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

2011

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 WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.		A Employer identification number 59-3156041
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (904) 353-5353
1050 TALLEYRAND AVENUE		
City or town, state, and ZIP code JACKSONVILLE, FL 32206		
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ 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) ▶ \$ 988,185.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

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 ☐

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)	51,821.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	38,828.	38,828.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	132,376.			
	b Gross sales price for all assets on line 6a	617,136.			
	7 Capital gain net income (from Part IV, line 2)		132,376.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	223,025.	171,204.		
	13 Compensation of officers, directors, trustees, etc	78,943.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,000.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	2,600.	1,300.		
	c Other professional fees (attach schedule) *	11,885.	11,291.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,677.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	143.			
	24 Total operating and administrative expenses. Add lines 13 through 23	102,248.	12,591.		
	25 Contributions, gifts, grants paid	139,725.			139,725.
	26 Total expenses and disbursements. Add lines 24 and 25	241,973.	12,591.	0	139,725.
	27 Subtract line 26 from line 12	-18,948.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		158,613.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	16,310.	76,524.	76,524.	
	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), **	6,989.			
	b	Investments - corporate stock (attach schedule) ATCH 7	974,774.	911,661.	911,661.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	178,332.			
	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)	1,176,405.	988,185.	988,185.		
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 ▶ ATCH 9)	1,006.	2,570.		
23	Total liabilities (add lines 17 through 22)	1,006.	2,570.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	814,755.	814,755.		
	28	Paid-in or capital surplus, or land, bldg. and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	360,644.	170,860.		
	30	Total net assets or fund balances (see instructions)	1,175,399.	985,615.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,176,405.	988,185.		

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	1,175,399.
2	Enter amount from Part I, line 27a	2	-18,948.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,156,451.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	170,836.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	985,615.

**ATCH 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	132,376.	
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	261,899.	1,063,754.	0.246203
2009	289,104.	1,016,977.	0.284278
2008	270,415.	841,833.	0.321222
2007	205,081.	1,091,800.	0.187838
2006	311,232.	1,075,959.	0.289260
2 Total of line 1, column (d)			2 1.328801
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 0.265760
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,064,792.
5 Multiply line 4 by line 3			5 282,979.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,586.
7 Add lines 5 and 6			7 284,565.
8 Enter qualifying distributions from Part XII, line 4 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			8 139,725.

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)	1	3,172.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	
3 Add lines 1 and 2	3	3,172.
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	3,172.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,536.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	6,552.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	9,088.
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	5,916.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 5,916. Refunded ☐ 11	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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATTACHMENT 11		X

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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?	13	X	
Website address N/A				
14	The books are in care of NANCY POWERS Telephone no 904-353-5353			
	Located at 1050 TALLEYRAND AVE, JACKSONVILLE, FL ZIP + 4 32206			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
	and enter the amount of tax-exempt interest received or accrued during the year	15		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			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? ☐ 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	
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	
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

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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

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**

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**7b****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 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 12		78,943.	4,000.	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 ☐

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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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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	990,763.
b	Average of monthly cash balances	1b	90,244.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,081,007.
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	1,081,007.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,215.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,064,792.
6	Minimum investment return. Enter 5% of line 5	6	53,240.

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	53,240.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,172.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,172.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,068.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50,068.
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	50,068.

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	139,725.
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	139,725.
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	139,725.

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.

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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				50,068.
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 259,484.				
b From 2007 153,069.				
c From 2008 228,503.				
d From 2009 238,635.				
e From 2010 211,246.				
f Total of lines 3a through e	1,090,937.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 139,725.				
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				50,068.
e Remaining amount distributed out of corpus	89,657.			
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:	1,180,594.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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)	259,484.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	921,110.			
10 Analysis of line 9				
a Excess from 2007 153,069.				
b Excess from 2008 228,503.				
c Excess from 2009 238,635.				
d Excess from 2010 211,246.				
e Excess from 2011 89,657.				

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

NOT APPLICABLE

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 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))

WARREN P. POWERS

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

NONE

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

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

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

N/A

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

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

c Any submission deadlines

NONE

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
a Paid during the year				
ATTACHMENT 13				
Total			3a	139,725.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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					
4 Dividends and interest from securities			14	38,828.	
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	132,376.	
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)				171,204.	
13 Total. Add line 12, columns (b), (d), and (e)				171,204.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

WARREN P. AND JOANNE C. POWERS CHARITABLE
FOUNDATION, INC.

Employer identification number

59-3156041

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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).

