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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 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 ▶ ☐

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

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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)* ▶ $ 8,147,942.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (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)
Revenue 1	Contributions, gifts grants etc received (attach schedule)	300,000.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	367.	367.		ATCH 1
4	Dividends and interest from securities	242,341.	242,341.		ATCH 2
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	258,997.			
b	Gross sales price for all assets on line 6a 2,226,023.				
7	Capital gain net income (from Part IV, line 2)		270,138.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	21.	21.		ATCH 3
12	**Total** Add lines 1 through 11	801,726.	512,867.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	3,799.			3,799.
c	Other professional fees (attach schedule) *	85,187.	27,260.		57,927.
17	Interest				
18	Taxes (attach schedule) (see instructions) **	7,500.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	9,620.	8,809.		811.
24	**Total operating and administrative expenses.** Add lines 13 through 23	106,106.	36,069.		62,537.
25	Contributions, gifts, grants paid	163,000.			163,000.
26	**Total expenses and disbursements** Add lines 24 and 25	269,106.	36,069.	0	225,537.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	532,620.			
b	**Net investment income** (if negative, enter -0-)		476,798.		
c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2011)

9NE

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	442,319.	617,229.	617,229.
	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 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	6,524,293.	6,892,235.	7,375,399.
	c	Investments - corporate bonds (attach schedule) ATCH 9	143,947.	133,715.	155,314.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,110,559.	7,643,179.	8,147,942.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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	7,110,559.	7,643,179.	
	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 instructions)	7,110,559.	7,643,179.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,110,559.	7,643,179.	

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	7,110,559.
2	Enter amount from Part I, line 27a	2	532,620.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,643,179.
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	7,643,179.

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				(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 of col (i) over col (j), if any	
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	270,138.
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 instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	718,653.	7,779,675.	0.092376
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

2 **Total** of line 1, column (d)	2	0.417449
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	0.083490
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,326,956.
5 Multiply line 4 by line 3	5	695,218.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,768.
7 Add lines 5 and 6	7	699,986.
8 Enter qualifying distributions from Part XII, line 4	8	225,537.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	9,536.
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	9,536.
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	9,536.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 4,396.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 5,600.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	9,996.
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	460.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 460. **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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ 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 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 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? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 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		
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)? **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 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 instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see 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 ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	7,910,122.
b	Average of monthly cash balances	1b	543,640.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,453,762.
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	8,453,762.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	126,806.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,326,956.
6	**Minimum investment return.** Enter 5% of line 5	6	416,348.

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

1	Minimum investment return from Part X, line 6			1	416,348.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,536.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,536.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	406,812.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	406,812.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	406,812.

Part XII Qualifying Distributions(see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	225,537.
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	225,537.
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	225,537.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				406,812.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006 . . . . . . 14,389.				
b	From 2007 . . . . . . 73,779.				
c	From 2008 . . . . . . 758,533.				
d	From 2009 . . . . . . 183,148.				
e	From 2010 . . . . . . 338,439.				
f	**Total** *of lines 3a through e*	1,368,288.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 225,537.				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				225,537.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	181,275.			181,275.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,187,013.			
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 instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see 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 instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,187,013.			
10	Analysis of line 9				
a	Excess from 2007 . . .				
b	Excess from 2008 . . . 665,426.				
c	Excess from 2009 . . . 183,148.				
d	Excess from 2010 . . . 338,439.				
e	Excess from 2011 . . .				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 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				163,000.
b *Approved for future payment*				
ATTACHMENT 12				
Total . . . . ▶ 3b				1,500,000.

Form **990-PF** (2011)

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	367.	
4 Dividends and interest from securities			14	242,341.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	21.	
8 Gain or (loss) from sales of assets other than inventory			18	258,997.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 13					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				501,726.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 501,726.

