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

2010

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation: THE POWER FOUNDATION

A Employer identification number: 38-6119490

Number and street (or P O box number if mail is not delivered to street address): 136 E. MICHIGAN AVE., STE 1201

Room/suite

B Telephone number (see page 10 of the instructions): (269) 382-5800

City or town, state, and ZIP code: KALAMAZOO, MI 49007

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 8,338,577.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ [ ]

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	251,097.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	570.	570.		ATCH 1
	4 Dividends and interest from securities	204,585.	204,585.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	179,066.			
	b Gross sales price for all assets on line 6a 1,998,035.				
	7 Capital gain net income (from Part IV, line 2)		267,891.		
	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)	31.	31.		ATCH 3
	12 **Total.** Add lines 1 through 11	635,349.	473,077.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	3,641.	0.	0.	3,641.
	c Other professional fees (attach schedule) *	77,447.	24,783.		52,664.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	725.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	10,517.	9,794.		723.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	92,330.	34,577.	0.	57,028.
	25 Contributions, gifts, grants paid	666,010.			666,010.
	26 **Total expenses and disbursements** Add lines 24 and 25	758,340.	34,577.	0.	723,038.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-122,991.			
	b **Net investment income** (if negative, enter -0-)		438,500.		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	283,286.	442,319.	442,319.
	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 15 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)			
	b	Investments - corporate stock (attach schedule) ATCH 8	5,838,846.	6,524,293.	7,737,881.
	c	Investments - corporate bonds (attach schedule) ATCH 9	1,111,418.	143,947.	158,377.
	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 ▶)	0.		
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,233,550.	7,110,559.	8,338,577.
Liabilities	17	Accounts payable and accrued expenses	0.	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.	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	7,233,550.	7,110,559.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	7,233,550.	7,110,559.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,233,550.	7,110,559.	

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	7,233,550.
2	Enter amount from Part I, line 27a	2	-122,991.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,110,559.
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	7,110,559.

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	267,891.
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))
2009	523,541.	6,858,348.	0.076336
2008	1,154,769.	8,089,470.	0.142750
2007	510,191.	8,961,085.	0.056934
2006	407,514.	8,307,558.	0.049053
2005	382,806.	7,228,148.	0.052960

2	**Total** of line 1, column (d)	2	0.378033
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	0.075607
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,779,675.
5	Multiply line 4 by line 3	5	588,198.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,385.
7	Add lines 5 and 6	7	592,583.
8	Enter qualifying distributions from Part XII, line 4	8	723,038.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,385.
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	4,385.
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	4,385.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,281.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,781.
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	1,396.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 1,396. **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		X
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) ▶ MICHIGAN			
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 2010 or the taxable year beginning in 2010 (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*	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 ▶ THE CONNABLE OFFICE, INC. Telephone no ▶ 269-382-5800
Located at ▶ 136 E. MICHIGAN AVE #1201 KALAMAZOO, MI ZIP + 4 ▶ 49007

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 of 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 ▶				
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 2010 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 2010.)*		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 2010?		4b		X

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		X
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		-0-	-0-	-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

Total number of other employees paid over $50,000 ▶ NONE

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
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	7,527,286.
b	Average of monthly cash balances	1b	370,861.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	7,898,147.
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	7,898,147.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	118,472.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,779,675.
6	**Minimum investment return.** Enter 5% of line 5	6	388,984.

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	388,984.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,385.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,385.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	384,599.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	384,599.
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	384,599.

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	723,038.
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	723,038.
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	4,385.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	718,653.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					384,599.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010					
a From 2005	34,044.				
b From 2006	14,389.				
c From 2007	73,779.				
d From 2008	758,533.				
e From 2009	183,148.				
f **Total** of lines 3a through e		1,063,893.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 723,038.					
a Applied to 2009, 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 2010 distributable amount					384,599.
e Remaining amount distributed out of corpus		338,439.			
5 Excess distributions carryover applied to 2010 *(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		1,402,332.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		34,044.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		1,368,288.			
10 Analysis of line 9					
a Excess from 2006	14,389.				
b Excess from 2007	73,779.				
c Excess from 2008	758,533.				
d Excess from 2009	183,148.				
e Excess from 2010	338,439.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

PHILIP H. POWER

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . . . . ▶ 3a				666,010.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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			14	570.	
4 Dividends and interest from securities		.	14	204,585.	
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	179,066.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 12				31.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				384,252.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 384,252.

