Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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 change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1050 TALLEYRAND AVENUE

City or town, state, and ZIP code
JACKSONVILLE, FL 32206

A Employer identification number
59-3156041

B Telephone number (see page 10 of the instructions)
(904) 353-5353

C If exemption 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 [X] 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)* ▶ $ 1,056,764.

J Accounting method [X] 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), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	560,000.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,899.	29,899.	0.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-28,788.			
	b Gross sales price for all assets on line 6a 718,539.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	561,111.	29,899.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,597.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	29,935.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	2,550.	1,275.	0.	0.
	c Other professional fees (attach schedule) *	10,476.	9,316.	0.	0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	2,361.	300.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	109,919.	10,891.	0.	0.
	25 Contributions, gifts, grants paid	289,104.			289,104.
	26 **Total expenses and disbursements.** Add lines 24 and 25	399,023.	10,891.	0.	289,104.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	162,088.			
	b **Net investment income** (if negative, enter -0-)		19,008.		
	c **Adjusted net income** (if negative, enter -0-)			-0-.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	14,342.	34,722.	34,722.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of 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			
10 a	Investments - U S and state government obligations (attach schedule) **	0.	50,947.	50,947.
b	Investments - corporate stock (attach schedule) ATCH 6	612,848.	835,810.	835,810.
c	Investments - corporate bonds (attach schedule) ATCH 7	0.	135,285.	135,285.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	627,190.	1,056,764.	1,056,764.
Liabilities				
17	Accounts payable and accrued expenses	0.		
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.		
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	814,775.	814,755.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-187,585.	242,009.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	627,190.	1,056,764.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	627,190.	1,056,764.	

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	627,190.
2	Enter amount from Part I, line 27a	2	162,088.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	267,486.
4	Add lines 1, 2, and 3	4	1,056,764.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,056,764.

**ATCH 5

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	-28,788.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2008			
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	380.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	380.
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	380.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 774.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	774.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	394.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 394. **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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ FL,			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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* ATTACHMENT 9	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NANCY POWERS Telephone no ▶ 904-353-5353

Located at ▶ 1050 TALLEYRAND AVE, JACKSONVILLE, FL ZIP + 4 ▶ 32206

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

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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ 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 page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		64,597.	29,935.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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 page 23 of the instructions). 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 ▶ NONE

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

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	908,841.
b	Average of monthly cash balances	1b	123,623.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,032,464.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,032,464.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	15,487.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,016,977.
6	**Minimum investment return.** Enter 5% of line 5	6	50,849.

Part XI **Distributable Amount** (see page 25 of the 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	50,849.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 380.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	380.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	50,469.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	50,469.
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	50,469.

Part XII **Qualifying Distributions** (see page 25 of the 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	289,104.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	289,104.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	289,104.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					50,469.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004	146,193.				
b From 2005	115,578.				
c From 2006	259,484.				
d From 2007	153,069.				
e From 2008	228,503.				
f **Total** of lines 3a through e		902,827.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 289,104.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					50,469.
e Remaining amount distributed out of corpus		238,635.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,141,462.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		146,193.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		995,269.			
10 Analysis of line 9:					
a Excess from 2005	115,578.				
b Excess from 2006	259,484.				
c Excess from 2007	153,069.				
d Excess from 2008	228,503.				
e Excess from 2009	238,635.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 . . . . ▶

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 (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 page 28 of 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))

WARREN P. 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 page 28 of 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

N/A

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

LETTER FORM. AMOUNT OF GRANT REQUESTED; PURPOSE OF GRANTEE.

c Any submission deadlines

NONE

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

SEE ATTACHED STATEMENT

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*				
ATTACHMENT 11				
Total . . . . ▶ **3a**				289,104.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,899.	
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	-28,788.	
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)				1,111.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,111.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 5/6/10 — Title

Paid Preparer's Use Only

Preparer's signature	Date 5-5-10	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00293744	
Firm's name (or yours if self-employed), address, and ZIP code	HEINZ & COMPANY, LLP. 7545 CENTURION PARKWAY, SUITE 206 JACKSONVILLE, FL 32256	EIN ▶ 20-3903040 Phone no 904-652-2230

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number
59-3156041

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)

Name of organization: WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number: 59-3156041

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	UNIT INTERNATIONAL 644 CESERY BLVD., SUITE 200 JACKSONVILLE, FL 32211	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	POWERS 1995 FAMILY INVESTMENT L.P. 2644 CAPITOL TRAIL, SUITE 300. DEPT. 208 NEWARK, DE 19711	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
POWERS 1995 FAMILY INVESTMENT L.P. 2644 CAPITOL TRAIL, SUITE 300. DEPT. 208 NEWARK, DE 19711	02/05/2009	500,000.
TOTAL CONTRIBUTION AMOUNTS		500,000.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCHWAB - SEE STMT ATCHD					VAR	VAR
524,105.		501,331.					22,774.	
		SCHWAB - SEE STMT ATCHD					VAR	VAR
141,586.		192,948.					-51,362.	
		SCHWAB - SEE STMT ATCHD					VAR	VAR
19,862.		13,978.					5,884.	
		SCHWAB - SEE STMT ATCHD					VAR	VAR
32,986.		39,070.					-6,084.	
TOTAL GAIN(LOSS)							-28,788.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME	29,899.	29,899.	0.
TOTAL	29,899.	29,899.	0.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		2,550.	1,275.	0.	0.
	TOTALS	2,550.	1,275.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO MANAGEMNET	9,316.	9,316.	0.	0.
401K MANAGEMENT FEES	1,160.	0.	0.	0.
TOTALS	10,476.	9,316.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LICENSES AND PERMITS	61.	0.	0.	0.
BANK FEES	300.	300.	0.	0.
DUES AND SUBSCRIPTIONS	2,000.	0.	0.	0.
TOTALS	2,361.	300.	0.	0.

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

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES TIPS BOND	0.	26,910.	26,910.
VANGUARD GNMA	0.	24,037.	24,037.
US OBLIGATIONS TOTAL	0.	50,947.	50,947.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK - VARIOUS	612,848.	835,810.	835,810.
TOTALS	612,848.	835,810.	835,810.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LOOMIS SAYLES BOND FUND	0.	36,252.	36,252.
PIMCO TOTAL RETURN INSTL	0.	33,827.	33,827.
LOOMIS SAYLES GLOBAL	0.	47,955.	47,955.
T. ROWE PRICE INTERNATIONAL	0.	17,251.	17,251.
TOTALS	0.	135,285.	135,285.

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

DESCRIPTION		AMOUNT
UNREALIZED GAINS		267,486.
	TOTAL	267,486.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WARREN P. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR			
JOANNE C. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR			
PATRICK D. POWERS 8141 EAST KAISER BOULEVARD SUITE 300 ANAHEIM HILLS, CA 92808	SECRETARY			
NANCY POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE			
JANE COLLINS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE DIRECTOR	64,597.	29,935.	0.
	GRAND TOTALS	64,597.	29,935.	0.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRIST THE KING CATHOLIC CHURCH 742 ARLINGOTN ROAD NORTH JACKSONVILLE, FL 32211	N/A 501(C)(3)	GENERAL FUNDS, DAY CARE PROGRAM AND OTHER MISC	154,504
E O H S J 2955 RIDGELAKE DRIVE SUITE 205 MATAIRIE, LA 70002-4962	N/A 501(C)(3)	GENERAL FUND	1,200
EMERGENCY PREGNANCY SERVICE 1637 KING STREET JACKSONVILLE, FL 32204	N/A 501(C)(3)	GENERAL FUND	39,000
HOLY SPIRIT CATHOLIC CHURCH 11665 FORT CAROLINE ROAD JACKSONVILLE, FL 32225	N/A 501(C)(3)	GENERAL FUND	16,000
IMMACULATE CONCEPTION CATHOLIC CHURCH 121 EAST DUVAL STREET JACKSONVILLE, FL 32202	N/A 501(C)(3)	GENERAL FUND	5,600
S.M.O.M. - FEDERAL ASSOCIATION 1730 M STREET, NW SUITE 4 WASHONGTON, DC 20036	N/A 501(C)(3)	GENERAL FUND	1,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EWTN 5817 OLD LEEDS ROAD IRONDALE, AL 35210-9948	N/A 501(C)(3)	GENERAL FUND	1,000
ST. ANTHONY'S CHILDREN'S HOME 14422 S W 147TH COURT MIAMI, FL 33196	N/A 501(C)(3)	CHARITABLE	1,000
ST. BENEDICT'S ABBEY 1020 NORTH 2ND STREET ATCHISON, KS 66002-1499	N/A 501(C)(3)	GENERAL FUND	1,000
WOMEN'S HELP CENTER 4209 UNIVERSITY BLVD., SOUTH JACKSONVILLE, FL 32216	N/A 501(C)(3)	GENERAL FUND	4,000
AMERICAN LUNG ASSOCIATION 6852 BELFORT OAKS PLACE JACKSONVILLE, FL 32216	501(C)(3)	GENERAL FUND	1,000
ASSOCIATION OF ST LAWRENCE 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	501(C)(3)	GENERAL FUND	1,140

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CATHOLIC CHARITIES BUREAU, INC. PO BOX 543 ST AUGUSTINE, FL 32085	501(C)(3)	GENERAL FUND	1,000.
CATHOLIC LEAGUE 450 7TH AVENUE NEW YORK, NY 10123	501(C)(3)	GENERAL FUND	100
DISCIPLES OF THE LORD JESUS CHRIST PO BOX 64 PRAYER TOWN, TX	501(C)(3)	GENERAL FUND	1,000
EYECARE WECARE FOUNDATION 304 NORTH TALBOT STREET MONTESANO, WA 98563	501(C)(3)	BUS TRANSPORTATION FUND	2,000
FA MICHAEL SCANLIN SCHOLORSHIP FUND 1235 UNIVERSITY BLVD STEUBENVILLE, OH 43952-1763	501(C)(3)	GENERAL FUND	5,000
FIDELIS PO BOX 7047 MERRIFIELD, VA 22116-7047	501(C)(3)	GENERAL FUND	100.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOTHILLS FOOD BANK PO BOX 3434 CAREFREE, AZ 85377	501(C)(3)	GENERAL FUND	1,000.
KNIGHTS OF COLUMBUS 4727 6030 ARLINGTON EXPRESSWAY JACKSONVILLE, FL 32211	501(C)(3)	DONATION FOR FLAG	800
L'ARCHE HARBOR HOUSE 700 ARLINGTON ROAD JACKSONVILLE, FL 32211-7306	501(C)(3)	GOLF TOURNAMENT	5,000
LUMEN ENTERTAINMENT, INC PO BOX 24374 JACKSONVILLE, FL 32241-4374	501(C)(3)	GENERAL FUND	1,000
PROJECT S O S 6850 BELFORT OAKS PLACE JACKSONVILLE, FL 32216	501(C)(3)	GENERAL FUND	2,500.
SAINT BONIFACE HAITI FOUNDATION 400 NORTHMAIN STREET RANDOLPH, MA 02368	501(C)(3)	GENERAL FUND	1,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SECOND HARVEST FOOD BANK 4615 PHILIPS HIGHWAY JACKSONVILLE, FL 32207	501(C)(3)	GENERAL FUND	100
ST. BENEDICT'S CHURCH 1001 N 2ND STREET ATCHISON, KS 66002-1499	501(C)(3)	MOUNT CALVARY CEMETERY FUND	15,000
ST VINCENT DEPAUL SOCIETY, PHX 420 W WATKINS ROAD PHOENIX, AZ 85003	501(C)(3)	KITCHEN STEAM CABINET	22,000
THOMAS MORE SOCIETY PRO-LIFE LAW CENTER DEPT NC11 29 S. LASALLE, STE 440 CHICAGO, IL 60603	501(C)(3)	GENERAL FUND	1,000.
VIM-JAX 41 EAST DUVAL STREET JACKSONVILLE, FL 32202	501(C)(3)	GENERAL FUND	1,000.
DIOCESE OF ST AUGUSTINE 11626 OLD ST. AUGUSTINE ROAD JACKSONVILLE, FL 32259-2060	501(C)(3)	GENERAL FUNDS	1,060

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUEEN OF PEACE RADIO PO BOX 51585 JACKSONVILLE BEACH, FL 32240	501(C)(3)	GENERAL FUND	2,000.
		TOTAL CONTRIBUTIONS PAID	289,104.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number 59-3156041

Note: *Form 5227 filers need to complete **only** Parts I and II*

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	28,658.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	28,658.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-57,446.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-57,446.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

JSA 9F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			28,658.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-57,446.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-28,788.

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

Part IV Capital Loss Limitation

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

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: WARREN P. AND JOANNE C. POWERS CHARITABLE

Employer identification number: 59-3156041

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SCHWAB - SEE STMT ATCHD			524,105.	501,331.	22,774.
SCHWAB - SEE STMT ATCHD			19,862.	13,978.	5,884.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 28,658.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SCHWAB - SEE STMT ATCHD			141,586.	192,948.	-51,362.
SCHWAB - SEE STMT ATCHD			32,986.	39,070.	-6,084.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-57,446.

Realized Gains and Losses
Fiscal Year Ending 12/31/2009

Warren P. & Joanne C. Powers Charitable Foundation Schwab Acct #: 91489700
8141 E. Kaiser Blvd., #300
Anaheim Hills, CA 92808

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
ARTIO INTL EQUITY I	03/19/2009	09/03/2009	394 407	10,967 10	8,109.01	2,858.09		2,858 09
DODGE & COX INTERNATIONAL	11/30/2007	09/03/2009	719 671	20,955.00	35,341 29		-14,386.29	-14,386.29
iSHARES S&P US PFD	11/21/2008	01/06/2009	400 000	12,920.37	8,476.51	4,443.86		4,443.86
iSHARES S&P US PFD	11/21/2008	02/19/2009	883.000	16,310.51	18,711.88	-2,401.37		-2,401.37
iSHARES S&P US PFD	02/10/2009	02/19/2009	883.000	16,310.50	21,644.62	-5,334.12		-5,334.12
			1,766.000	32,621.01	40,356.50	-7,735.49		-7,735.49
			2,166 000	45,541.38	48,833.01	-3,291.63		-3,291 63
LOOMIS SAYLES BOND FND	02/10/2009	10/30/2009	361.463	4,685 38	3,831 17	854.21		854.21
LOOMIS SAYLES BOND FND	05/27/2009	10/30/2009	16.843	218.33	188 31	30.02		30.02
LOOMIS SAYLES BOND FND	06/23/2009	10/30/2009	16.267	210 85	189.35	21.50		21.50
LOOMIS SAYLES BOND FND	07/28/2009	10/30/2009	17.035	220 82	205 78	15.04		15 04
LOOMIS SAYLES BOND FND	08/25/2009	10/30/2009	17.702	229.46	220.57	8.89		8.89
LOOMIS SAYLES BOND FND	09/22/2009	10/30/2009	15 405	199 69	198 42	1 27		1 27
LOOMIS SAYLES BOND FND	10/27/2009	10/30/2009	16.469	213.47	215.08	-1 61		-1.61
			461 184	5,978 00	5,048.68	929 32		929.32
LOOMIS SAYLES GLOBAL BOND	12/16/2004	03/19/2009	29 084	382.16	460.10		-77 94	-77 94
LOOMIS SAYLES GLOBAL BOND	08/22/2005	03/19/2009	160 154	2,104.42	2,500.00		-395.58	-395 58
LOOMIS SAYLES GLOBAL BOND	09/26/2005	03/19/2009	116.129	1,525.94	1,800 00		-274.06	-274.06
LOOMIS SAYLES GLOBAL BOND	12/16/2005	03/19/2009	4 168	54.77	60 94		-6.17	-6.17
LOOMIS SAYLES GLOBAL BOND	12/16/2005	03/19/2009	7.047	92.60	103 02		-10 42	-10 42
LOOMIS SAYLES GLOBAL BOND	12/16/2005	03/19/2009	92 054	1,209.59	1,345 83		-136 24	-136.24
LOOMIS SAYLES GLOBAL BOND	12/15/2006	03/19/2009	53.395	701.61	816.94		-115.33	-115.33
LOOMIS SAYLES GLOBAL BOND	07/24/2007	03/19/2009	42.101	553.21	644 98		-91.77	-91.77
LOOMIS SAYLES GLOBAL BOND	08/28/2007	03/19/2009	6.419	84 35	98 72		-14.37	-14.37
LOOMIS SAYLES GLOBAL BOND	09/25/2007	03/19/2009	6 911	90 81	108.02		-17.21	-17.21
LOOMIS SAYLES GLOBAL BOND	10/30/2007	03/19/2009	6.623	87.03	105 44		-18.41	-18.41
LOOMIS SAYLES GLOBAL BOND	11/27/2007	03/19/2009	6.692	87.93	107.67		-19.74	-19.74

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Warren P. & Joanne C. Powers Charitable Foundation Schwab Acct #: 91489700

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
LOOMIS SAYLES GLOBAL BOND	12/14/2007	03/19/2009	21.732	285.56	339.46		-53 90	-53 90
LOOMIS SAYLES GLOBAL BOND	01/18/2008	03/19/2009	249.377	3,276.81	4,000.00		-723.19	-723.19
LOOMIS SAYLES GLOBAL BOND	01/29/2008	03/19/2009	6 051	79.51	97 06		-17.55	-17 55
LOOMIS SAYLES GLOBAL BOND	02/26/2008	03/19/2009	7 509	98 67	119.54		-20 87	-20.87
LOOMIS SAYLES GLOBAL BOND	03/25/2008	03/19/2009	2.886	37.92	46.89	-8.97		-8.97
LOOMIS SAYLES GLOBAL BOND	04/28/2008	03/19/2009	2.743	36.04	44 35	-8.31		-8 31
LOOMIS SAYLES GLOBAL BOND	05/27/2008	03/19/2009	2.862	37.61	46.14	-8.53		-8.53
LOOMIS SAYLES GLOBAL BOND	06/11/2008	03/19/2009	567.108	7,451.80	9,000.00	-1,548.20		-1,548.20
LOOMIS SAYLES GLOBAL BOND	06/24/2008	03/19/2009	5.167	67 89	81 38	-13.49		-13.49
LOOMIS SAYLES GLOBAL BOND	07/29/2008	03/19/2009	5.431	71.36	84.61	-13.25		-13.25
LOOMIS SAYLES GLOBAL BOND	08/26/2008	03/19/2009	5 203	68 37	79.61	-11.24		-11 24
LOOMIS SAYLES GLOBAL BOND	09/23/2008	03/19/2009	5.578	73 29	82.16	-8.87		-8.87
LOOMIS SAYLES GLOBAL BOND	10/28/2008	03/19/2009	6 295	82.72	80.51	2.21		2.21
LOOMIS SAYLES GLOBAL BOND	11/05/2008	03/19/2009	198.929	2,613.93	2,600.00	13.93		13.93
LOOMIS SAYLES GLOBAL BOND	11/25/2008	03/19/2009	7 486	98.37	97.54	0.83		0.83
LOOMIS SAYLES GLOBAL BOND	12/12/2008	03/19/2009	56 328	740.15	721.56	18.59		18.59
LOOMIS SAYLES GLOBAL BOND	01/27/2009	03/19/2009	5.495	72.20	72 64	-0.44		-0.44
LOOMIS SAYLES GLOBAL BOND	02/10/2009	03/19/2009	754 717	9,916.98	10,000 00	-83.02		-83.02
LOOMIS SAYLES GLOBAL BOND	02/24/2009	03/19/2009	6.175	81.14	79.84	1.30		1.30
			2,447.849	32,164.74	35,824.95	-1,667.46	-1,992.75	-3,660.21
MARSICO GROWTH	09/22/2006	10/30/2009	1,390.531	20,913 59	25,391.10		-4,477 51	-4,477 51
MARSICO GROWTH	11/16/2006	10/30/2009	1,819.101	27,359 27	36,000.00		-8,640.73	-8,640 73
MARSICO GROWTH	12/14/2007	10/30/2009	131.399	1,976 24	2,935.45		-959.21	-959.21
MARSICO GROWTH	06/11/2008	10/30/2009	609 137	9,161.42	12,000 00		-2,838 58	-2,838.58
MARSICO GROWTH	12/12/2008	10/30/2009	1.904	28.64	23 31	5.33		5.33
MARSICO GROWTH	12/12/2008	10/30/2009	27.916	419.86	341.69	78.17		78.17
MARSICO GROWTH	02/10/2009	10/30/2009	1,284.247	19,315.07	15,000.00	4,315.07		4,315.07
			5,264.235	79,174.09	91,691.55	4,398.57	-16,916.03	-12,517.46
NEUBERGER HIGH INCOME	08/26/2004	09/03/2009	619 685	5,062.82	5,806 45		-743 63	-743.63
NEUBERGER HIGH INCOME	08/31/2004	09/03/2009	9.307	76.04	87.30		-11.26	-11.26
NEUBERGER HIGH INCOME	09/30/2004	09/03/2009	13.911	113.65	131.60		-17.95	-17.95
NEUBERGER HIGH INCOME	10/29/2004	09/03/2009	13.538	110 61	129.15		-18.54	-18.54
NEUBERGER HIGH INCOME	11/30/2004	09/03/2009	14.595	119 24	138.65		-19.41	-19.41

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Warren P. & Joanne C Powers   Charitable Foundation Schwab   Acct #: 91489700

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
NEUBERGER HIGH INCOME	12/31/2004	09/03/2009	13 410	109 56	127 53		-17.97	-17 97
NEUBERGER HIGH INCOME	01/31/2005	09/03/2009	13.215	107 97	125.01		-17.04	-17.04
NEUBERGER HIGH INCOME	02/28/2005	09/03/2009	13 978	114 20	132 93		-18 73	-18.73
NEUBERGER HIGH INCOME	05/31/2007	09/03/2009	22.755	185 91	213.67		-27.76	-27.76
			734 394	6,000 00	6,892.29		-892.29	-892.29
PIMCO FLOATING RATE STRATEGY	11/21/2008	09/03/2009	323 000	2,705.24	1,849.40	855.84		855.84
PIMCO FLOATING RATE STRATEGY	11/21/2008	09/03/2009	100.000	837.53	572 57	264.96		264.96
PIMCO FLOATING RATE STRATEGY	11/21/2008	09/03/2009	85 000	711.91	486.68	225.23		225.23
PIMCO FLOATING RATE STRATEGY	02/10/2009	09/03/2009	115 000	963.17	766.85	196 32		196.32
PIMCO FLOATING RATE STRATEGY	02/10/2009	09/03/2009	400 000	3,350 18	2,667.31	682.87		682 87
PIMCO FLOATING RATE STRATEGY	02/10/2009	09/03/2009	1,000 000	8,375.47	6,658.27	1,717 20		1,717.20
			1,600 000	13,400.73	10,579 11	2,821.62		2,821.62
PIMCO FLOATING RATE STRATEGY	11/21/2008	10/15/2009	25.000	218.84	143.14	75.70		75.70
PIMCO FLOATING RATE STRATEGY	11/21/2008	10/16/2009	2,383.000	22,690.15	13,644.34	9,045.81		9,045.81
			4,431.000	39,852 49	26,788.56	13,063 93		13,063.93
PIMCO TOTAL RETURN INSTL	11/30/2007	10/30/2009	16.923	184 33	182.09		2.24	2.24
PIMCO TOTAL RETURN INSTL	01/31/2008	10/30/2009	14.875	162 01	163 63		-1.62	-1 62
PIMCO TOTAL RETURN INSTL	02/29/2008	10/30/2009	16.569	180.47	181.76		-1.29	-1.29
PIMCO TOTAL RETURN INSTL	03/31/2008	10/30/2009	14.327	156.05	156.31		-0.26	-0.26
PIMCO TOTAL RETURN INSTL	04/30/2008	10/30/2009	15.718	171 20	171 48		-0.28	-0 28
PIMCO TOTAL RETURN INSTL	05/30/2008	10/30/2009	16.486	179 57	177 55		2.02	2.02
PIMCO TOTAL RETURN INSTL	06/09/2008	10/30/2009	313.836	3,418 24	3,362.08		56.16	56 16
PIMCO TOTAL RETURN INSTL	08/31/2009	10/30/2009	17 261	188.01	186.07	1.94		1.94
PIMCO TOTAL RETURN INSTL	09/30/2009	10/30/2009	16.194	176.38	176.84	-0.46		-0.46
PIMCO TOTAL RETURN INSTL	10/30/2009	10/30/2009	14.849	161.74	162 45	-0 71		-0 71
			457.038	4,978.00	4,920.26	0.77	56.97	57.74

Realized Gains and Losses
Fiscal Year Ending 12/31/2009

Warren P & Joanne C Powers Charitable Foundation Schwab Acct #: 91489700

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PROSHARES S&P SHORT	10/30/2009	11/10/2009	1,437 000	77,369.04	82,074 90	-4,705.86		-4,705 86
RS GLOBAL NATURAL RESOURCES	05/25/2006	01/06/2009	178 412	4,000 00	6,519.18		-2,519 18	-2,519.18
RS GLOBAL NATURAL RESOURCES	05/25/2006	10/30/2009	19.334	529.75	706.46		-176.71	-176.71
RS GLOBAL NATURAL RESOURCES	11/16/2006	10/30/2009	215.854	5,914.40	7,397.33		-1,482.93	-1,482 93
RS GLOBAL NATURAL RESOURCES	11/30/2007	10/30/2009	162 767	4,459 81	6,400.00		-1,940.19	-1,940.19
RS GLOBAL NATURAL RESOURCES	12/20/2007	10/30/2009	0.160	4.38	5 88		-1.50	-1.50
RS GLOBAL NATURAL RESOURCES	12/20/2007	10/30/2009	7 908	216 68	291 11		-74 43	-74.43
RS GLOBAL NATURAL RESOURCES	12/20/2007	10/30/2009	72 631	1,990 09	2,673 54		-683.45	-683.45
RS GLOBAL NATURAL RESOURCES	06/11/2008	10/30/2009	105.288	2,884 89	4,500 00		-1,615.11	-1,615 11
			583 942	16,000 00	21,974 32		-5,974 32	-5,974 32
			762.354	20,000.00	28,493 50		-8,493.50	-8,493.50
S&P SPDRs	03/13/2009	03/26/2009	850.000	70,355.83	64,617.83	5,738.00		5,738.00
S&P SPDRs	03/18/2009	03/26/2009	819.000	67,789.91	63,646 34	4,143.57		4,143.57
			1,669.000	138,145.74	128,264.17	9,881.57		9,881.57
S&P SPDRs	03/27/2009	04/07/2009	1,669 000	137,426 31	135,853.21	1,573.10		1,573.10
			3,338.000	275,572 05	264,117.38	11,454.67		11,454.67
THIRD AVENUE REAL ESTATE VALU	02/10/2004	09/03/2009	243.736	4,591.33	5,486 49		-895.16	-895.16
THIRD AVENUE REAL ESTATE VALU	06/14/2004	09/03/2009	41 482	781.41	914 26		-132.85	-132.85
THIRD AVENUE REAL ESTATE VALU	12/28/2004	09/03/2009	2.267	42.71	60 98		-18.27	-18.27
THIRD AVENUE REAL ESTATE VALU	12/28/2004	09/03/2009	11 971	225.50	322.01		-96.51	-96.51
THIRD AVENUE REAL ESTATE VALU	12/28/2004	09/03/2009	14.847	279.67	399 39		-119.72	-119.72
THIRD AVENUE REAL ESTATE VALU	12/22/2005	09/03/2009	16.020	301 78	469.88		-168.10	-168 10
THIRD AVENUE REAL ESTATE VALU	12/22/2005	09/03/2009	27.481	517.67	806.02		-288.35	-288.35
THIRD AVENUE REAL ESTATE VALU	12/22/2005	09/03/2009	47.628	897.18	1,396.94		-499.76	-499.76
THIRD AVENUE REAL ESTATE VALU	11/16/2006	09/03/2009	94.588	1,781.78	3,500 00		-1,718.22	-1,718.22
THIRD AVENUE REAL ESTATE VALU	12/20/2006	09/03/2009	2.044	38.50	69.76		-31.26	-31.26
THIRD AVENUE REAL ESTATE VALU	12/20/2006	09/03/2009	29.167	549.43	995.48		-446.05	-446.05

Realized Gains and Losses
Fiscal Year Ending 12/31/2009

Warren P. & Joanne C. Powers   Charitable Foundation Schwab   Acct #: 91489700

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
THIRD AVENUE REAL ESTATE VALU	12/20/2006	09/03/2009	83.842	1,579 36	2,861.52		-1,282 16	-1,282 16
THIRD AVENUE REAL ESTATE VALU	12/19/2007	09/03/2009	5.905	111 24	161.39		-50.15	-50 15
THIRD AVENUE REAL ESTATE VALU	12/19/2007	09/03/2009	21 040	396.33	575 03		-178.70	-178.70
THIRD AVENUE REAL ESTATE VALU	12/19/2007	09/03/2009	109.091	2,054.98	2,981.46		-926.48	-926.48
THIRD AVENUE REAL ESTATE VALU	06/11/2008	09/03/2009	217 891	4,104.47	5,600 00		-1,495.53	-1,495.53
			969 000	18,253.34	26,600 61		-8,347.27	-8,347.27
VALUE LINE EMERGING OPPORTUNI	06/06/2005	01/06/2009	83.721	1,800 00	2,190.97		-390.97	-390 97
VANGUARD FIXED INCOME ST TERM	02/10/2009	03/03/2009	1,114.543	10,823 08	11,000.00	-176 92		-176.92
VANGUARD FIXED INCOME ST TERM	02/27/2009	03/03/2009	2 659	25 82	25 90	-0.08		-0 08
			1,117 202	10,848.90	11,025 90	-177.00		-177 00
VANGUARD SHORT TERM FEDERAL	02/10/2009	03/03/2009	1,499.539	16,210.08	16,300 00	-89.92		-89.92
VANGUARD SHORT TERM FEDERAL	02/27/2009	03/03/2009	2.409	26.04	26.09	-0.05		-0.05
			1,501 948	16,236.12	16,326.09	-89 97		-89.97
Short Term Gains				524,104.55	501,331.12	22,773.43		
Total Long Gains				141,585.70	192,947.83		-51,362.13	
Total (Sales)				665,690.25	694,278.95	22,773.43	-51,362.13	-28,588.70
Total Gains						**22,773.43**	**-51,362.13**	**-28,588.70**

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Warren P. & Joanne C Powers Charitable Foundation - PMG Acct #: 19807481
8141 E. Kaiser Blvd., #300
Anaheim Hills, CA 92808

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
ALLIANCE BERNSTEIN GLOBAL HIG	09/18/2008	08/25/2009	130 000	1,516.76	1,162 10	354.66		354 66
ALLIANCE BERNSTEIN GLOBAL HIG	12/10/2008	08/25/2009	20.000	233.34	128 04	105.30		105.30
			150.000	1,750.10	1,290.14	459.96		459.96
ALLIANCE BERNSTEIN GLOBAL HIG	12/10/2008	11/25/2009	180 000	2,332.81	1,152.33	1,180 48		1,180.48
			330 000	4,082 91	2,442 47	1,640 44		1,640.44
ALPINE GLOBAL PREMIER FND	02/24/2009	09/09/2009	150.000	901.89	414.69	487.20		487.20
CENTENNIAL COMMUNICATIONS	07/19/2004	02/17/2009	400.000	3,279 79	2,334 71		945.08	945.08
CENTENNIAL COMMUNICATIONS	07/31/2009	10/29/2009	350.000	2,938.14	2,703.93	234.21		234.21
CENTENNIAL COMMUNICATIONS	08/31/2009	10/29/2009	250.000	2,098 68	1,884 38	214.30		214.30
			600.000	5,036 82	4,588 31	448.51		448 51
			1,000 000	8,316 61	6,923.02	448.51	945.08	1,393.59
CROWN HOLDINGS	04/21/2006	03/11/2009	60.000	1,247 77	997.46		250.31	250 31
DU PONT E I DE NEMOURS	06/08/2006	05/26/2009	35.000	978 18	1,419.29		-441.11	-441.11
HELIOS STRATEGIC INCOME	10/13/2008	07/07/2009	850 000	916 24	679.18	237.06		237.06
HELIOS TOTAL RETURN	12/16/2008	12/15/2009	200.000	1,051.02	806.77	244.25		244.25
HERTZ GLOBAL HOLDINGS	01/18/2008	04/14/2009	50.000	322.30	641.09		-318.79	-318.79
HERTZ GLOBAL HOLDINGS	07/02/2008	04/14/2009	150 000	966 89	1,046.56	-79.67		-79.67
			200 000	1,289 19	1,687 65	-79.67	-318 79	-398 46
HUNTSMAN	05/29/2008	10/27/2009	75.000	616.93	1,667.93		-1,051.00	-1,051.00

Realized Gains and Losses
Fiscal Year Ending 12/31/2009

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Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
HUNTSMAN	09/30/2008	10/27/2009	70.000	575 81	820.84		-245 03	-245.03
			145 000	1,192.74	2,488 77		-1,296.03	-1,296.03
HYPERION BROOKFIELD	11/19/2008	05/27/2009	125 000	739.27	625 45	113.82		113.82
JOURNAL REGISTER	03/03/2006	02/23/2009	100.000	0.11	1,289.23		-1,289.12	-1,289.12
JOURNAL REGISTER	04/17/2006	02/23/2009	200 000	0.22	2,231.33		-2,231.11	-2,231.11
JOURNAL REGISTER	06/20/2006	02/23/2009	200.000	0.22	1,890.07		-1,889.85	-1,889.85
JOURNAL REGISTER	04/23/2007	02/23/2009	300 000	0.33	1,785.95		-1,785.62	-1,785.62
JOURNAL REGISTER	08/09/2007	02/23/2009	300.000	0 32	838 13		-837 81	-837 81
			1,100 000	1.20	8,034.71		-8,033.51	-8,033 51
LEVEL 3 COMM 06/15/2012 3.50%	12/18/2008	11/03/2009	4,000.000	3,355.00	1,407.00	1,948 00		1,948.00
LIBERTY MEDIA Cl A	05/25/2004	04/17/2009	50.000	1,137.41	717.75		419.66	419 66
LIBERTY MEDIA Cl A	05/25/2004	05/11/2009	50.000	1,288 49	717.75		570 74	570 74
			100.000	2,425.90	1,435.50		990.40	990.40
LSI LOGIC CORP CONV BD 05/15/2010 4.00%	03/08/2005	04/13/2009	5,000.000	4,830.00	4,780.40		49.60	49.60
NEWS CORP LTD A	10/25/2005	05/11/2009	60.000	554.45	878.58		-324.13	-324.13
NEXTEL COMMUNICATIONS 01/15/2010 5.25%	05/18/2007	04/29/2009	5,000.000	4,898.75	5,007.50		-108 75	-108.75
NUVEEN MULTI-CURRENCY ST GOV	09/18/2008	09/22/2009	125.000	2,079.27	1,601.70		477.57	477.57
NUVEEN MULTI-STRATEGY INC & G	09/17/2008	12/09/2009	200.000	1,501 99	1,184 38		317 61	317.61

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

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Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
NUVEEN MULTI-STRATEGY INC & G	09/17/2008	12/10/2009	200.000	1,506 67	1,184.37		322.30	322.30
			400.000	3,008.66	2,368 75		639.91	639.91
OWENS ILLINOIS	07/21/2004	01/02/2009	5.000	134.48	72.38		62.10	62.10
OWENS ILLINOIS	09/10/2008	01/02/2009	28.000	753.04	992.43	-239.39		-239.39
			33.000	887.52	1,064 81	-239 39	62 10	-177 29
PIMCO FLOATING RATE STRATEGY	09/16/2008	09/17/2009	150 000	1,361 58	1,710 89		-349.31	-349.31
PROLOGIS	11/19/2008	05/27/2009	250 000	2,041 99	974.85	1,067.14		1,067 14
SAFEGUARD SCIEN CONV BOND 03/15/2024 2.625% Call 03/20/2011, 100.00	03/31/2005	10/06/2009	5,000 000	4,730 00	3,554.37		1,175.63	1,175.63
SUMITOMO CORP	03/28/2005	01/28/2009	125 000	1,168.40	1,090 18		78.22	78.22
SUMITOMO CORP	03/28/2005	06/01/2009	75.000	772.78	654.10		118.68	118.68
			200 000	1,941 18	1,744 28		196.90	196.90
THORNBURG MORTGAGE	11/21/2008	03/17/2009	600.000	17.39	0 00	17.39		17.39
Short Term Gains				19,862.46	13,977.71	5,884.75		
Total Long Gains				32,986 25	39,070.38		-6,084.13	
Total (Sales)				52,848.71	53,048.09	5,884.75	-6,084.13	-199.38
Total Gains						**5,884.75**	**-6,084.13**	**-199.38**

FEDERAL FOOTNOTES

FORM 990-PF, PART XV, LINE 2D

PURPOSES AND RESTRICTIONS. THE PURPOSES OF THE CORPORATION AND RESTRICTIONS ON ITS OPERATIONS ARE AS FOLLOWS:

(A) THIS CORPORATION IS ORGANIZED AND OPERATED FOR THE PURPOSE OF SUPPORTING THE PROPAGATION, MORAL DEVELOPMENT AND HUMANITARIAN MINISTRIES OF THE ROMAN CATHOLIC CHURCH AND TO ASSIST HUMANITARIAN SERVICES TO THE PHYSICALLY, MENTALLY OR ECONOMICALLY DISADVANTAGED CONSISTENT WITH THE REQUIREMENTS FOR QUALIFICATION AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, HEREINAFTER "CODE").

(B) THE CORPORATION SHALL RESTRICT ITS OPERATIONS TO THE PROMOTION OF RELIGIOUS, CHARITABLE, EDUCATIONAL AND HUMANITARIAN PURPOSES AS DESCRIBED ABOVE WITHIN THE MEANING OF SECTION 501 (C)(3) OF THE CODE. NOTWITHSTANDING ANY PROVISION OF THESE ARTICLES OF INCORPORATION TO THE CONTRARY, THE CORPORATION SHALL TAKE NO ACTION INCONSISTENT WITH THE PROVISION OF THE FLORIDA NOT FOR PROFIT CORPORATION ACT.

(C) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH THEREIN.

(D) TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS AND PRIVILEGES PROVIDED HEREIN AND IN THE BYLAWS CONSISTENT WITH ITS PURPOSES AND WITH THE PROVISIONS OF SECTION 501 (C)(3) OF THE CODE AND THE FLORIDA NOT FOR PROFIT CORPORATION ACT.