(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 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) is based on all information of which preparer has any knowledge

▶ | 08/09/12 | ▶ Treasurer

Signature of officer or trustee | Date | Title

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
DANIEL FULLER	Daniel W. Fuller	07/11/2012		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

Form **990-PF** (2011)

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

Schedule of Contributors

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

OMB No 1545-0047

2011

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, total 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 total 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization THE POWER FOUNDATION

Employer identification number 38-6119490

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILIP H POWER 136 E. MICHIGAN, STE 1201 KALAMAZOO, MI 49007	$ 300,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE POWER FOUNDATION	38-6119490

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization THE POWER FOUNDATION

Employer identification number 38-6119490

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Account Name: The Power Foundation

Prices As Of : 12/31/2011

Shares	Asset Description		Cost	Market
	Fixed Income Funds			
44,467 488	PIMCO High Yield Fund		379,781 28	399,318 04
17,321 916	PIMCO Total Return Fund		186,939 16	188,289 23
21,563 342	PIMCO Unconstrained Bond Fund-Cl I		240,000 00	234,824 79
50,016 326	VG Total Bond Market Index Fund		502,936 60	550,179 59
	Sub Total	$	**1,309,657.04**	**1,372,611.65**
	U S Equity Funds			
3,112 513	Baron Growth Fund		110,563 15	158,769 29
846	iShares Russell 1000 Growth Index Fund		49,414 78	48,890 34
1,547	SPDR Financial Select Sector ETF		19,715 25	20,111 00
4,047	SPDR S&P 500 ETF Trust		355,679 29	507,898 50
1,485	SPDR S&P Dividend ETF		70,896 13	79,996 95
11,013 656	Third Avenue Small Cap Value Fund		185,795 61	217,739 98
	Sub Total	$	**792,064.21**	**1,033,406.06**
	Common Stocks			
282	3M Company		13,243 03	23,047 86
903	Abbott Labs		43,889 77	50,775 69
299	AFLAC Inc		13,771 43	12,934 74
557	Amgen Inc		30,183 50	35,764 97
278	Apache Corporation		31,676 06	25,181 24
76	Apple Computer Inc		17,499 00	30,780 00

Account Name: The Power Foundation

Prices As Of : 12/31/2011

Shares	Asset Description	Cost	Market
402	Automatic Data Processing Inc	17,469 31	21,712 02
1,275	Bank of New York Mellon Corp	36,672 69	25,385 25
656	Baxter International Inc	30,851 52	32,458 88
448	Becton Dickinson & Company	33,550 89	33,474 56
898	Broadcom Corp	36,083 46	26,365 28
1,578	Charles Schwab Co	26,177 53	17,768 28
365	ChevronTexaco	28,136 57	38,836 00
3,797	Cisco Systems Inc	76,177 56	68,649 76
296	Citigroup Inc Com New	11,005 92	7,787 76
305	Covidien PLC	12,043 83	13,728 05
446	Danaher Corporation	16,857 02	20,979 84
240	Devon Energy Corp	17,023 72	14,880 00
643	Dover Corporation	34,990 00	37,326 15
251	Ecolab Inc	9,276 37	14,510 31
574	Exxon Mobil Corp	46,194 49	48,652 24
1,349	General Electric Company	20,382 13	24,160 59
43	Google Inc	21,289 73	27,773 70
769	Hewlett Packard Company	29,897 91	19,809 44
926	Intel Corp	15,633 39	22,455 50
214	Johnson & Johnson	6,129 49	14,034 12

