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Return of Private Foundation

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

Treated as a Private Foundation

2011Department of the Treasury
Internal Revenue Service**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011, or tax year beginning

, 2011, and ending

, 20

Name of foundation

POWELL FOUNDATION

A Employer identification number

20-4747466

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

6843 N KNOX

Room/suite

B Telephone number (see instructions)

(847) 675-9058

City or town, state, and ZIP code

Lincolnwood IL 60712

C If exempt application is pending, check here ☐**G** Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1. Foreign organizations, check here ☐**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)

\$ 2,435,029

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

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

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

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

552

2 Check ☒ if the foundation is **not** required to attach Sch. B**3** Interest on savings and temp. cash investments

10

10

4 Dividends and interest from securities

76,162

76,162

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

-11,626

b Gross sales price for all assets on line 6a

902,825

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

0

8 Net short-term capital gain

0

9 Income modifications

0

10a Gross sales less rtns. & allowances

0

b Less Cost of goods sold**c** Gross profit or (loss) (attach schedule)**11** Other income (attach schedule) #1**12 Total.** Add lines 1 through 11

65,098

76,172

0

13 Compensation of officers, directors, trustees, etc.

3,325

333

2,992

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach schedule) #2

3,666

3,666

c Other professional fees (attach schedule) #3

13,347

13,347

17 Interest**18** Taxes (attach schedule) (see instruction) #4

1,202

19 Depreciation (attach sch.) and depletion**20** Occupancy**21** Travel, conferences, and meetings

261

22 Printing and publications**23** Other expenses (attach schedule) #5

173

173

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

21,974

333

0

20,178

25 Contributions, gifts, grants paid

270,500

270,500

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

292,474

333

0

290,678

27 Subtract line 26 from line 12**a Excess of revenue over expenses and disbursements**

-227,376

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

75,839

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

20

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash -- non-interest-bearing			
	2 Savings and temporary cash investments	16,622	21,710	36,710
	3 Accounts receivable ▶ Less: allowance for doubtful accts. ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accts. ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) ..			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments -- U.S. and state govt. obligations (attach schedule)			
	b Investments -- corporate stock (attach schedule)			
	c Investments -- corporate bonds (attach schedule)			
	11 Investments -- land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments -- mortgage loans			
	13 Investments -- other (attach schedule)#6..	2,776,612	2,551,194	2,398,319
	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)	2,793,234	2,572,904	2,435,029	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons ..			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶			
	23 Total liabilities (add lines 17 through 22)	0	0	
F U N D A B S E L A N C E S	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ck. here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,793,234	2,572,904	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	2,793,234	2,572,904	
31 Total liabilities and net assets/fund balances (see the inst.)	2,793,234	2,572,904		

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	2,793,234
2 Enter amount from Part I, line 27a	2	-227,376
3 Other increases not included in line 2 (itemize) ▶ See attachment #7	3	7,046
4 Add lines 1, 2, and 3	4	2,572,904
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	2,572,904

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-11,626
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	-1,715

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	288,091	1,960,527	0.146946
2009	217,309	3,085,069	0.070439
2008	252,111	3,763,953	0.066980
2007		1,700,726	0.000000
2006			

2 Total of line 1, column (d)	2	0.284365
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	0.071091
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,601,058
5 Multiply line 4 by line 3	5	184,912
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	758
7 Add lines 5 and 6	7	185,670
8 Enter qualifying distributions from Part XII, line 4	8	290,678

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see Inst.)	1	758
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	758
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	758
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,392
b Exempt foreign organizations -- tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	1,392
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	634
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 634 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?	N/A	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is "Yes" to 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.	N/A	
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	N/A	
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	N/A	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	N/A	
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the yr.? If "Yes," complete Part II, col (c), & Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) IL		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	N/A	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	N/A	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► See attachment #9 Telephone no. ► _____ Located at ► _____ ZIP+4 ► _____			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years . . . ► 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement -- see instructions)	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 ► 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . .	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? ☐ Yes ☒ No **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 **7b**

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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 instructions).