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

Employer identification number
59-3156041

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	UNIT INTERNATIONAL 644 CESERY BLVD., SUITE 200 JACKSONVILLE, FL 32211	\$ 50,000.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number
59-3156041

(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 WARREN P. AND JOANNE C. POWERS CHARITABLE
FOUNDATION, INC.

Employer identification number
59-3156041

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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					9,987.	
16,497.		POWERS CAPITAL INVESTMENTS 7481 - SEE ST PROPERTY TYPE: SECURITIES 13,970.				P	VAR	VAR
91,829.		POWERS CAPITAL INVESTMENTS 7481 - SEE ST PROPERTY TYPE: SECURITIES 66,985.				P	VAR	VAR
435,300.		POWERS CAPITAL INVESTMENTS 9700 - SEE ST PROPERTY TYPE: SECURITIES 370,113.				P	VAR	VAR
63,523.		POWERS CAPITAL INVESTMENTS 9700 - SEE ST PROPERTY TYPE: SECURITIES 33,692.				P	VAR	VAR
TOTAL GAIN (LOSS)							<u>132,376.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND AND INTEREST INCOME	38,828.	38,828.
TOTAL	<u>38,828.</u>	<u>38,828.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,600.	1,300.		
TOTALS	<u>2,600.</u>	<u>1,300.</u>		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PORTFOLIO MANAGEMENT	11,099.	11,099.
401K MANAGEMENT FEES	594.	
MISC PORTFOLIO FEES	192.	192.
TOTALS	<u>11,885.</u>	<u>11,291.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	4,677.
TOTALS	<u>4,677.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BANK CHARGES	5.
LICENSES & PERMITS	35.
OFFICE SUPPLIES	103.
TOTALS	<u>143.</u>

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

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
ISHARES TIPS BOND VANGUARD GNMA	6,989.
US OBLIGATIONS TOTAL	<u>6,989.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK - VARIOUS	974,774.	911,661.	911,661.
TOTALS	<u>974,774.</u>	<u>911,661.</u>	<u>911,661.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
LOOMIS SAYLES BOND FUND	33,299.
PIMCO TOTAL RETURN INSTL	36,813.
LOOMIS SAYLES GLOBAL	
T. ROWE PRICE INTERNATIONAL	53,183.
PIMCO DEVELOPING LOCAL E	32,441.
JPM STRATEGIC INCOME	22,596.
TOTALS	<u>178,332.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PAYROLL LIABILITIES	1,006.	2,570.
TOTALS	<u>1,006.</u>	<u>2,570.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSSES

170,836.

TOTAL

170,836.