Account Name: The Power Foundation

Prices As Of : 12/31/2011

Shares	Asset Description	Cost	Market
814	JPMorgan Chase & Company	32,439 44	27,065 50
639	Juniper Networks Inc	14,522 94	13,041 99
271	Kellogg Company	13,749 41	13,704 47
582	Kohls Corporation	30,772 81	28,721 70
613	Medtronic Inc	23,736 87	23,447 25
688	Merck and Co Inc New	13,607 39	25,937 60
1,678	Microsoft Corp	48,402 15	43,560 88
397	Monsanto Co	27,586 75	27,817 79
1,063	Oracle Corporation	24,105 72	27,265 95
854	Pepsico Inc	56,769 92	56,662 90
987	Procter & Gamble Co	61,923 80	65,842 77
456	Prudential Financial Inc	25,729 80	22,854 72
686	Qualcomm Inc	27,462 56	37,524 20
271	Schlumberger Limited	20,584 10	18,512 01
467	Stryker Corporation	24,131 35	23,214 57
516	The Coca Cola Company	19,170 08	36,104 52
241	Transocean Ltd	14,513 36	9,251 99
373	United Technologies Corp	12,962 23	27,262 57
369	Vulcan Materials Company	13,375 18	14,520 15
864	Wal-Mart Stores Inc	44,322 75	51,632 64

Account Name: The Power Foundation

Prices As Of : 12/31/2011

Shares	Asset Description		Cost	Market
1,210	Wells Fargo & Co		33,559 70	33,347 60
262	YUM Brands Inc		9,239 69	15,460 62
	Sub Total	$	**1,268,774.32**	**1,351,986.62**
	International Equity Funds			
10,503 26	Harbor International Fund		413,467 28	550,895 99
4,682	iShares MSCI Emerging Markets Index Fund		140,759 39	177,635 08
12,070	iShares MSCI Japan Index Fund		119,360 17	109,957 70
47,967 908	Lazard International Equity Open Fund		700,000 00	603,915 96
13,926 379	Matthews Asian Growth and Income Fund-Cl I		230,743 00	209,731 27
18,170 432	Matthews Japan Fund-Cl I		233,304 53	206,052 70
65,130 629	Wasatch Emerging Markets Small Cap Fund		157,737 00	143,938 69
	Sub Total	$	**1,995,371.37**	**2,002,127.39**
	Absolute Return			
1,590	ProShares Short MSCI EAFE ETF		79,601 60	81,885 00
14,611	The Endowment TEI Fund		824,996 28	824,494 26
	Sub Total	$	904,597 88	906,379 26
	Commodities			
615	iShares DJ US Oil Equipment Index		29,386 93	31,933 26
1,364	Market Vectors Gold Miners ETF		33,485 14	70,150 52
24,906 033	PIMCO Commodity Real Return Strategy Fund		154,666 47	159,647 67
680	PowerShares Dynamic Oil/Gas Services		15,358 34	13,708 80

Account Name: The Power Foundation

Prices As Of : 12/31/2011

Shares	Asset Description		Cost	Market
134	SPDR Energy Select Sector		9,949 90	9,263 42
798	SPDR S&P Oil & Gas Exploration & Prod		43,000 87	42,046 62
793 265	VG Precious Metals and Mining Fund-Inv		13,200 02	15,381 41
	Sub Total	**$**	**299,047.67**	**342,131.70**
	Inflation Indexed Bonds			
1,331	iShares Barclays TIPS Bond Fund		133,715 07	155,314 39
	Sub Total	**$**	**133,715.07**	**155,314.39**
	Real Estate Investments			
4,069 22	Cohen & Steers Institutional Realty Shares		80,391 76	160,652 81
6,175 575	EII International Property Fund		107,838 00	83,246 75
2,919	SPDR DJ Wilshire International Real Estate Fd		108,269 95	92,911 77
465	SPDR Dow Jones REIT		26,223 40	29,946 00
	Sub Total	**$**	**322,723.11**	**366,757.33**
	Bank Accounts			
53 07	Fifth Third Sweep Account		53 07	53 07
	Sub Total	**$**	**53.07**	**53.07**
	Money Market Funds			
295,600	Fifth Third Inst MM Cash Reserve		295,600 00	295,600 00
1,700	Northern Trust Inst GS 2011 Cap Gain Tax Res		1,700 00	1,700 00
2,000	Northern Trust Inst GS MM 2011 Income Tax Res		2,000 00	2,000 00
317,874 76	Northern Trust Inst GS MM Invested Cash		317,874 76	317,874 76
	Sub Total	**$**	**617,174.76**	**617,174.76**