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

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

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

Total number of other employees paid over \$50,000 **►**

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

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	2,608,058
b	Average of monthly cash balances	1b	32,610
c	Fair market value of all other assets (see the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,640,668
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	
3	Subtract line 2 from line 1d	3	2,640,668
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	39,610
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,601,058
6	Minimum investment return. Enter 5% of line 5	6	130,053

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

1	Minimum investment return from Part X, line 6	1	130,053
2a	Tax on investment income for 2011 from Part VI, line 5	2a	758
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	758
3	Distributable amount before adjustments Subtract line 2c from line 1	3	129,295
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	129,295
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	129,295

Part XII Qualifying Distributions (see 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	290,678
b	Program-related investments -- total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	290,678
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 the instructions)	5	758
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	289,920

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				129,295
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009			64,928	
e From 2010			172,846	
f Total of lines 3a through e	237,774			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>290,678</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions)				
c Treated as distributions out of corpus (Election required -- see the instructions)				
d Applied to 2011 distributable amount				129,295
e Remaining amount distributed out of corpus	161,383			
5 Excess distributions carryover applied to 2011 (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	399,157			
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 the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount -- see the instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	399,157			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009			64,928	
d Excess from 2010			172,846	
e Excess from 2011			161,383	

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 exempt act.					
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 min. 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 the instructions.)

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
See attachment # 13

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

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

a The name, address, and telephone number of the person to whom applications should be addressed.

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 See attachment #15				
Total			▶ 3a	270,500
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions.)
	(a) Business code	(b) Amount	(c) Excl. code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10	
4 Dividends and interest from securities			14	76,162	
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	-11,626	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		64,546	0
13 Total. Add line 12, columns (b), (d), and (e)			13	64,546	64,546

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

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See 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		X
(2)	Other assets		X
b	Other transactions.		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee *Michael Miller*

Date *6/29/12*

Title *CO-TRUSTEE*

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P00096791

Firm's name *► DIVERSIFIED TAX SERVICES INC*

Firm's EIN *► 36-3857112*

Firm's address *► 1375 E WOODFIELD RD STE 230*

Phone no. *(847) 805-7900*

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

For calendar year 2011 or tax period beginning

, and ending

Employer Identification Number

20-4747466

Totals:

990 SCHEDULE OF ACCOUNTING FEES

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

Open to Public

Inspection

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

POWELL FOUNDATION

20-4747466

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
TAX PREPARATION	3,666			3,666
Total:	3,666			3,666

990 SCHEDULE OF OTHER PROFESSIONAL FEES

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

Open to Public

Inspection

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

POWELL FOUNDATION

20-4747466

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
ADVISORY FEES	13 , 347			13 , 347
Total:	13 , 347			13 , 347

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

Inspection

, and ending

Employer Identification Number

20-4747466

Total:

990 OTHER EXPENSES SCHEDULE

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

Open to Public

Inspection

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

POWELL FOUNDATION

20-4747466

[illegible]

990 SCHEDULE OF INVESTMENTS - OTHERS

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466

Description	Cost	FMV at Year End	Book Value	Fair Market Value
FIDELITY CAP AND INCOME FD			90,221	91,002
FRANKLIN STRATEGIC INCOME FUND			72,493	73,468
HARTFORD CAPITAL APPREICATION FUND			124,824	92,241
ING GLOBAL EQUITY FUND			99,654	50,976
LOOMIS SYLES BOND FUND INSTL			176,462	171,488
PIMCO TOTAL RETURN D			179,851	180,347
PIMCO ALL ASSET ALL AUTHORITY			90,000	85,444
THORNBURG INVEST			50,000	46,453
VANGUARD TOT BD MKT FD			207,983	222,912
VANGUARD SHORT TERM US			205,368	201,318
OHIO NATIONAL ANNUITY			841,850	783,587
HARTFORD DIVD AND GRWTH			112,769	122,213
DWS FLOATING RATE PLUS CLASS S			90,000	86,017
BLACKROCK GLOBAL ALLOCATION FUND			56,495	51,220
IVY ASSET STRATEGY FUND CLASS A			55,612	49,143
JP MORGAN CORE BOND FUND CLASS A			60,112	60,010
OPPENHEIMER INTERNATIONAL			37,500	30,480
Total:				

990 SCHEDULE OF OTHER INCREASES

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466

Description of Increase	Total Amount
FORM 1099 TOTALS INCREASED BY 7046 TO REFLECT INCOME EARNED INSTEAD OF INCOME REPORTED	7,046
Total:	7,046

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

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

Open to Public Inspection		For calendar year 2011 or tax period beginning , and ending		
Name of Organization POWELL FOUNDATION			Employer Identification Number 20-4747466	