(See worksheet in line 13 instructions on page 29 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.)

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
	N/A	

Sign Here

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

David A [signature] | 08/11/11 | Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only				
Print/Type preparer's name: Daniel W. Fuller	Preparer's signature: Daniel W. Fuller	Date: 8-10-11	Check ☐ if self-employed	PTIN P00238135
Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
Firm's address ▶ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI 49503			Phone no 616-774-7000	

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

2010

Name of the organization
THE POWER FOUNDATION

Employer identification number
38-6119490

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 THE POWER FOUNDATION

Employer identification number 38-6119490

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PHILIP H POWER 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49007	$ 36,997.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	PHILIP H POWER 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49007	$ 45,238.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	PHILIP H POWER 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49007	$ 51,453.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	PHILIP H POWER 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49007	$ 59,635.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
5	PHILIP H POWER 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49007	$ 57,774.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE POWER FOUNDATION

Employer identification number 38-6119490

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	213 SHS GOLDMAN SACHS GROUP INC	$ 36,997.	03/29/2010

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	350 SHS IBM CORPORATION	$ 45,238.	03/29/2010

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	900 SHS STRYKER CORPORATION	$ 51,453.	03/29/2010

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	259 SHS APPLE COMPUTER INC	$ 59,635.	03/29/2010

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	751 SHS DANAHER CORPORATION	$ 57,774.	03/29/2010

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Account Name: The Power Foundation

Prices As Of : 12/31/2010

Shares	Asset Description		Cost	Market
	Fixed Income Funds			
34,686 852	PIMCO High Yield Fund		292,581 28	322,587 72
39,401 033	PIMCO Total Return Fund		427,037.56	427,501 21
50,016 326	VG Total Bond Market Index Fund		502,936 60	530,173.06
	Sub Total	$	1,222,555.44	1,280,261.99
	U S Equity Funds			
3,112 513	Baron Growth Fund		110,563 15	159,454 04
2,936	iShares Russell 1000 Growth Index Fund		161,623 70	168,115 36
4,361	SPDR S&P 500 ETF Trust		379,584 98	548,395 75
14,771 289	Third Avenue Small Cap Value Fund		260,624 40	309,015 37
	Sub Total	$	912,396.23	1,184,980.52
	Common Stocks			
185	3M Company		4,807 92	15,965 50
728	Abbott Labs		35,474 05	34,878 48
497	Accenture PLC		18,852 43	24,099 53
599	AFLAC Inc		25,684 77	33,801 57
88	Apple Computer Inc		20,262 00	28,385 28
402	Automatic Data Processing Inc		17,469 31	18,604 56
906	Avon Products Inc		26,605 67	26,328 36
807	Bank of New York Mellon Corp		27,756 96	24,371 40
359	Baxter International Inc		15,793.67	18,172 58

Account Name: The Power Foundation

Prices As Of : 12/31/2010

Shares	Asset Description	Cost	Market
242	Becton Dickinson & Company	17,098 21	20,453.84
2,043	Charles Schwab Co	32,898 54	34,955 73
487	ChevronTexaco	37,691 73	44,438 75
1,285	Cisco Systems Inc	31,019.54	25,995.55
5,931	Citigroup Inc	21,317 75	28,053 63
144	Colgate-Palmolive Co	10,352 87	11,573.28
314	Covidien PLC	12,397 80	14,337 24
446	Danaher Corporation	16,857 02	21,037 82
240	Devon Energy Corp	17,023 72	18,842 40
251	Ecolab Inc	9,276 37	12,655 42
191	Emerson Electric Co	6,240 62	10,919 47
255	Exelon Corp	10,335 58	10,618 20
574	Exxon Mobil Corp	46,194 49	41,970 88
706	General Electric Company	8,563 79	12,912.74
43	Google Inc	21,289.73	25,540 71
769	Hewlett Packard Company	29,897 91	32,374 90
413	Home Depot Inc	9,351 41	14,479 78
926	Intel Corp	15,633 39	19,473 78
525	ITT Corporation	26,392 79	27,357 75
214	Johnson & Johnson	6,129 49	13,235 90

