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Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

2011

Open to Public
Inspection

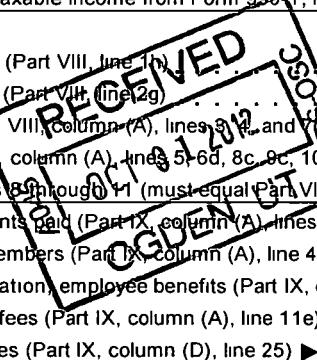
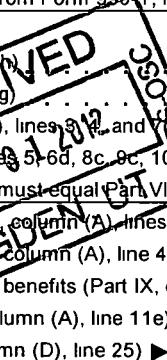
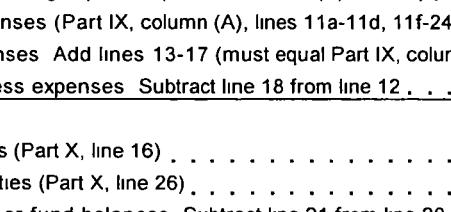
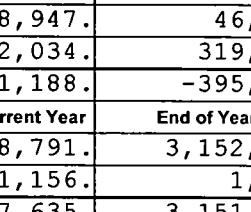
A For the 2011 calendar year, or tax year beginning		, 2011, and ending		, 20	
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WARREN P. POWERS CHARITABLE FOUNDATION PATRICK D. POWERS, TRUSTEE			D Employer identification number 59-6935247	
	Doing Business As			E Telephone number (904) 353-5533	
	Number and street (or P O box if mail is not delivered to street address) 1050 TALLEYRAND AVENUE			Room/suite	
	City or town, state or country, and ZIP + 4 JACKSONVILLE, FL 32206			G Gross receipts \$ 645,067.	
	F Name and address of principal officer			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No	
				H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No	
				If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► N/A		H(c) Group exemption number ►	
K Form of organization <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1989		M State of legal domicile FL	

Part I Summary

SCANNED OCT 17 2012 Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE FOOTNOTE ATTACHED TO END OF RETURN			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	9.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5.	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1.	
	6 Total number of volunteers (estimate if necessary)	6	9.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
	8 Contributions and grants (Part VIII, line 1a)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	30,000.	0	
	10 Investment income (Part VIII, column (A), lines 8-10, and 12)	117,871.	229,334.	
	11 Other revenue (Part VIII, column (A), lines 5-6d, 8c, 9c, 10c, and 11e)	375,351.	-305,263.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	523,222.	-75,929.		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	169,497.	174,800.		
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	93,590.	98,590.		
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0		
b Total fundraising expenses (Part IX, column (D), line 25) ► 0				
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	48,947.	46,486.		
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	312,034.	319,876.		
19 Revenue less expenses Subtract line 18 from line 12	211,188.	-395,805.		
20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year		
21 Total liabilities (Part X, line 26)	3,548,791.	3,152,987.		
22 Net assets or fund balances Subtract line 21 from line 20	1,156.	1,081.		
	3,547,635.	3,151,906.		

Part II Signature Block

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

Sign Here <input type="checkbox"/> Signature of officer <input type="checkbox"/> Type or print name and title	   	
	Date	

Paid Preparer Use Only	Print/Type preparer's name JAMIE M. JOLLES	Preparer's signature 	Date 9/17/12	Check <input type="checkbox"/> if self-employed	PTIN P00293744
	Firm's name ► HEINZ & COMPANY, LLP.		Firm's EIN ► 20-3903040		
	Firm's address ► 7545 CENTURION PARKWAY, SUITE 206 JACKSONVILLE, FL 32256		Phone no 904-652-2230		

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

For Paperwork Reduction Act Notice, see the separate instructions

Form 990 (2011)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

SEE FOOTNOTE ATTACHED TO END OF RETURN

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

SEE FOOTNOTE ATTACHED TO END OF RETURN

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4d** Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 175,782.

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, *Part I*

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, *Part II*

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, *Part III*

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, *Part I*

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, *Part II*

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, *Part III*

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, *Part IV*

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, *Part V*

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, *Part VI*

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, *Part VII*

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, *Part VIII*

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, *Part IX*

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, *Part X*

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, *Part X*

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, *Parts XI, XII, and XIII*

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, *Parts XI, XII, and XIII* is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, *Parts I and IV*

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, *Parts II and IV*

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, *Parts III and IV*

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, *Part I* (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, *Part II*

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, *Part III*

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2		X
3		X
4		X
5		X
6		X
7		X
8		X
9		X
10		X
11a		X
11b		X
11c		X
11d	X	
11e	X	
11f		X
12a		X
12b		X
13		X
14a		X
14b		X
15		X
16		X
17		X
18		X
19		X
20a		X
20b		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II .	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35a	X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O		