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

NAME AND ADDRESS

DATE

POWERS 1995 FAMILY INVESTMENT L.P.
2644 CAPITOL TRAIL, SUITE 300. DEPT. 208
NEWARK, DE 19711

TOTAL CONTRIBUTION AMOUNTS

ATTACHMENT 11

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WARREN P. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR 1.00	0	0	0
JOANNE C. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR 1.00	0	0	0
PATRICK D. POWERS 8141 EAST KAISER BOULEVARD SUITE 300 ANAHEIM HILLS, CA 92808	SECRETARY 1.00	0	0	0
NANCY POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE 1.00	0	0	0
JANE COLLINS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE DIRECTOR 20.00	78,943.	4,000.	0
GRAND TOTALS		78,943.	4,000.	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRIST THE KING CATHOLIC CHURCH 742 ARLINGOTN ROAD NORTH JACKSONVILLE, FL 32211	N/A 501 (C) (3)	GENERAL FUNDS, DAY CARE PROGRAM AND OTHER MISC.	20,000.
E.O.H.S.J. 2955 RIDGELAKE DRIVE SUITE 205 MATAIRIE, LA 70002-4962	N/A 501 (C) (3)	GENERAL FUND	1,200.
EMERGENCY PREGNANCY SERVICE 1637 KING STREET JACKSONVILLE, FL 32204	N/A 501 (C) (3)	GENERAL FUND	24,000.
HOLY SPIRIT CATHOLIC CHURCH 11665 FORT CAROLINE ROAD JACKSONVILLE, FL 32225	N/A 501 (C) (3)	GENERAL FUND	18,000.
IMMACULATE CONCEPTION CATHOLIC CHURCH 121 EAST DUVAL STREET JACKSONVILLE, FL 32202	N/A 501 (C) (3)	GENERAL FUND	1,500.
S.M.O.M. - FEDERAL ASSOCIATION 1730 M STREET, NW SUITE 4 WASHINGTON, DC 20036	N/A 501 (C) (3)	ANNUAL FUND	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EWTN 5817 OLD LEEDS ROAD IRONDALE, AL 35210-9948	N/A 501 (C) (3)		GENERAL FUND	1,200.
ST. BENEDICT'S ABBEY 1020 NORTH 2ND STREET ATCHISON, KS 66002-1499	N/A 501 (C) (3)		GENERAL FUND	1,000.
L'ARCHE HARBOR HOUSE 700 ARLINGTON ROAD JACKSONVILLE, FL 32211-7306	501 (C) (3)		GENERAL FUND	10,000.
LUMEN ENTERTAINMENT, INC. PO BOX 24374 JACKSONVILLE, FL 32241-4374	501 (C) (3)		GENERAL FUND	100.
PROJECT S.O.S. 6850 BELFORT OAKS PLACE JACKSONVILLE, FL 32216	501 (C) (3)		GENERAL FUND	2,000.
DIOCESE OF ST. AUGUSTINE 11626 OLD ST. AUGUSTINE ROAD JACKSONVILLE, FL 32259-2060	501 (C) (3)		GENERAL FUNDS	1,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUEEN OF PEACE RADIO PO BOX 51585 JACKSONVILLE BEACH, FL 32240	501 (C) (3)	GENERAL FUND	1,500.
ALL SAINTS CATHOLIC NURSING HOME 5888 BLANDING BLVD JACKSONVILLE, FL 32244	501 (C) (3)	GENERAL FUND	2,000
DIOCESE OF PHOENIX 400 EAST MONROE PHOENIX, AZ 85004-2336	501 (C) (3)	GENERAL FUND	5,000.
MAUR HILL - MOUNT ACADEMY 1000 GREEN STREET ATCHISON, KS 66002	501 (C) (3)	PASTORAL PROGRAM	35,000.
ALLIANCE DEFENSE FUND 15100 NORTH 90TH STREET SCOTTSDALE, AZ 85260	N/A 501 (C) (3)	GENERAL SUPPORT	1,000.
CATHOLIC RELIEF SERVICES 228 WEST LEXINGTON STREET BALTIMORE, MD 21201	N/A 501 (C) (3)	GENERAL SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITY RESCUE MISSION 800 WEST CALIFORNIA AVE OKLAHOMA CITY, OK 73106	N/A 501 (C) (3)	GENERAL SUPPORT	1,000.
COVENANT HOUSE 460 WEST 41ST STREET NEW YORK, NY 10036	N/A 501 (C) (3)	GENERAL SUPPORT	100.
FIDELIS 95-25 QUEENS BLVD REGO PARK, NY 11374	N/A 501 (C) (3)	GENERAL SUPPORT	100.
FLORIDA K OF C CHARITIES 1714 FLORIDA 13 JACKSONVILLE, FL 32259	N/A 501 (C) (3)	VOCATIONS	1,000.
FOOD FOR THE POOR 6401 LYONS ROAD COCONUT CREEK, FL 33073	N/A 501 (C) (3)	GENERAL SUPPORT	2,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	N/A 501 (C) (3)	GENERAL SUPPORT	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JONES COLLEGE RADIO 5353 ARLINGTON EXPRESSWAY JACKSONVILLE, FL 32211	N/A	501 (C) (3)	GENERAL SUPPORT	500.
MISSIONARY OBLATES 9480 NORTH DE MAZENOD DRIVE BELLEVILLE, IL 62223	N/A	501 (C) (3)	GENERAL SUPPORT	25.
SECOND HARVEST FOOD BANK 1502 JESSIE STREET JACKSONVILLE, FL 32206	N/A	501 (C) (3)	GENERAL SUPPORT	1,000.
ST. BONIFACE HAITI FOUNDATION 400 NORTH MAIN STREET RANDOLPH, MA 02368	N/A	501 (C) (3)	GENERAL SUPPORT	1,000
ST. GERARD CAMPUS 1405 U.S. 1 ST. AUGUSTINE, FL 32084	N/A	501 (C) (3)	GENERAL SUPPORT	1,000.
THOMAS MORE SOCIETY 29 SOUTH LASALLE STREET, SUITE 440 CHICAGO, IL 60603	N/A	501 (C) (3)	GENERAL SUPPORT	1,000.
TOTAL CONTRIBUTIONS PAID				<u>139,725.</u>

**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 **WARREN P. AND JOANNE C. POWERS CHARITABLE
FOUNDATION, INC.**

Employer identification number
59-3156041

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see 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	67,714.
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	67,714.

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	54,675.
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	9,987.
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	64,662.