Account Name: The Power Foundation

Prices As Of : 12/31/2010

Shares	Asset Description	Cost	Market
616	JPMorgan Chase & Company	23,793.18	26,130 72
271	Kellogg Company	13,749.41	13,842 68
613	Medtronic Inc	23,736 87	22,736 17
688	Merck and Co Inc New	13,607 39	24,795 52
1,325	Microsoft Corp	39,349 46	36,980 75
295	Monsanto Co	20,668 59	20,543 80
491	Noble Corp	15,819 17	17,563 07
1,063	Oracle Corporation	24,105 72	33,271 90
674	Pepsico Inc	45,027 94	44,032 42
725	Pfizer Inc	7,103 79	12,694 75
586	Procter & Gamble Co	36,684 99	37,697 38
456	Prudential Financial Inc	25,729 80	26,771 76
686	Qualcomm Inc	27,462.56	33,950 14
921	Southwestern Energy Co	30,359 83	34,473 03
467	Stryker Corporation	24,131 35	25,077 90
516	The Coca Cola Company	19,170 08	33,937 32
378	Transocean Ltd	26,746.14	26,274 78
373	United Technologies Corp	12,962 23	29,362 56
567	UnitedHealth Group Inc	13,020 68	20,474 37
708	Wal-Mart Stores Inc	35,800 94	38,182 44

Account Name: The Power Foundation

Prices As Of : 12/31/2010

Shares	Asset Description		Cost	Market
800	Wells Fargo & Co		20,438 40	24,792.00
524	YUM Brands Inc		18,490 70	25,702.20
260	Zimmer Holdings Inc		20,503 60	13,956 80
	Sub Total	$	**1,117,132.35**	**1,289,079.49**
	International Equity Funds			
11,806 191	Harbor International Fund		471,174 08	714,864 87
8,461	iShares MSCI Emerging Markets Index Fund		270,799 31	403,098 96
9,852	iShares MSCI Japan Index Fund		95,538 85	107,485 32
47,967 908	Lazard International Equity Open Fund		700,000 00	667,233 60
13,934 014	Matthews Asian Growth and Income Fund		230,743 00	251,369 61
3,880 334	Matthews Japan Fund		49,997.41	48,620 59
	Sub Total	$	**1,818,252.65**	**2,192,672.95**
	Absolute Return			
14,611	The Endowment TEI Fund		825,341 28	823,906 24
	Sub Total	$	825,341 28	823,906 24
	Commodities			
733	iShares DJ US Oil Equipment Index		35,397.86	41,304 55
1,364	Market Vectors Gold Miners ETF		33,485 14	83,845 08
37,108 761	PIMCO Commodity Real Return Strategy Fund		234,197 44	339,916 25
1,361	PowerShares Dynamic Oil/Gas Services		30,739 27	29,710 63
1,085	SPDR S&P Metals & Mining		29,790 62	74,626 30

Account Name: The Power Foundation

Prices As Of : 12/31/2010

Shares	Asset Description		Cost	Market
554	SPDR S&P Oil & Gas Exploration & Prod		16,500 28	29,223 50
793.265	VG Precious Metals and Mining Fund-Inv		13,200.02	21,219 84
	Sub Total	$	**393,310.63**	**619,846.15**
	Inflation Indexed Bonds			
1,473	iShares Barclays TIPS Bond Fund		143,947 10	158,376 96
	Sub Total	$	**143,947.10**	**158,376.96**
	Real Estate Investments			
5,404.201	Cohen & Steers Institutional Realty Shares		115,455.83	205,305 60
12,800 359	Cohen & Steers International Realty Fund		119,848.67	141,827.98
	Sub Total	$	**235,304.50**	**347,133.58**
	Bank Accounts			
59 13	Fifth Third Sweep Account		59.13	59 13
	Sub Total	$	**59.13**	**59.13**
	Money Market Funds			
150,100	Fifth Third Inst MM Cash Reserve		150,100 00	150,100 00
7,000	Northern Trust Inst MM 2010 Income Tax Res		7,000 00	7,000 00
285,159 97	Northern Trust Inst MM Invested Cash		285,159 97	285,159 97
	Sub Total	$	**442,259.97**	**442,259.97**
	Grand Total	$	7,110,559.28	8,338,576.98