Part V**Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	5a	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.	9a	
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
<i>Note.</i> See the instructions for additional information the organization must report on Schedule O			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response to any question in this Part VI. X

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 9	
1b		1b 5	
2	Enter the number of voting members included in line 1a, above, who are independent	2 X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3 X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5 X	
6	Did the organization have members or stockholders?	6 X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a X	
a	The governing body?	8b X	
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9 X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a X	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b X	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	12a X	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	13 X	
13	Did the organization have a written whistleblower policy?	14 X	
14	Did the organization have a written document retention and destruction policy?		
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a X	
a	The organization's CEO, Executive Director, or top management official	15b X	
b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	16a X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16b X	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► FL,
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► NANCY POWERS 1050 TALLEYRAND AVE JACKSONVILLE, FL 32206 904-353-5533

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated				
ATTACHMENT 1										
(1) NANCY POWERS EXECUTIVE DIRECTOR	8.00	X					60,000.	0	0	0
(2) FATHER JAMES BODDIE TRUSTEE	1.00	X					0	0	0	0
(3) TRUDY HARRIS TRUSTEE	1.00	X					0	0	0	0
(4) SIDNEY SIMMONS TRUSTEE	1.00	X					0	0	0	0
(5) PATRICK D. POWERS TRUSTEE	1.00	X					0	0	0	0
(6) THOMAS J. POWERS TRUSTEE	1.00	X					0	0	0	0
(7) FRANK JAPOUR TRUSTEE	1.00	X					0	0	0	0
(8) JANE A. COLLINS TRUSTEE	1.00	X					0	0	0	0
(9) MOLLIE A. O'NEIL TRUSTEE	1.00	X					0	0	0	0
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

1b Sub-total

60,000. 0 0

c Total from continuation sheets to Part VII, Section A

0 0 0

d Total (add lines 1b and 1c) .

60,000. 0 0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization. ► 0		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		0		
Program Service Revenue	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		0		
	3 Investment income (including dividends, interest, and other similar amounts)	ATTACHMENT 2		157,310.	
4 Income from investment of tax-exempt bond proceeds			0		
5 Royalties			0		
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	793,020.				
c Gain or (loss)	720,996.				
d Net gain or (loss)	72,024.		72,024.		
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)					
See Part IV, line 18	a				
b Less direct expenses	b				
c Net income or (loss) from fundraising events			0		
9a Gross income from gaming activities					
See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue		Business Code			
11a UNREALIZED GAINS			-304,931.		
b ML-CSP II A TRUST - ORDINARY INCOME			-133.		
c ML-CSP II A TRUST - OTHER INCOME			-199.		
d All other revenue					
e Total. Add lines 11a-11d			-305,263.		
12 Total revenue. See instructions			-75,929.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	174,800.	174,800.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16,	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	60,000.		60,000.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accrals and contributions (include section 401(k) and 403(b) employer contributions)	34,000.		34,000.	
9 Other employee benefits	0			
10 Payroll taxes	4,590.		4,590.	
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	2,100.	350.	1,750.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	429.	429.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	122.		122.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a PROFESSIONAL FEES	594.		594.	
b PORTFOLIO EXPENSES	42,267.		42,267.	
c POSTAGE	207.		207.	
d BANK CHARGES	366.		366.	
e All other expenses	401.	203.	198.	
25 Total functional expenses. Add lines 1 through 24e	319,876.	175,782.	144,094.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0 1		0
	2 Savings and temporary cash investments	95,354. 2		121,926.
	3 Pledges and grants receivable, net	0 3		0
	4 Accounts receivable, net	0 4		0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0 5		0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0 6		0
	7 Notes and loans receivable, net	0 7		0
	8 Inventories for sale or use	0 8		0
	9 Prepaid expenses and deferred charges	0 9		0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	0 10c	0
	11 Investments - publicly traded securities	ATCH 3	3,210,807. 11	2,811,336.
	12 Investments - other securities See Part IV, line 11		0 12	0
	13 Investments - program-related See Part IV, line 11		0 13	0
	14 Intangible assets		0 14	0
	15 Other assets See Part IV, line 11		242,630. 15	219,725.
16 Total assets. Add lines 1 through 15 (must equal line 34)		3,548,791. 16	3,152,987.	
Liabilities	17 Accounts payable and accrued expenses	0 17		0
	18 Grants payable	0 18		0
	19 Deferred revenue	0 19		0
	20 Tax-exempt bond liabilities	0 20		0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0 21		0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0 22		0
	23 Secured mortgages and notes payable to unrelated third parties	0 23		0
	24 Unsecured notes and loans payable to unrelated third parties	0 24		0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,156. 25		1,081.
	26 Total liabilities. Add lines 17 through 25	1,156. 26		1,081.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	5,660,005. 30		5,660,005.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0 31		0
	32 Retained earnings, endowment, accumulated income, or other funds	-2,112,370. 32		-2,508,099.
	33 Total net assets or fund balances	3,547,635. 33		3,151,906.
	34 Total liabilities and net assets/fund balances.	3,548,791. 34		3,152,987.