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

Schedule D (Form 1041) 2011

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		67,714.
14	Net long-term gain or (loss):			
a	Total for year	14a		64,662.
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		132,376.

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		

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

WARREN P. AND JOANNE C. POWERS CHARITABLE

Employer identification number

59-3156041

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b		67,714.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 54,675.

JSA

POWERS CAPITAL

INVESTMENTS

Realized G/L

From January 1, 2011 to December 31, 2011

xxxx7481 (Powers, Warren P. & Joanne C., Charitable Foundation - PMG, 70/30)

Close Date	Quantity	Ticker	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
11/07/11	40.00	55312LAA8	MIG LLC	\$28.00	\$40.00	\$12.00		\$12.00
09/22/11	5.00	3892291	WHITE MOUNTAIN INSURANCE Nxxx	\$1,034.78	\$0.00	(\$1,034.78)		(\$1,034.78)
	5.00			\$764.72	\$0.00	(\$764.72)		(\$764.72)
09/12/11	10.00		MONTPELIER RE HOLDINGS LTD	\$1,799.50	\$0.00	(\$1,799.50)		(\$1,799.50)
	75.00	MRH		\$1,502.58	\$1,233.53	(\$269.05)		(\$269.05)
	75.00			\$1,324.72	\$1,233.54	(\$91.18)		(\$91.18)
09/09/11	150.00		CISCO SYSTEMS	\$2,827.30	\$2,467.07	(\$360.23)		(\$360.23)
08/16/11	100.00	CSCO	TENET HEALTHCARE	\$1,506.56	\$1,584.02	\$77.46		\$77.46
08/04/11	5,000.00	THC6K	SOUTHERN UNION	\$3,702.66	\$4,008.75	\$306.09		\$306.09
08/03/11	3,000.00	844030AH9	LEUCADIA CAP TR	\$3,048.13	\$2,723.84	(\$324.29)		(\$324.29)
08/01/11	3,000.00	527288AT1	MIG LLC	\$3,151.25	\$3,034.72	(\$116.53)		(\$116.53)
07/11/11	2,656.00	55312LAA8	CRYSTAL ROCK HOLDINGS	\$1,859.20	\$2,324.68	\$465.48		\$465.48
07/05/11	1,000.00	CRVP	CNA FINANCIAL	\$611.45	\$1,661.72	\$1,050.27		\$1,050.27
	50.00	CNA		\$1,201.51	\$1,448.00	\$246.49		\$246.49
	25.00			\$570.49	\$724.01	\$153.52		\$153.52
07/05/11	75.00		TORCHMARK	\$1,772.00	\$2,172.01	\$400.01		\$400.01
07/05/11	0.50	TMK	VODAFONE GROUP PLC	\$11.93	\$21.58	\$9.65		\$9.65
07/05/11	64.00	VOD	VODAFONE GROUP PLC	\$1,621.80	\$1,707.53	\$85.73		\$85.73
07/01/11	11.00	VOD	COMCAST SPECIAL CLA	\$278.75	\$293.48	\$14.73		\$14.73
07/01/11	75.00	CMCSK	CROWN HOLDINGS	\$1,377.49	\$1,839.01	\$461.52		\$461.52
07/01/11	50.00	CCK	EDISON INTL	\$1,291.21	\$1,965.51	\$674.31		\$674.31
07/01/11	20.00	EIX	FIRST ENERGY	\$654.14	\$767.44	\$113.30		\$113.30
07/01/11	16.65	FE		\$576.01	\$737.79	\$161.78		\$161.78
	33.35			\$1,153.53	\$1,477.77	\$324.24		\$324.24
07/01/11	50.00		GENERAL COMMUNICATIONS	\$1,729.54	\$2,215.56	\$486.02		\$486.02
	25.00	GNCMA		\$330.91	\$306.45	(\$24.46)		(\$24.46)
	175.00			\$1,149.29	\$2,145.17	\$995.88		\$995.88
07/01/11	200.00		HUNTSMAN	\$1,480.20	\$2,451.62	\$971.42		\$971.42
07/01/11	100.00	HUN	JOHNSON & JOHNSON	\$353.32	\$1,925.21	\$1,571.89		\$1,571.89
07/01/11	20.00	JNJ	L-3 COMM HLDGS	\$1,196.55	\$1,333.47	\$136.92		\$136.92
07/01/11	25.00	LLL		\$1,916.76	\$2,199.51	\$282.75		\$282.75



POWERS CAPITAL

INVESTMENTS

Realized G/L

From January 1, 2011 to December 31, 2011

xxxx7481 (Powers, Warren P. & Joanne C., Charitable Foundation - PMG, 70/30)

Close Date	Quantity	Ticker	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
07/01/11	25.00	LBTK	LIBERTY GLOBAL CLC	\$353.23	\$1,092.25		\$739.02	\$739.02
	50.00			\$680.36	\$2,184.49		\$1,504.14	\$1,504.14
07/01/11	75.00			\$1,033.59	\$3,276.74		\$2,243.16	\$2,243.16
07/01/11	65.00	LMCA	LIBERTY MEDIA CP A WI	\$928.40	\$5,584.84		\$4,656.44	\$4,656.44
07/01/11	125.00	MRH	MONTPELIER RE HOLDINGS LTD	\$2,504.30	\$2,241.26		(\$263.04)	(\$263.04)
07/01/11	50.00	PKOH	PARK-OHIO HOLDINGS CORP	\$897.24	\$1,092.53		\$195.29	\$195.29
07/01/11	27.00	RKT	ROCK-TENN CO CIA	\$1,345.33	\$1,819.72	\$474.39		\$474.39
07/01/11	100.00	SWY	SAFEWAY	\$1,988.80	\$2,346.10		\$357.30	\$357.30
07/01/11	63.37	SD	SANDRIDGE ENERGY	\$431.06	\$664.17		\$233.11	\$233.11
	36.63			\$248.74	\$383.84		\$135.10	\$135.10
07/01/11	100.00			\$679.80	\$1,048.01		\$368.21	\$368.21
07/01/11	50.00	SD	SANDRIDGE ENERGY	\$339.57	\$524.06		\$184.49	\$184.49
07/01/11	175.00	SVU	SUPERVALU	\$1,283.63	\$1,650.37	\$366.74		\$366.74
07/01/11	125.00	UTR	UNITRIN INC	\$1,712.05	\$3,717.36		\$2,005.31	\$2,005.31
07/01/11	55.00	GFY	WESTERN ASSET VARIABLE RATE	\$566.44	\$906.23		\$339.79	\$339.79
07/01/11	3.00	WTM	WHITE MOUNTAIN INS	\$620.87	\$1,273.86		\$652.99	\$652.99
07/01/11	40.00	WMB	WILLIAMS COMPANIES	\$1,039.03	\$1,217.43		\$178.40	\$178.40
07/01/11	75.00	WINN	WINN-DIXIE STORES	\$700.83	\$662.30		(\$38.53)	(\$38.53)
	25.00			\$179.48	\$220.77	\$41.29		\$41.29
07/01/11	100.00			\$880.31	\$883.07	\$41.29	(\$38.53)	\$2.76
07/01/11	49.00	WINN	WINN-DIXIE STORES	\$351.77	\$432.71	\$80.94		\$80.94
07/01/11	100.00	XL	XL CAPITAL LTD CLA	\$326.14	\$2,219.11		\$1,892.97	\$1,892.97
06/30/11	585.00	55312LAA8	MIG LLC	\$409.50	\$585.00	\$175.50		\$175.50
06/28/11	125.00	SFE	SAFEGUARD SCIENTIFIC INC	\$1,638.86	\$2,342.98	\$704.12		\$704.12
06/16/11	125.00	SUG	SOUTHERN UNION	\$1,912.48	\$4,131.23		\$2,218.75	\$2,218.75
06/02/11	5.00	MTB	M&T BANK CORP	\$1,386.22	\$422.43	(\$963.79)		(\$963.79)
05/16/11	0.01	MTB	M&T BANK CORP	\$2.77	\$12.12	\$9.35		\$9.35
05/13/11	150.00	MNTG	MTR GAMING GROUP	\$1,396.63	\$438.01		(\$958.62)	(\$958.62)
	150.00			\$1,256.24	\$438.02		(\$818.22)	(\$818.22)
05/02/11	300.00			\$2,652.87	\$876.03	(\$1,776.84)		(\$1,776.84)
	250.00	AWP	ALPINE GLOBAL PREMIER FND	\$691.14	\$1,833.32		\$1,142.18	\$1,142.18



POWERS CAPITAL

INVESTMENTS

Realized G/L

From January 1, 2011 to December 31, 2011

xxxx7481 (Powers, Warren P. & Joanne C., Charitable Foundation - PMG, 70/30)