THE POWER FOUNDATION
38-6119490

136 E. MICHIGAN AVENUE, SUITE 1201, KALAMAZOO, MI 49007
2010 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

The Connable Office, Inc has been appointed agent by the Trustees of The Foundation to serve as custodian and investment manager of the funds and property of The Foundation For these services, under the Agency Agreement, The Connable Office, Inc. receives annual fees at the rate of 1% of the market value of the assets, which includes a reasonable amount of bookkeeping and clerical expenses

Messrs. Hilboldt, Kruis, Eldridge, and Melvin are employed by, or have an interest in, The Connable Office, Inc.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					13,784.	
		PUBLICLY TRADED SECURITIES					VARIOUS	VARIOUS
1,902,721.		1,653,142.					249,579.	
		2010 POWERSHARES DB AGR FUND					VARIOUS	VARIOUS
		5,774.					-5,774.	
		DISPOSAL OF 2010 POWERSHARES DB AGR FUND					VARIOUS	VARIOUS
81,530.		71,228.					10,302.	
TOTAL GAIN (LOSS)							267,891.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS INTEREST	514.	514.
2010 POWERSHARES DB AGRICULTURE FUND K-1	56.	56.
TOTAL	570.	570.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS DIVIDENDS		204,585.	204,585.
	TOTAL	204,585.	204,585.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE ENDOWMENT TEI FUND K-1		31.	31.
	TOTALS	31.	31.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,641.			3,641.
TOTALS	3,641.	0.	0.	3,641.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIDUCIARY FEES	24,783.	24,783.	
CLERICAL FEES	52,664.		52,664.
TOTALS	77,447.	24,783.	52,664.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX		725.
	TOTALS	725.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MICHIGAN ANNUAL REPORT	20.		20.
FOUNDATION RENEWAL FEE	535.		535.
POWERSHARES DB AGRICULTURE FUND 2% DEDUCTION	411.	411.	
MISCELLANEOUS	168.		168.
THE ENDOWMENT TEI FUND K-1	9,383.	9,383.	
TOTALS	10,517.	9,794.	723.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIXED INCOME FUNDS	1,222,555.	1,280,262.
US EQUITY FUNDS	912,396.	1,184,981.
COMMON STOCK	1,117,132.	1,289,079.
INTERNATIONAL EQUITY FUNDS	1,818,253.	2,192,673.
ABSOLUTE RETURN	825,341.	823,906.
COMMODITIES	393,311.	619,846.
REAL ESTATE INVESTMENTS	235,305.	347,134.
TOTALS	6,524,293.	7,737,881.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INFLATION INDEXED BONDS	143,947.	158,377.
TOTALS	143,947.	158,377.

THE POWER FOUNDATION 38-6119490

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
PHILIP H POWER 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	PRESIDENT/TRUSTEE 1.00
KATHLEEN K POWER 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	VICE PRESIDENT/TRUSTEE 1.00
JAMES S HILBOLDT 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	TRUSTEE 1.00
JAMES C MELVIN 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	SECRETARY/TRUSTEE 1.00
LOYAL A ELDRIDGE III 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	ASSISTANT SECRETARY 1.00
DAVID S KRUIS 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	TREASURER 2.00
	GRAND TOTALS

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
THE CENTER FOR MICHIGAN INC 136 E MICHIGAN STE 1201 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	150,000
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA, CO 81101-3708	NONE OTHER PUBLIC CHARITY	DENVER CONSTRUCTION PROJECT	10,000.
UNIVERSITY OF MICHIGAN 330 EAST LIBERTY ANN ARBOR, MI 48104-2289	NONE OTHER PUBLIC CHARITY	CENTER FOR THE EDUCATION OF WOMEN	20,000
NONPROFIT ENTERPRISE AT WORK INC 1100 N MAIN STREET, STE 102 ANN ARBOR, MI 48104-1059	NONE OTHER PUBLIC CHARITY	EXPANSION OF BOARD CONNECT NPSERV, RESOURCE CONNECT PROGRAMS, AND THE NEW CENTER	75,000.
AMERICAN FRIENDS OF UNIVERSITY COLLEGE IN OXFORD P.O BOX 391 COVINGTON, KY 41012	NONE OTHER PUBLIC CHARITY	ANNUAL FUND	2,000.
HURON MOUNTAIN WILDLIFE FOUNDATION INC 5075 WARREN ROAD ANN ARBOR, MI 48105	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000.