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	-75,929.
2	Total expenses (must equal Part IX, column (A), line 25)	2	319,876.
3	Revenue less expenses Subtract line 2 from line 1	3	-395,805.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,547,635.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	76.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,151,906.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public
Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization WARREN P. POWERS CHARITABLE FOUNDATION
PATRICK D. POWERS, TRUSTEE

Employer identification number
59-6935247

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives (1) more than 3 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 3 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box X
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)	X	

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									174,800.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

Part II**Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II
If the organization fails to qualify under the tests listed below, please complete Part II)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►

1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")

2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose

3 Gross receipts from activities that are not an unrelated trade or business under section 513

4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf

5 The value of services or facilities furnished by a governmental unit to the organization without charge

6 **Total.** Add lines 1 through 5

7a Amounts included on lines 1, 2, and 3 received from disqualified persons

b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year

c Add lines 7a and 7b.

8 **Public support** (Subtract line 7c from line 6)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1						
2						
3						
4						
5						
6						
7a						
b						
c						
8						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

9 Amounts from line 6.

10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.

b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975

c Add lines 10a and 10b

11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on

12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)

13 **Total support.** (Add lines 9, 10c, 11, and 12)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9						
10a						
b						
c						
11						
12						
13						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► **Section C. Computation of Public Support Percentage**

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information. (See instructions)

<u>SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS</u>							<u>ATTACHMENT 1</u>
<u>(I) NAME OF SUPPORTED ORGANIZATION</u>	<u>(II) EIN</u>	<u>(III) TYPE OF ORGANIZATION</u>	<u>(IV) YES NO</u>	<u>(V) YES NO</u>	<u>(VI) YES NO</u>	<u>(VII) AMOUNT OF SUPPORT</u>	
CATHOLIC CHARITIES - ST. AUGUSTINE	59-1660798	01		X X	X	20,000.	
TALLER SAN JOSE	59-3816355	01		X X	X	15,000.	
ST. VINCENT DE PAUL ORANGE	95-3033494	01		X X	X	22,000.	
CATHOLIC COMMUNITY SERVICES OF UTAH	87-0212450	01		X X	X	11,000.	
ST. AUGUSTINE STUDENT CENTER	59-1235145	01		X X	X	40,000.	
SISTERS OF ST. JOSEPH	59-6016039	01		X X	X	20,000.	
FOCUS	84-1522811	01		X X	X	20,000.	
MERCY HOUSE	33-0315864	01		X X	X	20,000.	
ST. VINCENT DE PAUL JACKSONVILLE	13-5562362	01		X X	X	5,000.	
ASSOCIATION OF ST. LAWRENCE	59-3426484	01		X X	X	1,800.	
TOTAL AMOUNT OF SUPPORT						174,800.	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public
Inspection

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

Name of the organization **WARREN P. POWERS CHARITABLE FOUNDATION**
PATRICK D. POWERS, TRUSTEE

Employer identification number
59-6935247

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year.		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	_____
2b	_____
2c	_____
2d	_____
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	-----
4 Number of states where property subject to conservation easement is located ► -----	-----
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----	-----
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----	-----
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	-----

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a	If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b	If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
(i)	Revenues included in Form 990, Part VIII, line 1 ► \$ -----
(ii)	Assets included in Form 990, Part X ► \$ -----
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items
a	Revenues included in Form 990, Part VIII, line 1 ► \$ -----
b	Assets included in Form 990, Part X ► \$ -----

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ►

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) INVESTMENTS, PARTNERSHIPS	219,725.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ►

219,725.

Part X Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PAYROLL LIABILITIES	1,081.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►

1,081.

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Schedule D (Form 990) 2011

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

Part XIV Supplemental Information (continued)

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Department of the Treasury
Internal Revenue Service

WARREN P. POWERS CHARITABLE FOUNDATION

PATRICK D. POWERS, TRUSTEE

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
► Attach to Form 990.