Account Name: The Power Foundation

Prices As Of : 12/31/2011

Shares	Asset Description		Cost	Market
	Grand Total	$	7,643,178 50	8,147,942 23

THE POWER FOUNDATION
38-6119490

136 E. MICHIGAN AVENUE, SUITE 1201, KALAMAZOO, MI 49007
2011 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

The Power Foundation
As of December 31, 2011

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
249 000	Accenture PLC	Buy	6/7/2010	3/1/2011	Short	12,780	9,197	3,583
294 000	Avon Products Inc	Buy	12/14/2010	12/1/2011	Short	4,940	8,608	(3,668)
405 000	Avon Products Inc	Buy	1/4/2011	12/1/2011	Short	6,805	12,181	(5,376)
248.000	Avon Products Inc	Buy	10/21/2011	12/1/2011	Short	4,167	5,792	(1,626)
1,381 000	Bank of America Corp	Buy	6/1/2011	12/15/2011	Short	7,188	15,812	(8,624)
255.000	Exelon Corp	Buy	8/27/2010	3/15/2011	Short	10,529	10,336	193
404 000	Exelon Corp	Buy	1/4/2011	3/15/2011	Short	16,681	17,068	(388)
999 000	Ford Motor Co	Buy	7/21/2011	12/1/2011	Short	10,573	13,267	(2,694)
787.000	Ford Motor Co	Buy	8/11/2011	12/1/2011	Short	8,329	8,629	(299)
5,223 000	iPath S&P 500 VIX Short-Term Futures ETN	Buy	7/26/2011	7/29/2011	Short	122,639	114,351	8,289
1,508.000	iShares Russell 1000 Growth Index Fund	Buy	10/15/2010	1/4/2011	Short	86,682	80,271	6,412
1,428 000	iShares Russell 1000 Growth Index Fund	Buy	12/10/2010	1/4/2011	Short	82,084	81,353	731
128 000	ITT Corporation	Buy	2/24/2010	1/21/2011	Short	7,418	6,553	864
138.000	ITT Corporation	Buy	2/24/2010	2/14/2011	Short	8,239	7,065	1,174
87 000	ITT Corporation	Buy	10/1/2010	2/14/2011	Short	5,194	4,101	1,093
172 000	ITT Corporation	Buy	12/14/2010	2/14/2011	Short	10,269	8,673	1,597
2,773 771	IVA Worldwide Fund-Cl A	Buy	1/13/2011	10/21/2011	Short	46,017	46,655	(638)
1,387.941	IVA Worldwide Fund-Cl A	Buy	1/13/2011	4/26/2011	Short	24,400	23,345	1,055
491.000	Noble Corp	Buy	7/29/2010	2/22/2011	Short	20,420	15,819	4,601
960 000	Pfizer Inc	Buy	1/4/2011	8/11/2011	Short	16,987	17,011	(24)
6,622 517	PIMCO All Asset All Authority Fund-Cl I	Buy	1/12/2011	4/26/2011	Short	73,245	70,000	3,245
3,962.000	PowerShares WilderHill Clean Energy Fund	Buy	3/16/2011	4/13/2011	Short	39,521	40,021	(500)
1,869 000	Regions Financial Corp	Buy	2/14/2011	9/15/2011	Short	7,176	14,831	(7,656)
1,225 000	Seagate Technology PLC	Buy	1/21/2011	10/21/2011	Short	18,740	16,344	2,395
251 000	Southwestern Energy Co	Buy	8/27/2010	7/21/2011	Short	12,208	8,269	3,938
375 000	Southwestern Energy Co	Buy	8/27/2010	8/24/2011	Short	13,886	12,355	1,531
174.000	Southwestern Energy Co	Buy	9/27/2010	8/24/2011	Short	6,443	5,692	751
121 000	Southwestern Energy Co	Buy	10/1/2010	7/21/2011	Short	5,885	4,044	1,841
178 000	Southwestern Energy Co	Buy	3/15/2011	7/21/2011	Short	8,657	6,931	1,726
134.000	SPDR Energy Select Sector	Buy	3/16/2011	11/3/2011	Short	9,528	9,950	(422)
292 000	SPDR S&P Metals & Mining	Buy	3/16/2011	10/21/2011	Short	14,764	20,010	(5,246)
817 000	SPDR S&P Metals & Mining	Buy	8/5/2011	11/3/2011	Short	45,991	47,156	(1,165)
160 000	SPDR S&P Metals & Mining	Buy	8/5/2011	10/21/2011	Short	8,090	9,235	(1,145)
244 000	SPDR S&P Oil & Gas Exploration & Prod	Buy	8/5/2011	11/3/2011	Short	13,635	13,148	487
113 000	Transocean Ltd	Buy	7/29/2010	2/22/2011	Short	9,230	5,249	3,981
219.000	Zimmer Holdings Inc	Buy	1/4/2011	8/11/2011	Short	11,387	11,959	(572)
600 000	Zions Bancorp	Buy	2/14/2011	12/1/2011	Short	9,522	14,982	(5,460)
423 000	Zions Bancorp	Buy	9/15/2011	12/1/2011	Short	6,713	7,178	(465)
248 000	Accenture PLC	Buy	5/2/2008	3/1/2011	Long	12,729	9,656	3,073