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
MARQUETTE COMMUNITY FOUNDATION 205 S FRONT STREET, STE F MARQUETTE, MI 49855	NONE OTHER PUBLIC CHARITY	HURON MOUNTAIN CLUB FUND	1,000
PLANNED PARENTHOOD OF MID-MICHIGAN P O. BOX 3673 ANN ARBOR, MI 48106	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	25,000
SOUTHWESTERN HIGH SCHOOL 6291 W FORT STREET DETROIT, MI 48209	NONE OTHER PUBLIC CHARITY	CLARENCE HARWICK MEMORIAL FUND	500.
UNIVERSITY OF MICHIGAN 3003 S STATE STREET, ROOM 8070 ANN ARBOR, MI 48109	NONE OTHER PUBLIC CHARITY	MICHIGAN RADIO	500
UNIVERSITY OF WISCONSIN FOUNDATION P.O BOX 8860 MADISON, WI 53780	NONE OTHER PUBLIC CHARITY	SCHOOL OF BUSINESS SCHOLARSHIP FUND	1,000
ST ANDREWS EPISCOPAL CHURCH 306 N DIVISION STREET ANN ARBOR, MI 48104-1441	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	25,000

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
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA, CO 81101-3708	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000.
CONGREGATION EMANUEL 51 GRAPE STREET DENVER, CO 80220	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,500
UNITED WAY OF WASHTENAW COUNTY 101 N MAIN STREET ANN ARBOR, MI 48104-5507	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
NATIONAL DOWN SYNDROME SOCIETY 666 BROADWAY NEW YORK, NY 10012-2317	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
THE CHILDREN'S HOSPITAL FOUNDATION 13123 EAST 16TH AVENUE BOX 045 AURORA, CO 88045	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,500.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA, CO 81101-3708	NONE OTHER PUBLIC CHARITY	EDUCATION	8,000.

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
MEDECINS SANS FRONTIERES USA INC 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE OTHER PUBLIC CHARITY	HAITI EARTHQUAKE RELIEF	10,000.
CITIZENS RESEARCH COUNCIL OF MICHIGAN INC 38777 SIX MILE ROAD SUITE 208 LIVONIA, MI 48152-2660	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
INUIT ART SOCIETY C/O MATTHEW L. BROWN REED SMITH LLP 10 S WACKER DR CHICAGO, IL 60606	NONE OTHER PUBLIC CHARITY	DENNOS MUSEUM CENTER INUIT ARTISTS PROGRAM	7,860
NORTHWESTERN MICHIGAN COLLEGE 1701 E. FRONT ST. TRAVERSE CITY, MI 49686	NONE OTHER PUBLIC CHARITY	DENNOS MUSEUM CENTER INTUIT ARTISTS PROGRAM	5,150.
THE CORY PTA 1550 SOUTH STEELE STREET DENVER, CO 80210	NONE OTHER PUBLIC CHARITY	FRIENDS OF CORY	5,000
THE CENTER FOR MICHIGAN INC 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49010	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	300,000.

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
FOOD BANK OF THE ROCKIES 10700 E 45TH AVENUE DENVER, CO 80239	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000.
		TOTAL CONTRIBUTIONS PAID	666,010.

THE POWER FOUNDATION 38-6119490

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
THE ENDOWMENT TEI FUND K-1			14	31.	
TOTALS				31.	

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

2010

Name of estate or trust: THE POWER FOUNDATION

Employer Identification number: 38-6119490

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
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 2009 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	

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	254,107.
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	13,784.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 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	267,891.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

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

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			
14	Net long-term gain or (loss):				
a	Total for year	14a			267,891.
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			267,891.