OMB No 1545-0047
2011
Open to Public
Inspection

Name of the organization
Employer identification number

59-6935247

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CATHOLIC CHARITIES - ST. AUGUSTINE	59-1660798		20,000.				CHARITABLE
(2) TALLER SAN JOSE	59-3816355		15,000.				CHARITABLE
(3) ST. VINCENT DE PAUL ORANGE	95-3033494		22,000.				CHARITABLE
(4) CATHOLIC COMMUNITY SERVICES OF UTAH	87-0212450		11,000.				CHARITABLE
(5) ST. AUGUSTINE STUDENT CENTER	59-1235145		40,000.				CHARITABLE
(6) SISTERS OF ST. JOSEPH	59-6016039		20,000.				GENERAL SUPPORT
(7) FOCUS	84-1522811		20,000.				GENERAL SUPPORT
(8) MERCY HOUSE	33-0315864		20,000.				CHARITABLE
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

► Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

Open To Public
Inspection

Name of the organization PATRICK D. POWERS, TRUSTEE	WARREN P. POWERS CHARITABLE FOUNDATION	Employer identification number 59-6935247
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
2	Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958	► \$		
3	Enter the amount of tax, if any, on line 2, above, reimbursed by the organization	► \$		

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
					Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				► \$						

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) PATRICK POWERS	TRUSTEE	35,362.	INVESTMENT MANAGEMENT FEES		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization PATRICK D. POWERS, TRUSTEE	WARREN P. POWERS CHARITABLE FOUNDATION	Employer identification number 59-6935247
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PART VI

SECTION A. LINE 2.

NANCY POWERS, PATRICK POWERS, THOMAS POWERS AND JANE COLLINS ARE ALL SIBLINGS. PATRICK POWERS ALSO HAS A BUSINESS RELATIONSHIP WITH THE FOUNDATION THROUGH HIS INVESTMENT MANAGEMENT COMPANY, POWERS CAPITAL. HE PROVIDES INVESTMENT MANAGEMENT SERVICES FOR THE ASSETS OF THE FOUNDATION.

PART VI

SECTION C. LINE 19.

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. THE ORGANIZATION DOES NOT MAINTAIN A WEBSITE IN WHICH THE ABOVE ITEMS ARE POSTED.

PART XI

LINE 5

PAYROLL LIABILITIES DECREASED FROM \$1,156 IN 2010 TO \$1,081 IN 2011. THIS \$75 DECREASE IN PAYROLL LIABILITIES INCREASED THE FUND BALANCE AMOUNT.

ATTACHMENT 1

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
NANCY POWERS	
EXECUTIVE DIRECTOR	0
FATHER JAMES BODDIE	
TRUSTEE	0
TRUDY HARRIS	
TRUSTEE	0

Name of the organization	WARREN P. POWERS CHARITABLE FOUNDATION	Employer identification number
PATRICK D. POWERS, TRUSTEE		59-6935247
<u>ATTACHMENT 1 (CONT'D)</u>		

SIDNEY SIMMONS	
TRUSTEE	0
PATRICK D. POWERS	
TRUSTEE	0
THOMAS J. POWERS	
TRUSTEE	0
FRANK JAPOUR	
TRUSTEE	0
JANE A. COLLINS	
TRUSTEE	0
MOLLIE A. O'NEIL	
TRUSTEE	0

FORM 990, PART VIII - INVESTMENT INCOMEATTACHMENT 2

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
DIVIDEND INCOME	136,333.			
INTEREST INCOME	5,999.			
DIVIDEND INCOME - ML-CSP II A TRUST	7,331.			
INTEREST INCOME - ML-CSP II A TRUST	7,647.			
<u>TOTALS</u>	<u>157,310.</u>			

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIESATTACHMENT 3

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
INVESTMENTS, MUTUAL FUNDS	912,598.	798,710.	FMV
INVESTMENTS, STOCKS	2,298,209.	2,012,626.	FMV
<u>TOTALS</u>	<u>3,210,807.</u>	<u>2,811,336.</u>	

Capital Gains and Losses

2011

Department of the Treasury
Internal Revenue Service

► 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).

Name of estate or trust **WARREN P. POWERS CHARITABLE FOUNDATION**
PATRICK D. POWERS, TRUSTEE

Employer identification number
59-6935247

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	16,352.
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	16,352.

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	55,672.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 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	55,672.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			16,352 .
14 Net long-term gain or (loss):				
a Total for year	14a			55,672 .
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			72,024 .

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	

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?				
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25			
<input type="checkbox"/> No. Enter the amount from line 23	26			
26 Subtract line 25 from line 24	26			
27 Are the amounts on lines 22 and 26 the same?				
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28			
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

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.

Name of estate or trust

WARREN P. POWERS CHARITABLE FOUNDATION

Employer identification number
59-6935247

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 16,352.