163 000	AFLAC Inc	Buy	5/11/2009	3/15/2011	Long	7,927	5,828	2,099
137 000	AFLAC Inc	Buy	11/20/2009	3/15/2011	Long	6,662	6,086	577
12 000	Apple Computer Inc	Gift	10/1/2008	4/5/2011	Long	4,098	1,335	2,763
612 000	Avon Products Inc	Buy	8/27/2010	12/1/2011	Long	10,283	17,998	(7,715)
627 000	Charles Schwab Co	Buy	12/9/2008	11/17/2011	Long	7,132	11,912	(4,779)
328 000	Charles Schwab Co	Buy	11/20/2009	11/17/2011	Long	3,731	6,015	(2,284)
333 000	Charles Schwab Co	Buy	9/27/2010	11/17/2011	Long	3,788	4,666	(878)
291 000	Charles Schwab Co	Buy	10/1/2010	11/17/2011	Long	3,310	4,121	(811)
12 000	ChevronTexaco	Buy	12/9/2008	4/13/2011	Long	1,249	919	330
39 000	ChevronTexaco	Buy	11/20/2009	4/13/2011	Long	4,058	2,990	1,068
71 000	ChevronTexaco	Buy	1/14/2010	4/13/2011	Long	7,388	5,647	1,741
0 500	Citigroup Inc Com New	Buy	2/24/2010	6/7/2011	Long	20	17	3
297.000	Citigroup Inc Com New	Buy	2/24/2010	6/1/2011	Long	11,938	10,311	1,627
369 414	Cohen & Steers Institutional Realty Shares	Buy	7/22/2009	3/16/2011	Long	14,278	7,898	6,380
436 840	Cohen & Steers Institutional Realty Shares	Buy	10/20/2009	3/16/2011	Long	16,884	12,166	4,718
528 727	Cohen & Steers Institutional Realty Shares	Buy	11/24/2009	3/16/2011	Long	20,435	15,000	5,435
5,741.071	Cohen & Steers International Realty Fund	Buy	12/10/2008	8/2/2011	Long	63,094	46,503	16,592
7,059 288	Cohen & Steers International Realty Fund	Buy	3/22/2010	8/2/2011	Long	77,582	73,346	4,236
144.000	Colgate-Palmolive Co	Buy	9/2/2009	4/5/2011	Long	11,637	10,353	1,284
9 000	Covidien PLC	Buy	11/20/2007	4/5/2011	Long	471	354	117
191 000	Emerson Electric Co	Buy	12/9/2008	1/21/2011	Long	11,001	6,241	4,761
1,302 931	Harbor International Fund	Buy	5/29/2009	1/12/2011	Long	80,000	57,707	22,293
302 000	Home Depot Inc	Buy	10/13/2008	2/14/2011	Long	11,331	6,350	4,981
111 000	Home Depot Inc	Buy	11/20/2009	2/14/2011	Long	4,165	3,001	1,163
301.000	iShares Barclays TIPS Bond Fund	Buy	8/7/2009	8/9/2011	Long	34,709	30,130	4,578
190.000	iShares Barclays TIPS Bond Fund	Buy	11/20/2009	8/9/2011	Long	21,909	20,080	1,829
562 000	iShares DJ US Oil Equipment Index	Buy	9/11/2008	11/3/2011	Long	30,951	30,632	319
53 000	iShares DJ US Oil Equipment Index	Buy	12/11/2008	11/3/2011	Long	2,919	1,477	1,442
125.000	iShares MSCI Emerging Markets Index Fund	Buy	10/7/2008	7/13/2011	Long	5,876	3,568	2,308
233.000	iShares MSCI Emerging Markets Index Fund	Buy	10/14/2008	7/13/2011	Long	10,952	6,764	4,188
128 000	iShares MSCI Emerging Markets Index Fund	Buy	4/3/2009	7/13/2011	Long	6,017	3,460	2,557
1,755 000	iShares MSCI Emerging Markets Index Fund	Buy	5/27/2009	1/12/2011	Long	84,309	57,229	27,080
522 000	iShares MSCI Emerging Markets Index Fund	Buy	5/27/2009	7/13/2011	Long	24,537	17,022	7,515
812 000	iShares MSCI Emerging Markets Index Fund	Buy	10/16/2009	1/12/2011	Long	39,008	33,200	5,807
855 000	iShares MSCI Emerging Markets Index Fund	Buy	11/20/2009	1/12/2011	Long	41,074	34,849	6,225
725 000	Pfizer Inc	Buy	11/6/1995	8/11/2011	Long	12,828	7,104	5,725
3,331 809	PIMCO Commodity Real Return Strategy Fund	Buy	1/23/2009	8/9/2011	Long	28,287	20,691	7,597
3,498 748	PIMCO Commodity Real Return Strategy Fund	Buy	4/3/2009	8/9/2011	Long	29,704	22,357	7,347
3,806 592	PIMCO Commodity Real Return Strategy Fund	Buy	4/21/2009	8/9/2011	Long	32,318	23,677	8,641
1,565 579	PIMCO Commodity Real Return Strategy Fund	Buy	10/20/2009	8/9/2011	Long	13,292	12,806	485
8,056 680	PIMCO Total Return Fund	Buy	3/13/2008	1/14/2011	Long	87,576	87,254	322
14,022 437	PIMCO Total Return Fund	Buy	3/28/2008	1/14/2011	Long	152,424	152,845	(421)
681.000	PowerShares Dynamic Oil/Gas Services	Buy	9/11/2008	11/3/2011	Long	14,316	15,381	(1,065)
189 000	SPDR S&P 500 ETF Trust	Buy	12/4/2008	4/13/2011	Long	24,815	16,474	8,342
352 000	SPDR S&P 500 ETF Trust	Gift	3/19/2009	4/13/2011	Long	46,217	27,926	18,291