	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brick Warehouse; or Common Stock, 200 shs MLC Co)	(b) How Acquired P -- Purchase D -- Donation	(c) Date Acquired (mo , day, yr.)	(d) Date Sold (mo., day, yr.)
1	FIDELITY CAPITAL AND INCOME FUND	P	05-08-2008	01-24-2011
2	FRANKLIN US GOVT SECS FUND ADVISOR	P	03-24-2009	03-03-2011
3	HARTFORD CAPITAL APPRECIATION FUND	P	05-08-2008	11-28-2011
4	HARTFORD DIVIDEND & GROWTH FUND CLASS A	P	09-16-2010	01-24-2011
5	HARTFORD DIVIDEND & GROWTH FUND CLASS A	P	09-16-2010	11-28-2011
6	THE HARTFORD FLOATING RATE FD	P	05-08-2008	01-24-2011
7	JP MORGAN CORE BOND FUND SELECT CLASS	P	08-28-2009	01-24-2011
8	JP MORGAN CORE BOND FUND SELECT CLASS	P	01-26-2011	12-12-2011
9	LOOMIS SAYLES BOND FUND INSTL	P	05-08-2008	03-03-2011
10	LOOMIS SAYLES BOND FUND INSTL	P	05-08-2008	11-28-2011
11	PIMCO TOTAL RETURN FUND INSTITUTIONAL	P	05-08-2008	01-24-2011
12	PIMCO TOTAL RETURN FUND CLASS D	P	01-26-2011	11-28-2011
13	PIMCO ALL ASSET FUND INSTITUTIONAL	P	05-08-2011	01-24-2011
14	THORNBURG INVESTMENT INCOME	P	03-26-2010	01-24-2011
15	THORNBURG INVESTMENT INCOME	P	06-25-2010	01-24-2011

	(e) Gross Sales Price	(f) Depreciation Allowed (or allowable)	(g) Cost or Other Basis Plus Expense of Sale	(h) Gain or (loss) (e) Plus (f) Minus (g)
1	12,000		10,715	1,285
2	32,307		32,171	136
3	20,000		28,070	-8,070
4	13,000		11,428	1,572
5	10,000		9,707	293
6	98,144		100,021	-1,877
7	82,940		80,338	2,602
8	72,256		70,000	2,256
9	55,000		54,546	454
10	20,000		20,854	-854
11	209,493		211,812	-2,319
12	20,000		20,167	-167
13	94,453		100,021	-5,568
14	602		569	33
15	810		722	88

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col (j), if Any	
1			1,285
2			136
3			-8,070
4			1,572
5			293
6			-1,877
7			2,602
8			2,256
9			454
10			-854
11			-2,319
12			-167
13			-5,568
14			33
15			88

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

Attachment 8: page 2 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection		For calendar year 2011 or tax period beginning , and ending		
Name of Organization POWELL FOUNDATION				Employer Identification Number 20-4747466

	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brick Warehouse, or Common Stock, 200 shs MLC Co.)	(b) How Acquired P -- Purchase D -- Donation	(c) Date Acquired (mo., day, yr)	(d) Date Sold (mo , day, yr)
16	THORNBURG INVESTMENT INCOME	P	09-24-2010	01-24-2011
17	THORNBURG INVESTMENT INCOME	P	12-27-2010	01-24-2011
18	THORNBURG INVESTMENT INCOME	P	05-08-2008	01-24-2011
19	VANGUARD TOTAL BOND MARKET INDEX FUND	P	05-08-2008	03-03-2011
20	VANGUARD SHORT TERM US	P	05-08-2008	03-03-2011
21	VANGUARD SHORT TERM US	P	05-08-2008	12-12-2011

	(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)
16	974		923	51
17	1,077		1,057	20
18	52,019		54,665	-2,646
19	46,750		45,371	1,379
20	46,000		46,432	-432
21	15,000		14,862	138

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) Gain Minus Col. (k), But Not Less Than -0-) or Losses (from col. (h))
	(i) F M V as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col. (i) Over Col. (j), if Any	
16				51
17				20
18				-2,646
19				1,379
20				-432
21				138

990 BOOKS ARE IN CARE OF

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466
Part VII-A - Line 14	

Individual Name MARITA POWELL
or
Business Name

Street Address 6843 N KNOX

U.S. Address:

Zip code 60712 City Lincolnwood State IL
or

Foreign Address

City

Province or State

Country

Postal code

Phone Number (847) 675-9058

Fax Number

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466

(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben Plans & Def. Comp.	(E) Expense Account & Other Allowances
MARITA POWELL 6843 N KNOX AVE Lincolnwood, IL 60712-2415	CO-TRUSTEE 0.56	725	0	0
MICHAEL MILLER 6843 N KNOX AVE Lincolnwood, IL 60712-2415	CO-TRUSTEE 2.08	2,600	0	0

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

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466

Part VIII Compensation of the Five Highest Paid Independent Contractors for Professional Services		
(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

990 INFORMATION REGARDING FOUNDATION MANAGERS

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466
Contributing Manager	
NONE	

990 INFORMATION REGARDING FOUNDATION MANAGERS

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

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending
Name of Organization POWELL FOUNDATION	Employer Identification Number 20-4747466
Shareholder Manager	
NONE	