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

Part IV **Capital Loss Limitation**

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

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *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 2010 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 2010 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	

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

Employer identification number: 38-6119490

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 PUBLICLY TRADED SECURITIES	VARIOUS	VARIOUS	1,902,721.	1,653,142.	249,579.
2010 POWERSHARES DB AGR FUND	VARIOUS	VARIOUS		5,774.	-5,774.
DISPOSAL OF 2010 POWERSHARES DB AGR FUND K	VARIOUS	VARIOUS	81,530.	71,228.	10,302.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 254,107.

The Power Foundation
As of December 31, 2010

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
171	Apple Computer Inc		10/1/2008	4/5/2010	Short	40,605	19,028	21,577
97	Boeing Company		11/20/2009	7/29/2010	Short	6,533	5,012	1,521
410.906	Cohen & Steers Institutional Realty Shares		7/22/2009	7/22/2010	Short	13,732	8,785	4,947
509	Danaher Corporation		12/9/2008	4/5/2010	Short	41,076	25,779	15,296
75	Danaher Corporation		12/9/2008	6/7/2010	Short	5,780	3,799	1,982
252	Dell Inc		11/20/2009	2/24/2010	Short	3,357	3,641	(284)
145	E I du Pont de Nemours & Company		11/20/2009	8/27/2010	Short	5,850	4,996	853
166	E I du Pont de Nemours & Company		1/14/2010	8/27/2010	Short	6,697	5,654	1,043
115	EOG Resources Inc		1/14/2010	7/29/2010	Short	11,586	11,310	276
255	Expeditors International of Washington Inc		10/13/2009	8/27/2010	Short	10,309	8,649	1,660
327	Expeditors International of Washington Inc		10/13/2009	6/7/2010	Short	11,865	11,091	774
155	Expeditors International of Washington Inc		11/20/2009	8/27/2010	Short	6,266	5,002	1,265
360	Fluor Corporation		10/13/2009	8/27/2010	Short	16,221	17,353	(1,132)
136	Fluor Corporation		11/20/2009	8/27/2010	Short	6,128	6,001	127
72.74	Frontier Communications Corp		10/13/2009	7/21/2010	Short	533	580	(47)
31.44	Frontier Communications Corp		11/20/2009	7/21/2010	Short	230	261	(31)
42.33	Frontier Communications Corp		1/14/2010	7/21/2010	Short	310	366	(56)
0.4	Frontier Communications Corp		1/14/2010	7/20/2010	Short	3	3	(1)
0.49	Frontier Communications Corp		7/12/2010	7/21/2010	Short	4	4	0
192	Genzyme Corp		2/24/2010	8/27/2010	Short	12,915	10,866	2,048
23	Goldman Sachs Group Inc		11/20/2009	8/27/2010	Short	3,206	3,933	(727)
82	Goldman Sachs Group Inc		2/18/2009	8/27/2010	Short	11,429	6,883	4,546
131	Goldman Sachs Group Inc		2/18/2009	4/5/2010	Short	22,585	10,996	11,589
229	I B M Corporation		12/9/2008	4/5/2010	Short	29,646	19,129	10,517
121 000	I B M Corporation		12/9/2008	12/14/2010	Short	17,623	10,108	7,516
855.000	iPath Dow Jones-AIG Commodity Index Note		11/20/2009	10/15/2010	Short	37,483	35,019	2,464
807	iShares Russell 1000 Growth Index Fund		9/17/2010	10/1/2010	Short	41,520	40,683	837
768	iShares Russell 1000 Growth Index Fund		9/21/2010	10/1/2010	Short	39,513	39,375	138
1506.894	IVA Worldwide Fund-Cl A		9/1/2009	3/24/2010	Short	22,860	21,639	1,221
1336 005	IVA Worldwide Fund-Cl A		11/20/2009	3/24/2010	Short	20,267	20,000	267
209	Sempra Energy		9/2/2009	8/27/2010	Short	10,763	10,331	432
678	Stryker Corporation		12/9/2008	4/5/2010	Short	39,350	27,298	12,053
121	Texas Instruments Inc		11/20/2009	2/24/2010	Short	3,009	3,002	7
80	The Mosaic Co		5/8/2009	2/24/2010	Short	4,614	3,593	1,021
63	The Mosaic Co		8/24/2009	2/24/2010	Short	3,634	3,501	133
132	The Walt Disney Company		11/20/2009	1/14/2010	Short	4,090	3,956	134
46	Verizon Communications		10/13/2009	9/27/2010	Short	1,517	1,253	264