Close Date	Quantity	Ticker	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
05/02/11	8.00	AWP	ALPINE GLOBAL PREMIER FND	\$56.69	\$58.66	\$1.97		\$1.97
	258.00			\$747.83	\$1,891.98	\$1,142.18		\$1,144.15
04/28/11	65.00	WMB	WILLIAMS COMPANIES	\$1,811.02	\$2,117.85	\$306.83		\$306.83
	10.00			\$259.76	\$325.82	\$66.06		\$66.06
	75.00			\$2,070.78	\$2,443.67	\$372.89		\$372.89
04/27/11	66.00	FE	FIRST ENERGY	\$2,283.27	\$2,607.84	\$324.57		\$324.57
04/07/11	100.00	HUN	HUNTSMAN	\$353.32	\$1,906.01	\$1,552.69		\$1,552.69
03/28/11	3,000.00	62913FAJ1	NII HOLDINGS	\$2,155.63	\$3,004.50	\$848.87		\$848.87
03/15/11	9.00	WSC	WESCO FINANCIAL	\$3,436.50	\$3,441.01	\$4.51		\$4.51
03/04/11	0.73	FE	FIRST ENERGY	\$25.08	\$26.50	\$1.42		\$1.42
03/03/11	25.00	LMCA	LIBERTY MEDIA CP A WI	\$357.08	\$1,870.80	\$1,513.72		\$1,513.72
02/25/11	223.00	SD	SANDRIDGE ENERGY	\$1,516.81	\$2,271.61	\$754.80		\$754.80
02/10/11	20.00	LMCA	LIBERTY MEDIA CP A WI	\$285.66	\$1,433.92	\$1,148.26		\$1,148.26
02/07/11	100.00	LVL	LEVEL 3 COMMUNICATIONS INC	\$446.65	\$121.00	(\$325.65)		(\$325.65)
02/03/11	30.00	DD	DU PONT E I DE NEMOURS	\$1,216.54	\$1,548.65	\$332.11		\$332.11
02/02/11	125.00	3900602	METROMEDIA 7.25% CVN PF	\$4,832.50	\$564.09	(\$4,268.41)		(\$4,268.41)
01/31/11	75.00	LBTYK	LIBERTY GLOBAL CL C	\$1,059.68	\$2,867.24	\$1,807.56		\$1,807.56
01/07/11	77.00	SPEB	SPECTRUM BRANDS NEW	\$0.00	\$2,359.31	\$2,359.31		\$2,359.31
01/04/11	30.00	EIX	EDISON INTL	\$981.21	\$1,161.81	\$180.60		\$180.60
01/04/11	15.00	TMK	TORCHMARK	\$536.75	\$904.75	\$368.00		\$368.00
01/03/11	5,000.00	631158AD4	NASH FINCH SR SUB CNV	\$1,932.50	\$2,561.25	\$628.75		\$628.75
			Total Realized Gain/Loss	\$80,955.50	\$108,325.86	\$27,370.38		\$27,370.38

POWERS CAPITAL

INVESTMENTS

Realized G/L

From January 1, 2011 to December 31, 2011

xxxx9700 (Powers, Warren P. & Joanne C., Charitable Foundation Schwab, 70/30)

Close Date	Quantity	Ticker	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses								
10/28/11	115.00	AAPL	APPLE COMPUTER	28,984.56	\$46,391.86	\$17,407.30		\$46,391.86
10/28/11	100.00	AAPL	APPLE COMPUTER	15,123.96	\$40,340.75	\$15,130.79		\$40,340.75
10/28/11	1,101.00	FCX	FREEMONT MCMORAN	12,909.39	\$46,836.19	\$53,916.80		\$46,836.19
10/04/11	1,234.65	JIEIX	ARTIO INTL EQUITY I	\$25,384.36	\$27,796.31		\$2,411.95	\$2,411.95
09/06/11	1,234.65	JIEIX	ARTIO INTL EQUITY I	\$25,384.38	\$32,028.06		\$6,643.68	\$6,643.68
08/09/11	2,786.11	PCRIX	PIMCO COMMODITY REAL RETURN	\$20,300.00	\$24,032.18		\$3,732.18	\$3,732.18
	64.35			\$483.93	\$555.09		\$71.16	\$71.16
	61.48			\$571.15	\$530.31	(\$40.84)		(\$40.84)
	79.61			\$743.51	\$686.65	(\$56.86)		(\$56.86)
	159.48			\$1,414.55	\$1,375.59	(\$38.96)		(\$38.96)
	3,151.02			\$23,513.14	\$27,179.82	(\$136.66)	\$3,803.34	\$3,666.68
08/08/11	739.00	VTI	VANGUARD TOTAL STOCK MARKET	\$49,713.41	\$42,915.12	(\$6,798.29)		(\$6,798.29)
	220.00			\$15,043.31	\$12,775.81	(\$2,267.50)		(\$2,267.50)
	959.00			\$64,756.72	\$55,690.93	(\$9,065.79)		(\$9,065.79)
06/16/11	763.00	VTI	VANGUARD TOTAL STOCK MARKET	\$44,783.87	\$50,056.23	\$5,272.36		\$5,272.36
06/13/11	29.00	TIP	ISHARES TIPS BOND	\$2,690.43	\$3,187.09		\$496.66	\$496.66
05/17/11	600.00	TBT	PROSHARES ULTRASHORT TREASURY	\$21,659.13	\$20,152.38	(\$1,506.75)		(\$1,506.75)
05/16/11	211.37	JIEIX	ARTIO INTL EQUITY I	\$4,345.85	\$6,385.48		\$2,039.63	\$2,039.63
	52.65			\$1,575.35	\$1,590.59	\$15.24		\$15.24
	264.03			\$5,921.20	\$7,976.07	\$15.24	\$2,039.63	\$2,054.87
05/16/11	82.17	BMCIX	BLACKROCK US OPPORTUNITY	\$1,936.31	\$3,569.90		\$1,633.59	\$1,633.59
	18.25			\$729.20	\$792.84	\$63.64		\$63.64
	14.16			\$565.86	\$615.26	\$49.40		\$49.40
	114.57			\$3,231.37	\$4,978.00	\$113.04	\$1,633.59	\$1,746.63
05/16/11	387.00	JISGX	JP MORGAN SMALL CAP GROWTH	\$3,395.19	\$4,978.00	\$1,582.81		\$1,582.81
05/16/11	180.25	TFCIX	THIRD AVENUE FOCUSED CREDIT	\$1,863.77	\$2,106.78		\$243.01	\$243.01
	1.25			\$13.08	\$14.66		\$1.58	\$1.58
	25.49			\$265.81	\$297.87		\$32.06	\$32.06
	27.17			\$292.64	\$317.60		\$24.96	\$24.96
	39.69			\$421.47	\$463.86	\$42.39		\$42.39



POWERS CAPITAL

INVESTMENTS

Realized G/L

From January 1, 2011 to December 31, 2011

xxxx9700 (Powers, Warren P. & Joanne C., Charitable Foundation Schwab, 70/30)

Close Date	Quantity	Ticker	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses								
05/16/11	40.18	TFCIX	THIRD AVENUE FOCUSED CREDIT	\$440.40	\$469.66	\$29.26		\$29.26
	53.48			\$594.71	\$625.11	\$30.40		\$30.40
	21.06			\$234.21	\$246.18	\$11.97		\$11.97
	1.13			\$12.55	\$13.19	\$0.64		\$0.64
	36.20			\$413.74	\$423.09	\$9.35		\$9.35
	425.89			\$4,552.38	\$4,978.00	\$124.01	\$301.61	\$425.62
05/16/11	64.98	TAREX	THIRD AVENUE REAL ESTATE VALUE	\$1,432.09	\$1,568.11		\$136.02	\$136.02
	84.58			\$1,326.80	\$2,041.20		\$714.40	\$714.40
	15.13			\$305.94	\$365.16		\$59.22	\$59.22
	41.58			\$946.84	\$1,003.53	\$56.69		\$56.69
	206.27			\$4,011.67	\$4,978.00	\$56.69	\$909.64	\$966.33
04/21/11	2.45	RSNRX	RS GLOBAL NATURAL RESOURCES	\$78.81	\$99.92		\$21.11	\$21.11
	13.85			\$445.52	\$564.88		\$119.36	\$119.36
	228.80			\$4,601.25	\$9,335.20		\$4,733.95	\$4,733.95
	245.10			\$5,125.58	\$10,000.00		\$4,874.42	\$4,874.42
04/20/11	1,013.60	RPIBX	T ROWE PRICE INTERNATIONAL BOND	\$10,313.78	\$10,408.72		\$94.94	\$94.94
	12.36			\$126.67	\$126.90		\$0.23	\$0.23
	16.51			\$169.84	\$169.49		(\$0.35)	(\$0.35)
	13.08			\$129.26	\$134.35		\$5.09	\$5.09
	3.83			\$37.61	\$39.37		\$1.76	\$1.76
	3.80			\$38.26	\$39.01		\$0.75	\$0.75
	4.10			\$41.33	\$42.10		\$0.77	\$0.77
	3.63			\$37.62	\$37.25		(\$0.37)	(\$0.37)
	4.37			\$43.08	\$44.83		\$1.75	\$1.75
	3.55			\$34.79	\$36.42		\$1.63	\$1.63
	967.70			\$9,429.88	\$9,937.43		\$507.55	\$507.55
	6.32			\$61.76	\$64.85		\$3.09	\$3.09
	10.94			\$107.77	\$112.35	\$4.58		\$4.58
	10.34			\$102.77	\$106.17	\$3.40		\$3.40