990 APPLICATION SUBMISSION INFORMATION

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

Open to Public

For Calendar year 2011, or tax year period beginning

and ending

Name of Organization

POWELL FOUNDATION

Employer Identification Number

20-4747466

Name	Phone Number	Info and Materials Included	Submission Deadlines	Restrictions on Awards
MIKE MILLER C/O POWELL FOUNDATION 6843 N KNOX Lincolnwood IL 60712	847-675-9058	INCLUDE SOLICITATION LETTER WITH CONTACT INFO	NO SUBMISSION DEADLINES	AWARDS ARE RESTRICTED TO ANIMAL WELFARE ORGANIZATIONS

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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

Open to Public
Inspection

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

POWELL FOUNDATION

Employer Identification Number

20-4747466

Recipient	If Recipient is an Individual, Show any Relationship to Any Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
DELTA SOCIETY 875 124TH AVE NE SUITE 101 Bellevue WA 98005			ANIMAL WELFARE	20,000
DOGS FOR THE DEAF 10175 WHEELER ROAD Central Point OR 97502			ANIMAL WELFARE	15,000
PAWS CHICAGO 1110 WEST 35TH STREET Chicago IL 60609			ANIMAL WELFARE	5,000
PETS FOR THE ELDERLY FOUNDATION 29875 WHITE ROAD Wickliffe OH 44092			ANIMAL WELFARE	15,000
ROCKY MOUNTAIN RAPTOR PROGRAM 2519 SOUTH SHIELDS ST #115 Fort Collins CO 80526			ANIMAL WELFARE	5,000
BARNSWALLOW: A WILD BIRD CONCERN PO BOX 147 Wauconda IL 60084			ANIMAL WELFARE	5,000
TREE HOUSE HUMANE SOCIETY 1212 WEST CARMEN AVENUE Chicago IL 60640			ANIMAL WELFARE	5,000
ARKANSAS WEIMARANER RESCUE 1733 N CROSSOVER RD Fayetteville AR 72701			ANIMAL WELFARE	5,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD Kanab UT 84741			ANIMAL WELFARE	25,000
CITIZENS COM LAKEWOOD ANIMAL SHELTER 2071 W 42ND STREET Cleveland OH 44113			ANIMAL WELFARE	2,500
COLORADO ANIMAL RESCUE EXPRESS 5276 SOUTH HANOVER WAY Englewood CO 80111			ANIMAL WELFARE	25,000
DEFENDERS OF ANIMAL RIGHTS 14412 OLD YORK ROAD Phoenix MD 21131			ANIMAL WELFARE	15,000
HELPING HANDS MONKEY HELPERS			ANIMAL WELFARE	
Total:				142,500

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 15: page 2 990-PF Page 11, Part XV Line 3a

Open to Pu

Inspection For calendar year 2011, or tax period beginning

, and ending

Name of Organization

POWELL FOUNDATION

Employer Identification Number

20-4747466

Recipient	If Recipient is an Individual, Show any Relationship to Any Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
541 CAMBRIDGE ST Boston MA 02134			ANIMAL WELFARE	25,000
LAS VEGAS VALLEY HUMANE SOCIETY 3395 S JONES BLVD #454 Las Vegas NV 89146			ANIMAL WELFARE	20,000
NATIONAL MILL DOG RESCUE 13030 HERRING ROAD Colorado Springs CO 80908			ANIMAL WELFARE	18,000
NAT'L EDU FOR ASSIST DOG SERVICES 305 REDEMPTION ROCK TRAIL SOUTH 140 Princeton MA 01541			ANIMAL WELFARE	15,000
ROLLING DOG RANCH 44 WHITNEY ROAD Lancaster NH 03584			ANIMAL WELFARE	15,000
SAVE A PET INC 31664 N FAIRFILED RD Grayslake IL 60030			ANIMAL WELFARE	20,000
SIT STAY READ INC 3425 N MILWAUKEE AVE Chicago IL 60641			ANIMAL WELFARE	15,000
Total:				128,000

Total:

128,000

2011 NOTES

• POWELL FOUNDATION

20-4747466

NOTE #1

PART XV LINES 2A,B,C,D

PLEASE SEE ATTACHMENT 14

2011 DETAIL STATEMENTS

POWELL FOUNDATION
20-4747466

Page 1

STATEMENT #1 - Interest (990-PF PG 1 Line 3(b))

BANK OF AMERICA..... 10

TOTAL CARRIED TO 990-PF PG 1 Line 3(b)..... 10

STATEMENT #2 - Dividends (990-PF PG 1 Line 4(b))

CAMBRIDGE 5DK..... 76,162

TOTAL CARRIED TO 990-PF PG 1 Line 4(b)..... 76,162