The Power Foundation
As of December 31, 2010

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
131	Verizon Communications		11/20/2009	9/27/2010	Short	4,321	3,722	599
178	Verizon Communications		1/14/2010	9/27/2010	Short	5,872	5,266	606
342	Weatherford International Ltd		11/20/2009	7/29/2010	Short	5,393	5,762	(369)
453	XTO Energy Inc		10/13/2009	1/14/2010	Short	21,612	19,843	1,769
144	XTO Energy Inc		11/20/2009	1/14/2010	Short	6,870	5,910	961
112	YUM Brands Inc		11/20/2009	6/7/2010	Short	4,476	3,995	481
162	Accenture PLC		5/2/2008	1/14/2010	Long	6,953	6,307	645
88	Apple Computer Inc		10/1/2008	4/5/2010	Long	20,896	9,792	11,104
3435.688	Baron Growth Fund		4/22/2008	11/17/2010	Long	160,000	161,237	(1,237)
95	Boeing Company		3/26/2008	7/29/2010	Long	6,398	7,232	(834)
190	Boeing Company		3/26/2008	4/16/2010	Long	13,308	14,463	(1,155)
2010.556	Cohen & Steers Institutional Realty Shares		3/27/2008	3/22/2010	Long	67,876	80,000	(12,124)
162.015	Cohen & Steers Institutional Realty Shares		7/11/2008	3/22/2010	Long	5,470	5,730	(261)
913 784	Cohen & Steers Institutional Realty Shares		7/11/2008	7/22/2010	Long	30,539	32,321	(1,782)
2058 823	Cohen & Steers Institutional Realty Shares		12/10/2008	7/22/2010	Long	68,806	49,000	19,806
5359.929	Cohen & Steers International Realty Fund		2/21/2008	10/15/2010	Long	63,730	80,077	(16,348)
1480.623	Cohen & Steers International Realty Fund		7/14/2008	10/15/2010	Long	17,605	19,026	(1,421)
308.312	Cohen & Steers International Realty Fund		12/10/2008	10/15/2010	Long	3,666	2,497	1,169
235	ConocoPhillips		4/29/2005	12/14/2010	Long	15,386	12,138	3,249
57	ConocoPhillips		11/20/2009	12/14/2010	Long	3,732	2,968	764
170	Costco Wholesale Corp		12/9/2008	9/27/2010	Long	10,852	9,048	1,804
7	Costco Wholesale Corp		2/18/2009	9/27/2010	Long	447	297	150
67	Costco Wholesale Corp		2/18/2009	12/14/2010	Long	4,775	2,842	1,932
103	Costco Wholesale Corp		3/5/2009	12/14/2010	Long	7,340	4,060	3,280
242	Danaher Corporation		12/9/2008	4/5/2010	Long	19,529	12,257	7,272
125	Dell Inc		1/3/2006	2/24/2010	Long	1,665	3,768	(2,102)
590	Dell Inc		10/20/2006	2/24/2010	Long	7,860	13,936	(6,076)
365	E I du Pont de Nemours & Company		8/23/2006	8/27/2010	Long	14,725	14,488	237
183	Emerson Electric Co		12/9/2008	4/16/2010	Long	9,438	5,979	3,459
26	Goldman Sachs Group Inc		7/11/2008	4/5/2010	Long	4,483	4,215	268
20	Goldman Sachs Group Inc		9/17/2008	4/5/2010	Long	3,448	2,205	1,243
36	Goldman Sachs Group Inc		2/18/2009	4/5/2010	Long	6,207	3,022	3,185
121	I B M Corporation		12/9/2008	4/5/2010	Long	15,664	10,108	5,557
677	iShares Barclays TIPS Bond Fund		10/30/2008	1/22/2010	Long	71,029	63,380	7,648
648	Market Vectors Gold Miners ETF		9/11/2008	11/9/2010	Long	39,490	17,983	21,508
884	Market Vectors Gold Miners ETF		9/11/2008	6/24/2010	Long	46,711	24,532	22,179
165	Market Vectors Gold Miners ETF		12/11/2008	6/24/2010	Long	8,719	4,763	3,955