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a CHARLES SCHWAB - LONG TERM FROM FLOW-THRU: ML CSP II A TRUST - LONG TERM			586,817.	560,400.	26,417.
CHARLES SCHWAB - CAP GAIN DISTRIBUTIONS			8,600.		8,600.
			20,655.		20,655.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					55,672.

Category	Date	Description	Buy Date	Quantity	Net Proceeds	Cost Basis	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
Realized Gains/Losses	12/27/2011	BLACKROCK US OPPORTUNITY	06/30/2011	502.96	16,951.00	22,941.33	-5,986.33	-5,986.33	-5,986.33
Realized Gains/Losses	06/02/2011	M&T BANK CORP	07/19/2010	15	1,281.21	3,379.81	-2,094.60	-2,094.60	-2,094.60
Realized Gains/Losses	10/04/2011	PIMCO COMMODITY REAL RETURN	12/10/2010	1,124.02	8,187.51	10,000.00	-1,812.49	-1,812.49	-1,812.49
Realized Gains/Losses	10/04/2011	PIMCO COMMODITY REAL RETURN	06/16/2011	408.45	2,975.18	3,622.94	-647.76	-647.76	-647.76
Realized Gains/Losses	10/04/2011	PIMCO COMMODITY REAL RETURN	09/15/2011	406.08	2,957.92	3,431.36	-473.44	-473.44	-473.44
Realized Gains/Losses	09/06/2011	ARTIO INT'L EQUITY	12/29/2010	116.33	3,020.33	3,480.60	-460.27	-460.27	-460.27
Realized Gains/Losses	10/04/2011	PIMCO COMMODITY REAL RETURN	03/17/2011	203.88	1,435.10	1,904.26	-419.16	-419.16	-419.16
Realized Gains/Losses	10/04/2011	PIMCO COMMODITY REAL RETURN	12/31/2010	133.22	970.38	1,237.60	-267.22	-267.22	-267.22
Realized Gains/Losses	10/04/2011	PIMCO COMMODITY REAL RETURN	12/31/2010	24.24	176.59	225.22	-48.63	-48.63	-48.63
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	07/26/2011	41.48	574.81	620.05	-45.24	-45.24	-45.24
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	05/24/2011	43.08	597.06	641.05	-43.99	-43.99	-43.99
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	VAR	1,843.32	19,955.00	20,617.98	-620.79	-620.79	-620.79
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	04/26/2011	40.49	561.15	602.48	-41.33	-41.33	-41.33
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	06/21/2011	40.99	568.06	603.76	-35.7	-35.7	-35.7
Realized Gains/Losses	12/27/2011	GOLDMAN SACHS DYNAMIC ALLOCATION	03/31/2011	55	571.54	602.26	-30.72	-30.72	-30.72
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	03/22/2011	43.96	609.24	637.42	-28.18	-28.18	-28.18
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	08/23/2011	45.1	625.08	651.28	-26.2	-26.2	-26.2
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	02/22/2011	42.07	582.98	608.68	-25.7	-25.7	-25.7
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	01/25/2011	43.28	599.77	623.17	-23.4	-23.4	-23.4
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	10/25/2011	43.78	606.71	625.14	-18.43	-18.43	-18.43
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	09/20/2011	41.55	575.89	593.79	-17.9	-17.9	-17.9
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	03/30/2011	200	2,421.52	2,431.23	-9.71	-9.71	-9.71
Realized Gains/Losses	12/27/2011	BLACKROCK PRFD & EQUITY TRUST	07/29/2011	307.2	332.57	341	-8.43	-8.43	-8.43
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	05/31/2011	34.03	368.37	376.35	-7.98	-7.98	-7.98
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	10/29/2010	35.18	361.72	369.36	-7.64	-7.64	-7.64
Realized Gains/Losses	12/27/2011	T ROWE PRICE INTERNATIONAL BOND	04/29/2011	33.83	366.23	373.14	-6.91	-6.91	-6.91
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	10/21/2011	62.47	1,133.87	1,139.49	-5.62	-5.62	-5.62
Realized Gains/Losses	12/27/2011	SSGA EMERGING MARKETS	VAR	550.96	10,000.00	9,751.61	5.62	5.62	5.62
Realized Gains/Losses	12/27/2011	SSGA EMERGING MARKETS	06/30/2011	32.8	355.11	360.5	-5.39	-5.39	-5.39
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	08/31/2011	29.09	314.94	320.3	-5.36	-5.36	-5.36
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	10/31/2011	33.07	357.95	360.74	-2.79	-2.79	-2.79
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	11/22/2011	49.42	684.86	686.88	-2.02	-2.02	-2.02
Realized Gains/Losses	12/27/2011	LOOMIS SAYLES BOND FUND	03/31/2011	33.9	366.98	368.83	-1.85	-1.85	-1.85
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	02/28/2011	32.57	352.55	354.33	-1.78	-1.78	-1.78
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	09/30/2010	32.32	332.29	333.81	-1.52	-1.52	-1.52
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	12/07/2011	19.56	203.26	204.22	-0.96	-0.96	-0.96
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	12/31/2010	37.92	410.51	411.44	-0.93	-0.93	-0.93
Realized Gains/Losses	12/27/2011	PIMCO TOTAL RETURN INSTL	01/31/2011	31.43	340.27	341.04	-0.77	-0.77	-0.77
Realized Gains/Losses	03/04/2011	FIRST ENERGY	03/04/2010	0.2	7.31	6.83	0.48	0.48	0.48
Realized Gains/Losses	05/02/2011	ALPINE GLOBAL PREMIER FND	VAR	310	2,275.12	759.79	2.53	2.53	2.53
Realized Gains/Losses	05/02/2011	ALPINE GLOBAL PREMIER FND	01/28/2011	10	73.39	70.86	2.53	2.53	2.53
Realized Gains/Losses	11/07/2011	M&T BANK CORP	01/21/2011	181	181	114.03	66.97	66.97	66.97
Realized Gains/Losses	04/28/2011	SSGA EMERGING MARKETS	10/22/2010	75.9	1,811.73	1,657.66	154.07	154.07	154.07
Realized Gains/Losses	04/28/2011	SSGA EMERGING MARKETS	VAR	628.4	15,000.00	11,586.10	3,413.90	3,413.90	3,413.90
Realized Gains/Losses	01/19/2011	MTR GAMING CORP	05/18/2010	3,000.00	2,770.00	2,390.62	379.38	379.38	379.38
Realized Gains/Losses	02/14/2011	NEWMARKET	04/19/2010	22	2,913.09	2,495.78	417.31	417.31	417.31
Realized Gains/Losses	08/01/2011	MIG LLC	01/21/2011	2,000.00	1,750.51	1,260.00	490.51	490.51	490.51
Realized Gains/Losses	04/28/2011	GOLDMAN SACHS DYNAMIC ALLOCATION	03/31/2011	2,228.16	24,955.00	24,397.74	557.26	557.26	557.26

Realized Gains/Losses	07/29/2011 MIG LLC	01/21/2011	2,780.00	2,429.72	1,751.40	678.32
Realized Gains/Losses	06/30/2011 MIG LLC	01/21/2011	2,000.00	2,000.00	1,260.00	740.00
Realized Gains/Losses	02/25/2011 SANDRIDGE ENERGY	04/05/2010	371	3,785.16	2,516.68	1,268.48
Realized Gains/Losses	02/11/2011 CIMAREX ENERGY CO	08/12/2010	41	4,766.14	3,002.43	1,763.71
Realized Gains/Losses	03/31/2011 CHICAGO BRIDGE & IRON	08/12/2010	100	4,076.29	2,113.89	1,962.40
Realized Gains/Losses	02/09/2011 MIG LLC	01/21/2011	6,864.00	6,378.13	4,324.32	2,053.81
Realized Gains/Losses	03/31/2011 CHICAGO BRIDGE & IRON	08/12/2010	140	5,706.81	2,959.44	2,747.37
Realized Gains/Losses	12/27/2011 GOLDMAN SACHS DYNAMIC ALLOCATION	12/08/2010	68.39	710.67	712.62	-1.95
Realized Gains/Losses	12/27/2011 GOLDMAN SACHS DYNAMIC ALLOCATION	12/08/2010	74.36	772.66	774.79	-2.13
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	01/26/2010	111.9	164.96	159.97	4.99
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	02/10/2010	484.08	6,708.97	6,447.00	261.97
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	02/23/2010	30.21	418.66	405.09	13.57
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	02/23/2010	11.04	153.02	148.06	4.96
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	03/23/2010	40.78	565.12	563.53	1.59
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	04/27/2010	44.35	614.6	618.62	-4.02
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	05/26/2010	42.31	586.4	566.54	19.86
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	06/22/2010	41.16	570.44	559.77	10.67
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	07/27/2010	45.71	633.52	632.19	1.33
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	08/18/2010	569.72	7,895.88	8,000.00	-104.12
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	08/24/2010	41.2	571.01	570.64	0.37
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	08/24/2010	2.68	37.11	37.09	0.02
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	09/21/2010	2.66	36.89	37.54	-0.65
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	09/21/2010	41.17	570.62	580.54	-9.92
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	10/26/2010	42.1	583.44	604.95	-21.51
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	11/13/2010	43.62	604.58	619.01	-14.43
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	12/09/2010	63.86	885.09	900.47	-15.38
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	02/26/2010	34.58	374.37	380.06	-5.69
Realized Gains/Losses	12/27/2011 LOOMIS SAYLES BOND FUND	03/31/2010	25.62	277.29	282.79	-5.5
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	04/30/2010	26.24	284.03	292.02	-7.99
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	05/28/2010	24.1	260.86	267.48	-6.62
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	06/30/2010	26.59	287.86	299.41	-11.55
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	07/30/2010	28.18	305.08	321.28	-16.16
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	08/18/2010	693.57	7,508.35	8,000.00	-491.65
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	08/31/2010	0.73	7.93	8.46	-0.53
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	08/31/2010	25.92	280.57	299.08	-18.51
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	09/30/2010	27.07	293.02	313.98	-20.96
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	09/30/2010	1.24	13.38	14.34	-0.96
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	10/29/2010	31	335.55	362.34	-26.79
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	11/30/2010	32.47	351.5	373.07	-21.57
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	12/08/2010	151.23	1,637.19	1,633.32	-3.87
Realized Gains/Losses	12/27/2011 PIMCO TOTAL RETURN INSTL	12/08/2010	385.43	4,172.54	4,162.68	9.86
Realized Gains/Losses	12/27/2011 SSGA EMERGING MARKETS	10/30/2009	488.49	8,866.13	8,612.12	254.01
Realized Gains/Losses	12/19/2011 GENERAL MARITIME	12/10/2010	800	12.66	2,956.70	-2,944.04
Realized Gains/Losses	12/19/2011 GENERAL MARITIME	08/12/2010	1,901.00	30.42	10,136.34	-10,105.92
Realized Gains/Losses	12/01/2011 ADFTECH	03/15/2010	300	726.04	0	726.04
Realized Gains/Losses	11/30/2011 ISA BANK OF AMERICA	07/29/2011	14,216.00	14,216.00	0	0.00
Realized Gains/Losses	11/30/2011 ISA BANK OF AMERICA	07/29/2011	6,365.00	6,365.00	0	0.00
Realized Gains/Losses	11/28/2011 WILLIAMS COMPANIES	06/06/2002	200	6,206.99	3,760.80	2,446.19
Realized Gains/Losses	10/12/2011 WESTERN ASSET VARIABLE RATE	03/08/2006	123	1,985.79	2,084.44	-198.65
Realized Gains/Losses	10/04/2011 PIMCO COMMODITY REAL RETURN	09/21/2009	2,056.20	14,977.61	15,390.03	-412.42
Realized Gains/Losses	10/03/2011 WESTERN ASSET VARIABLE RATE	03/08/2006	177	2,695.16	2,995.56	-304.40