1,085 000	SPDR S&P Metals & Mining	Buy	1/13/2009	10/21/2011	Long	54,858	29,791	25,068
554 000	SPDR S&P Oil & Gas Exploration & Prod	Buy	4/3/2009	11/3/2011	Long	30,958	16,500	14,458
3,736 408	Third Avenue Small Cap Value Fund	Buy	2/27/2004	1/12/2011	Long	79,548	74,410	5,138
21 225	Third Avenue Small Cap Value Fund	Buy	4/14/2004	1/12/2011	Long	452	419	33
133 000	Transocean Ltd	Buy	8/7/2009	2/22/2011	Long	10,863	10,151	712
73 000	Transocean Ltd	Buy	10/13/2009	2/22/2011	Long	5,963	6,384	(421)
59 000	Transocean Ltd	Buy	11/20/2009	2/22/2011	Long	4,819	4,962	(143)
144 000	UnitedHealth Group Inc	Buy	12/9/2008	6/14/2011	Long	7,133	3,040	4,093
283 000	UnitedHealth Group Inc	Buy	12/9/2008	7/14/2011	Long	14,777	5,974	8,803
140 000	UnitedHealth Group Inc	Buy	11/20/2009	6/14/2011	Long	6,935	4,007	2,928
234 000	YUM Brands Inc	Buy	10/13/2009	6/1/2011	Long	12,834	8,252	4,582
28 000	YUM Brands Inc	Buy	11/20/2009	6/1/2011	Long	1,536	999	537
220 000	Zimmer Holdings Inc	Gift	5/18/2006	8/11/2011	Long	11,439	13,684	(2,245)
40 000	Zimmer Holdings Inc	Gift	10/25/2005	8/11/2011	Long	2,080	2,528	(448)
	Total Short Term Gain (Loss)					826,959	823,441	3,518
	Total Long Term Gain (Loss)					1,383,421	1,132,444	250,977
	Total Schedule D					2,210,380	1.955,885	254,495
	Total Long Term Capital Gain Distribution							15,102
	Class Action Settlement Treated as Long Term Capital Gain Distribution							541
	Total Gain/(Loss)							270,138

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS INTEREST		367.	367.
	TOTAL	367.	367.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS DIVIDENDS		233,897.	233,897.
THE ENDOWMENT TEI FUND K-1		8,444.	8,444.
	TOTAL	242,341.	242,341.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE ENDOWMENT TEI FUND K-1	21.	21.
TOTALS	21.	21.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,799.			3,799.
TOTALS	3,799.			3,799.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIDUCIARY FEES		27,260.	27,260.	
CLERICAL FEES		57,927.		57,927.
	TOTALS	85,187.	27,260.	57,927.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX		7,500.
	TOTALS	7,500.

ATTACHMENT 7

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	625.		625.
MISCELLANEOUS	166.		166.
THE ENDOWMENT TEI FUND K-1	8,809.	8,809.	
TOTALS	9,620.	8,809.	811.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIXED INCOME FUNDS	1,309,657.	1,372,611.
US EQUITY FUNDS	792,064.	1,033,406.
COMMON STOCK	1,268,774.	1,351,987.
INTERNATIONAL EQUITY FUNDS	1,995,371.	2,002,127.
ABSOLUTE RETURN	904,598.	906,379.
COMMODITIES	299,048.	342,132.
REAL ESTATE INVESTMENTS	322,723.	366,757.
TOTALS	6,892,235.	7,375,399.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INFLATION INDEXED BONDS	133,715.	155,314.
TOTALS	133,715.	155,314.

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	0	0	0
KATHLEEN K POWER 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	VICE PRESIDENT/TRUSTEE 1.00	0	0	0
JAMES S HILBOLDT 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	TRUSTEE 1.00	0	0	0
JAMES C MELVIN 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	SECRETARY/TRUSTEE 1.00	0	0	0
LOYAL A ELDRIDGE III 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	ASSISTANT SECRETARY 1.00	0	0	0
DAVID S KRUIS 136 E. MICHIGAN AVE., STE 1201 KALAMAZOO, MI 49007	TREASURER 2.00	0	0	0
	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
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA, CO 81101-3708	NONE OTHER PUBLIC CHARITY	DENVER CONSTRUCTION PROJECT	10,000
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
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