The Power Foundation
As of December 31, 2010

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
3887.3	Matthews Japan Fund		2/6/2008	5/6/2010	Long	43,771	51,818	(8,047)
135	Medtronic Inc		3/16/2006	2/24/2010	Long	5,863	7,163	(1,300)
118	Medtronic Inc		3/23/2007	2/24/2010	Long	5,124	5,906	(782)
41	Pepsico Inc		4/29/2005	6/7/2010	Long	2,552	2,259	293
4371.585	PIMCO Commodity Real Return Strategy Fund		10/20/2009	11/9/2010	Long	40,000	35,760	4,240
124	Qualcomm Inc		8/23/2006	9/27/2010	Long	5,552	4,587	965
121	SPDR S&P Metals & Mining		12/11/2008	10/15/2010	Long	6,777	3,474	3,303
207	SPDR S&P Metals & Mining		12/11/2008	11/9/2010	Long	12,571	5,944	6,627
601	SPDR S&P Metals & Mining		1/13/2009	11/9/2010	Long	36,498	16,502	19,997
840	SPDR S&P Metals & Mining		4/21/2009	10/15/2010	Long	47,049	24,656	22,393
197	SPDR S&P Oil & Gas Exploration & Prod		4/3/2009	11/9/2010	Long	9,419	5,867	3,551
1501	SPDR S&P Oil & Gas Exploration & Prod		10/16/2009	11/9/2010	Long	71,764	64,241	7,523
222	Stryker Corporation		12/9/2008	4/5/2010	Long	12,885	8,938	3,946
720	Sysco Corp		8/25/2004	12/14/2010	Long	20,926	22,882	(1,956)
111	Sysco Corp		11/20/2009	12/14/2010	Long	3,226	2,999	227
495	Texas Instruments Inc		6/4/2008	2/24/2010	Long	12,308	15,765	(3,457)
2183	The Endowment TEI Fund		12/1/2006	9/30/2010	Long	120,315	123,255	(2,940)
247	The Endowment TEI Fund		3/1/2007	9/30/2010	Long	13,613	14,182	(569)
139	The Mosaic Co		5/8/2009	8/27/2010	Long	7,910	6,243	1,667
470	The Walt Disney Company		1/23/2008	1/14/2010	Long	14,562	12,970	1,593
257	Verizon Communications		10/13/2009	12/14/2010	Long	8,864	7,003	1,861
6666 667	VG Total Bond Market Index Fund		4/16/2004	2/5/2010	Long	70,000	68,269	1,731
810	Weatherford International Ltd		2/10/2009	7/29/2010	Long	12,774	9,407	3,366
	Total Short Term Gain (Loss)					561,653	453,380	108,273
	Total Long Term Gain (Loss)					1,341,068	1,199,762	141,306
	Publicly Traded Securities					1,902,721	1,653,142	249,579
	Total Long Term Capital Gain Distribution							13,784
	Disposal of PowerShares DB Agriculture Fund		1/22/2010	9/17/2010	Short	81,530	71,228	10,302
	PowerShares DB Agriculture Fund						5,774	(5,774)
	Total Gain/(Loss)							267,891

Form **8868**

(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	**Employer identification number**
File by the due date for filing your return See instructions	THE POWER FOUNDATION	38-6119490
	Number, street, and room or suite no If a P O box, see instructions	
	136 E. MICHIGAN AVE., STE 1201	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	KALAMAZOO, MI 49007	

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

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

- The books are in the care of ▶ THE CONNABLE OFFICE, INC.

Telephone No ▶ 269 382-5800 FAX No ▶ 269 382-0079

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ____________, 20 ____, and ending ____________, 20 ____

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return

[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 5,781.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 1,281.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 4,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions