	X
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 2009?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see the instructions).**

(a) Name and address	(b) Title, and avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
See attachment #10				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and avg 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 (see the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
See attachment #11		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See the instructions	
3	

Total. Add lines 1 through 3





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,873,688
<b>b</b>	Average of monthly cash balances	<b>1b</b>	258,362
<b>c</b>	Fair market value of all other assets (see the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,132,050
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,132,050
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	<b>4</b>	46,981
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,085,069
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	154,253

**Part XI Distributable Amount** (see the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	154,253
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	936
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	936
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	153,317
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	153,317
<b>6</b>	Deduction from distributable amount (see the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	153,317

**Part XII Qualifying Distributions** (see the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable etc. purposes		
<b>a</b>	Expenses, contributions, gifts, etc. -- total from Part I, column (d), line 26	<b>1a</b>	218,245
<b>b</b>	Program-related investments -- total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	218,245
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see the instructions)	<b>5</b>	936
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	217,309

**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 the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				153,317
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004 . . . . .				
<b>b</b> From 2005 . . . . .				
<b>c</b> From 2006 . . . . .				
<b>d</b> From 2007 . . . . .				
<b>e</b> From 2008 . . . . . 37,715				
<b>f</b> Total of lines 3a through e . . . . .	37,715			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 218,245				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required -- see the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required -- see the instructions)				
<b>d</b> Applied to 2009 distributable amount				153,317
<b>e</b> Remaining amount distributed out of corpus . . . . .	64,928			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	102,643			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount -- see the instructions . . . . .				
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount -- see the instructions . . . . .				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	102,643			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005 . . . . .				
<b>b</b> Excess from 2006 . . . . .				
<b>c</b> Excess from 2007 . . . . .				
<b>d</b> Excess from 2008 . . . . . 37,715				
<b>e</b> Excess from 2009 . . . . . 64,928				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . **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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct exempt act					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test -- enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test -- enter 2/3 of min. investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test -- enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 the instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
See attachment # 12

**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  
See attachment # 13

**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 the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed  
See attachment 14

**b** The form in which applications should be submitted and information and materials they should include  
See attachment 14

**c** Any submission deadlines  
See attachment 14

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
See attachment 14

**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)				
<b>a</b> Paid during the year See attachment #15				
<b>Total</b>			<b>▷ 3a</b>	200,000
<b>b</b> Approved for future payment				
<b>Total</b>			<b>▷ 3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions )
	(a) Business code	(b) Amount	(c) Excl code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16	
4 Dividends and interest from securities			14	94,409	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-58,008	
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		36,417	0
13 Total. Add line 12, columns (b), (d), and (e)				13	36,417

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

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

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

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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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.		

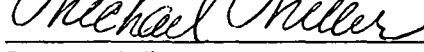
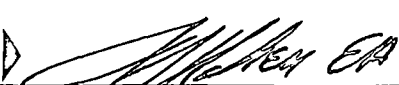
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**2 a** 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

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 or fiduciary) is based on all information of which preparer has any knowledge.

<b>S I G N  H E R E</b>	 Signature of officer or trustee		8/8/10 Date	CO-TRUSTEE Title	
	Preparer's signature 		7/27/10 Date	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see Signature in the instructions)	
	Firm's name (or yours if self-employed), address, and ZIP code DIVERSIFIED TAX SERVICES, INC. 1375 E WOODFIELD RD STE 230 Schaumburg, IL 60173		EIN (847) 805-7900		
	Paid Preparer's Use Only				

**Schedule of Contributors**

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

OMB No 1545-0047

**2009**

Name of the organization

Employer identification number

POWELL FOUNDATION

20-4747466

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization  
**POWELL FOUNDATION**Employer identification number  
**20-4747466****Part I** Contributors (see instructions)

(a) No	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	KENNETH POWELL TRUST 6843 N KNOX AVE Roselle IL 60172	\$ 3,342,868	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



# SCHEDULE OF OTHER INCOME

Attachment 1: page 1 - 990-PF Page 1, Part I, Line 11

Open to Public Inspection	For calendar year 2009, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466

Description of Other Income	Revenue and Expenses	Net Investment Income	Adjusted Net Income
OHIO NATIONAL LIFE INSURANCE ANNUITY	66,050	66,050	
RETURN OF PRINCIPAL-OHIO NATIONAL ANNUITY	-66,050	-66,050	
Totals			

# SCHEDULE OF ACCOUNTING FEES

Attachment 2: page 1 - 990-PF Page 1, Part I, Line 16b

Open to Public Inspection For calendar year 2009, or tax period beginning , and ending

Name of Organization POWELL FOUNDATION Employer Identification Number 20-4747466

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
DIVERSIFIED TAX SERVICES INC	2,815			2,815
Total	2,815			2,815

# SCHEDULE OF OTHER PROFESSIONAL FEES

Attachment 3: page 1 - 990-PF Page 1, Part I, Line 16c

Open to Public Inspection For calendar year 2009, or tax period beginning , and ending

Name of Organization POWELL FOUNDATION Employer Identification Number 20-4747466

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
ADVISORY FEES FINANCIAL NETWORK	12,527			12,527
Total	12,527			12,527

# SCHEDULE OF TAXES PAID

Attachment 4: page 1 - 990- PF Page 1, Part I, Line 18

Open to Public Inspection	For calendar year 2009, or tax period beginning , and ending
---------------------------	--

Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466
---	--

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
FEDERAL EXCISE TAX 2008	1,111			
ING GLOBAL EQUITY FOREIGN TAX PAID	187	187		
ESTIMATED EXCISE TAX PAID 2009	1,200			
<b>Total</b>	<b>2,498</b>	<b>187</b>		

# OTHER EXPENSES SCHEDULE

Attachment 5: page 1 990-PF Page 1, Part I, Line 23

Open to Public Inspection For calendar year 2009, or tax period beginning , and ending

Name of Organization POWELL FOUNDATION Employer Identification Number 20-4747466

Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
CHECK CHARGE	7	7		
FEDERAL EXPRESS	139	139		
ILLINOIS CHARITY BUREAU FUND	15			
MISC TRUSTEE	146	146		
Total	307	292		

## SCHEDULE OF INVESTMENTS - OTHERS

Attachment 6: page 1 - 990-PF Page 2, Part II, Line 13

Open to Public Inspection	For calendar year 2009, or tax period beginning , and ending .
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466

Description	Cost	FMV at Year End	Book Value	Fair Market Value
FIDELITY CAPITAL AND INCOME FUND				
FRANKLIN US GOVT SECS FUND ADVISOR			100,487	100,826
FRANKLIN STRATEGIC INCOME FUND			61,169	61,710
HARTFORD CAPITAL APPRECIATION FUND			40,186	41,766
HARTFORD FLOATING RATE FUND			151,216	118,394
ING GLOBAL EQUITY FUND			100,021	92,467
JP MORGAN CORE BOND FUND			99,654	71,803
SELECT CLASS				
LOOMIS SAYLES BOND FUND INSTL			80,338	80,195
MUTUAL SERIES SHARES CLASS Z			251,862	234,026
PIMCO TOTAL RETURN FIND INST			155,805	127,176
PIMCO ALL ASSET FUND			250,021	246,350
THORNBURG INVESTMENT INCOME			100,021	89,766
VANGUARD TOTAL BOND MARKET FUND			54,665	48,032
VANGUARD SHORT TERM US			250.021	253.676
OHIO NATIONAL LIFE INSURANCE ANNUITY		X	256,092	255,309
OPPENHEIMER INTERNATIONAL	.		973,950	867,920
Total			2,925,508	2,689,416

# SCHEDULE OF OTHER INCREASES

Attachment 7: page 1 - 990- PF Page 2, Part III, Line 3

Open to Public Inspection	For calendar year 2009, or tax period beginning	, and ending
Name of Organization POWELL FOUNDATION		Employer Identification Number 20-4747466

Description of Increase	Total Amount
INVESTMENT ROUNDING	81
Total	81

# PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 8: page 1 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection	For calendar year 2009 or tax period beginning , and ending
---------------------------	---

Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466
---	--

	(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 )
1	FRANKLIN US GOV'T SECS FUND ADVISOR	P	03-27-2009	11-17-2009
2	FRANKLIN US GOV'T SECS FUND ADVISOR	P	08-28-2009	12-07-2009
3	OPPENHEIMER INTERNATIONAL	P	05-08-2008	03-23-2009

	(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)
1	69,981		70,019	-38
2	18,981		18,831	150
3	71,111		129,231	-58,120

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 if col (i) over col (j), if any	
1				-38
2				150
3				-58,120



BOOKS ARE IN CARE OF

Attachment 9 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2009, or tax period beginning	, and ending
Name of Organization POWELL FOUNDATION		Employer Identification Number 20-4747466
Part VII-A - Line 14		

Individual Name . . . . . MARITA POWELL  
or  
Business Name

Street Address 6843 N KNOX

U S Address

Zip code 60712 City Lincolnwood State IL

Foreign Address

City

Province or State

Country

Postal code

Phone Number (847) 384-4266

Fax Number

# CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 10: page 1 - 990-PF Page 6, Part VIII

Open to Public Inspection	For calendar year 2009, or tax period beginning , and ending				
Name of Organization POWELL FOUNDATION				Employer Identification Number 20-4747466	
(A) Name and Address	(B) Title and Average Hrs per Week	(C) Compensation (If not paid, enter 0)	(D) Cont to Employee Ben Plans & Def Comp	(E) Expense Account & Other Allowances	
MARITA POWELL 6843 N KNOX AVE Lincolnwood, IL 60712-2415	CO-TRUSTEE 8.00	1,125	0	0	
MICHAEL MILLER 6843 N KNOX AVE Lincolnwood, IL 60712-2415	CO-TRUSTEE 24.00	2,100	0	0	

**COMPENSATION OF THE FIVE HIGHEST PAID INDEPENDENT CONTRACTORS  
FOR PROFESSIONAL SERVICES**

Attachment 11: page 1 990-PF Page 6, Part VIII, Line 2

Open to Public Inspection	For calendar year 2009, or tax period beginning , and ending
------------------------------	--

Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466
---	--

**Part VIII Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
---	---------------------	------------------

NONE

0

# INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 12: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2009, or tax period beginning	, and ending
Name of Organization POWELL FOUNDATION		Employer Identification Number 20-4747466

Contributing Manager

NONE

# INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 13: page 1 - 990-PF Page 10, Part XV, line 1b

Open to Public Inspection	For calendar year 2009, or tax period beginning	, and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466	

Shareholder Manager

NONE

# APPLICATION SUBMISSION INFORMATION

Attachment 14: page 1 990-PF Page 10, Part XV, Line 2  
Open to Public

Name of Organization		For Calendar year 2009, or tax year period beginning		and ending	
POWELL FOUNDATION				Employer Identification Number 20-4747466	
Name	Phone Number	Info and Materials Included	Submission Deadlines	Restrictions on Awards	
MIKE MILLER C/O POWELL FOUNDATION 6843 N KNOX Lincolnwood IL 60712	847-384-4266	INCLUDE SOLICITATION LETTER WITH CONTACT INFO	NO SUBMISSION DEADLINES	AWARDS ARE RESTRICTED TO ANIMAL WELFARE ORGANIZATIONS	

# GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 15: page 1 990-PF Page 11, Part XV Line 3a

Open to Pu

Inspection For calendar year 2009, or tax period beginning , and ending

Name of Organization

POWELL FOUNDATION

Employer Identification Number

20-4747466

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)				
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD Kanab UT 84741		PUBLIC	ANIMAL WELFARE	55,000
COLORADO ANIMAL RESCUE EXPRESS 5276 SOUTH HANOVER WAY Englewood CO 80111		PUBLIC	ANIMAL WELFARE	15,000
DEFENDERS OF ANIMAL RIGHTS 14412 OLD YORK RD Phoenix MD 21131		PUBLIC	ANIMAL WELFARE	15,000
HELPING HANDS MONKEYS 541 CAMBRIDGE ST Boston MA 02134		PUBLIC	ANIMAL WELFARE	25,000
LAS VEGAS VALLEY HUMANE SOCIETY 3395 S JONES BLVD #454 Las Vegas NV 89146		PUBLIC	ANIMAL WELFARE	20,000
NAT'L EDUCATION FOR ASSIST DOG SVCS 305 REDEMPTION ROCK TRAIL SOUTH 140 Princeton MA 01541		PUBLIC	ANIMAL WELFARE	20,000
NATIONAL MILL DOG RESCUE 13030 HERRING ROAD Colorado Springs CO 80908		PUBLIC	ANIMAL WELFARE	25,000
SAVE A PET INC 31664 N FAIRFIELD RD Grayslake IL 60030		PUBLIC	ANIMAL WELFARE	10,000
SIT STAY READ INC 3425 N MILWAUKEE AVE Chicago IL 60641		PUBLIC	ANIMAL WELFARE	15,000
				200,000