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
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
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA, CO 81101-3708	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	9,000
CONGREGATION EMANUEL 51 GRAPE STREET DENVER, CO 80220	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
UNITED WAY OF WASHTENAW COUNTY 101 N MAIN STREET ANN ARBOR, MI 48104-5507	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000

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
CITIZENS RESEARCH COUNCIL OF MICHIGAN INC 38777 SIX MILE ROAD SUITE 208 LIVONIA, MI 48152-2660	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
THE CORY PTA 1550 SOUTH STEELE STREET DENVER, CO 80210	NONE OTHER PUBLIC CHARITY	FRIENDS OF CORY	6,000
FOOD BANK OF THE ROCKIES 10700 E 45TH AVENUE DENVER, CO 80239	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE OTHER PUBLIC CHARITY	RELIEF EFFORT	1,000
MAKE A WISH FOUNDATION OF COLORADO 7951 E MAPLEWOOD AVE , SUITE 126 GREENWOOD VILLAGE, CO 80111	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
PACIFIC INSTITUTE- CIRCLE OF BLUE 2260 BASELINE ROAD, SUITE 205 BOULDER, CO 80302	NONE OTHER PUBLIC CHARITY	SPECIAL OPPORTUNITIES CAPACITY GRANT	10,000

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
PROJECT ANGEL HEART 4950 WASHINGTON ST DENVER, CO 80216	NONE OTHER PUBLIC CHARITY	IN MEMORY OF DAN BLOOM	2,000.
CENTER FOR EARLY EDUCATION PTA 563 NORTH ALFRED STREET WEST HOLLYWOOD, CA 90048-2512	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
CENTER FOR WORK EDUCATION AND EMPLOYMENT 1175 OSAGE STREET, SUITE 300 DENVER, CO 80204	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000.
UNIVERSITY MUSICAL SOCIETY 881 NORTH UNIVERSITY AVE ANN ARBOR, MI 48109-1011	NONE OTHER PUBLIC CHARITY	OPERA PRODUCTION	50,000
THE CORY PTA 1550 SOUTH STEELE STREET DENVER, CO 80210	NONE OTHER PUBLIC CHARITY	CORY AUCTION 2011	1,000
		TOTAL CONTRIBUTIONS PAID	163,000.

THE POWER FOUNDATION 38-6119490

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CENTER FOR MICHIGAN 4100 NORTH DIXBORO ROAD ANN ARBOR, MI 48105	NONE OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,500,000
		TOTAL CONTRIBUTIONS APPROVED	1,500,000

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

ATTACHMENT 13

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

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

2011

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 2010 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	254,495.
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	15,643.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 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	270,138.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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			270,138.
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			270,138.

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*** *in 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* ***Schedule D Tax Worksheet*** *in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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	Employer identification number
THE POWER FOUNDATION	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	PUBLICLY TRADED SECURITIES	VARIOUS	VARIOUS	2,210,380.	1,955,885.	254,495.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 254,495.

Schedule D-1 (Form 1041) 2011

THE POWER FOUNDATION 38-6119490

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					15,643.	
		PUBLICLY TRADED SECURITIES					VARIOUS	VARIOUS
2,210,380.		1,955,885.					254,495.	
TOTAL GAIN(LOSS)		....					270,138.	

Form **8868**
(Rev January 2012)
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 . . . . ▶ ☒
- 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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE POWER FOUNDATION	Employer identification number (EIN) or ☒ 38-6119490
	Number, street, and room or suite no If a P O box, see instructions 136 E. MICHIGAN AVE., STE 1201	Social security number (SSN) ☐
	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	01	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 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 11 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	$ 9,996.
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	$ 4,396.
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	$ 5,600.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions Form **8868** (Rev 1-2012)

JSA
1F8054 4 000