POWERS CAPITAL

INVESTMENTS

Realized G/L

From January 1, 2011 to December 31, 2011

xxxx9700 (Powers, Warren P. & Joanne C., Charitable Foundation Schwab, 70/30)

Close Date	Quantity	Ticker	Description	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses								
04/20/11	9.98	RPIBX	T ROWE PRICE INTERNATIONAL BOND	\$103.08	\$102.47	(\$0.61)		(\$0.61)
	10.86			\$114.06	\$111.55	(\$2.51)		(\$2.51)
	11.30			\$111.19	\$116.04	\$4.85		\$4.85
	11.90			\$118.37	\$122.16	\$3.79		\$3.79
	10.45			\$103.90	\$107.34	\$3.44		\$3.44
	10.68			\$107.08	\$109.64	\$2.56		\$2.56
	11.98			\$120.64	\$123.02	\$2.38		\$2.38
	2,151.26			\$21,452.74	\$22,091.46	\$21.88	\$616.84	\$638.72
03/25/11	3,335.75	GJRTX	GOLDMAN SACHS ABSOLUTE RETURN	\$30,000.00	\$31,408.90		\$1,408.90	\$1,408.90
	2.96			\$27.02	\$27.90		\$0.88	\$0.88
	8.06			\$73.45	\$75.92		\$2.47	\$2.47
	15.58			\$144.25	\$146.68	\$2.43		\$2.43
	5.02			\$46.52	\$47.31	\$0.79		\$0.79
	3,367.37			\$30,291.24	\$31,706.71	\$3.22	\$1,412.25	\$1,415.47
03/25/11	36.00	TIP	ISHARES TIPS BOND	\$3,339.85	\$3,921.25		\$581.40	\$581.40
02/02/11	392.00	VTI	VANGUARD TOTAL STOCK MARKET	\$23,008.22	\$26,358.00	\$3,349.78		\$3,349.78
	100.00			\$6,432.19	\$6,723.98	\$291.79		\$291.79
	8.00			\$514.57	\$537.92	\$23.35		\$23.35
	500.00			\$29,954.98	\$33,619.90	\$3,664.92		\$3,664.92
01/27/11	209.62	FAIRX	FAIRHOLME FUND	\$6,618.49	\$7,450.48	\$831.99		\$831.99
	148.81			\$5,065.50	\$5,289.20	\$223.70		\$223.70
	27.57			\$938.37	\$979.82	\$41.45		\$41.45
	6.71			\$238.90	\$238.63	(\$0.27)		(\$0.27)
	392.71			\$12,861.26	\$13,958.13	\$1,096.87		\$1,096.87
01/27/11	501.25	JISGX	JP MORGAN SMALL CAP GROWTH	\$4,397.57	\$5,978.00	\$1,580.43		\$1,580.43
Total Realized Gain/Loss				\$403,804.91	\$498,823.14	\$95,180.58	\$29,891.59	\$95,018.17



FEDERAL FOOTNOTESFORM 990-PF, PART XV, LINE 2D

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

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

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

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

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

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

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.

WARREN P. AND JOANNE C. POWERS CHARITABLE
FOUNDATION, INC.

Employer identification number (EIN) or

☒ 59-3156041

Number, street, and room or suite no. If a P.O. box, see instructions.

1050 TALLEYRAND AVENUE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

JACKSONVILLE, FL 32206

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 ► NANCY POWERS

Telephone No. ► 904 353-5353

FAX No. ►

- 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 2011 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 \$	9,088.
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 \$	2,536.
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 \$	6,552.

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
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PAGE 1

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box. ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	1050 TALLEYRAND AVENUE		☒ 59-3156041	
City, town or post office, state, and ZIP code. For a foreign address, see instructions				
JACKSONVILLE, FL 32206				

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

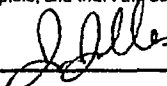
- The books are in the care of **NANCY POWERS**
Telephone No. **904 353-5353** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. 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.

- 4 I request an additional 3-month extension of time until 11/15, 2012.
- 5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

8a 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.	8a \$	9,088.
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 and any amount paid previously with Form 8868	8b \$	2,536.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	6,552.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title CRA Date 8/8/12

Form 8868 (Rev. 1-2012)