Realized Gains/Losses	10/03/2011 WESTERN ASSET VARIABLE RATE	03/13/2006	23	350.21	391.22	-41.01	-41.01
Realized Gains/Losses	09/26/2011 FIRST ENERGY	VAR	200	3,045.37	3,390.78	-345.41	-345.41
Realized Gains/Losses	09/26/2011 FIRST ENERGY	03/04/2010	33.3	1,497.67	1,137.10	360.57	360.57
Realized Gains/Losses	09/26/2011 FIRST ENERGY	04/20/2010	66.7	2,969.84	2,215.88	783.96	783.96
Realized Gains/Losses	09/22/2011 WHITE MOUNTAIN INSURANCE Nxxx	VAR	100	4,497.51	3,352.98	1,144.53	1,144.53
Realized Gains/Losses	09/22/2011 WHITE MOUNTAIN INSURANCE Nxxx	02/20/2009	8	0	1,645.34	-1,645.34	-1,645.34
Realized Gains/Losses	09/22/2011 WHITE MOUNTAIN INSURANCE Nxxx	03/03/2009	6	0	1,153.34	-1,153.34	-1,153.34
Realized Gains/Losses	09/22/2011 WHITE MOUNTAIN INSURANCE Nxxx	03/09/2009	8	0	1,211.78	-1,211.78	-1,211.78
Realized Gains/Losses	09/22/2011 WHITE MOUNTAIN INSURANCE Nxxx	VAR	22	0	4,010.46	-4,010.46	-4,010.46
Realized Gains/Losses	09/20/2011 MONTPELIER RE HOLDINGS LTD	05/17/2006	250	4,362.02	4,801.99	-439.97	-439.97
Realized Gains/Losses	09/19/2011 ISA BANK OF AMERICA	07/29/2011	1,525.75	1,525.75	1,525.75	0.00	0.00
Realized Gains/Losses	09/12/2011 MONTPELIER RE HOLDINGS LTD	09/09/2005	300	4,947.90	9,076.13	-4,128.23	-4,128.23
Realized Gains/Losses	09/12/2011 MONTPELIER RE HOLDINGS LTD	10/05/2005	300	4,947.91	7,336.04	-2,388.13	-2,388.13
Realized Gains/Losses	09/12/2011 MONTPELIER RE HOLDINGS LTD	05/17/2006	50	824.65	760.4	64.25	64.25
Realized Gains/Losses	09/12/2011 MONTPELIER RE HOLDINGS LTD	VAR	650	10,770.46	17,172.57	-6,452.11	-6,452.11
Realized Gains/Losses	09/06/2011 TENET HEALTHCARE	08/13/2007	12,000.00	9,591.58	9,854.40	-262.82	-262.82
Realized Gains/Losses	09/02/2011 ISA BANK OF AMERICA	07/29/2011	1,525.75	1,525.75	1,525.75	0.00	0.00
Realized Gains/Losses	09/01/2011 ISA BANK OF AMERICA	07/29/2011	469.5	469.5	469.5	0.00	0.00
Realized Gains/Losses	08/31/2011 HEWLETT PACKARD	10/01/2008	228	5,939.60	10,247.06	-4,307.46	-4,307.46
Realized Gains/Losses	08/25/2011 WHITE MOUNTAIN INS	02/20/2009	8	3,175.77	2,645.35	530.42	530.42
Realized Gains/Losses	08/19/2011 ISA BANK OF AMERICA	07/29/2011	625	625	625	0.00	0.00
Realized Gains/Losses	08/17/2011 CROWN HOLDINGS	11/18/2009	50	1,764.02	1,304.54	459.48	459.48
Realized Gains/Losses	08/16/2011 ISA BANK OF AMERICA	07/29/2011	3,231.00	3,231.00	3,231.00	0.00	0.00
Realized Gains/Losses	08/15/2011 WHITE MOUNTAIN INS	02/20/2009	8	3,300.98	2,645.35	655.63	655.63
Realized Gains/Losses	08/12/2011 WHITE MOUNTAIN INS	02/20/2009	3	1,250.26	617.01	633.25	633.25
Realized Gains/Losses	08/12/2011 WHITE MOUNTAIN INS	06/10/2009	9	3,750.80	2,900.44	850.36	850.36
Realized Gains/Losses	08/12/2011 WHITE MOUNTAIN INS	VAR	12	5,001.06	2,517.45	2,483.61	2,483.61
Realized Gains/Losses	08/04/2011 ISA BANK OF AMERICA	07/29/2011	625	625	625	0.00	0.00
Realized Gains/Losses	08/04/2011 LEUCADIA CAP TR	03/20/2007	5,000.00	5,061.53	5,238.75	-177.22	-177.22
Realized Gains/Losses	08/03/2011 ISA BANK OF AMERICA	07/29/2011	1,482.00	1,482.00	1,482.00	0.00	0.00
Realized Gains/Losses	08/03/2011 LEUCADIA CAP TR	03/02/2007	5,000.00	5,057.88	5,238.75	-180.87	-180.87
Realized Gains/Losses	08/03/2011 SOUTHERN UNION	05/30/2007	7,000.00	6,460.32	7,083.13	-622.81	-622.81
Realized Gains/Losses	08/02/2011 PEPSICO	09/18/2003	150	9,526.89	7,870.00	1,656.89	1,656.89
Realized Gains/Losses	08/02/2011 PEPSICO	04/02/2007	30	1,897.22	1,909.85	-12.63	-12.63
Realized Gains/Losses	08/02/2011 VARIAN MEDICAL SYSTEMS	08/31/2009	143	8,685.55	7,169.81	1,515.74	1,515.74
Realized Gains/Losses	07/25/2011 EDISON INTL	10/26/2009	75	2,919.26	2,436.99	482.27	482.27
Realized Gains/Losses	07/25/2011 NORTHSTAR REALTY FIN PFD	11/29/2007	150	3,589.98	2,608.47	981.51	981.51
Realized Gains/Losses	07/19/2011 NII HOLDINGS	10/07/2008	7,000.00	7,006.65	5,003.13	2,003.52	2,003.52
Realized Gains/Losses	07/19/2011 NII HOLDINGS	10/23/2008	3,000.00	3,002.85	1,490.00	1,512.85	1,512.85
Realized Gains/Losses	07/11/2011 CRYSTAL ROCK HOLDINGS	VAR	10,000.00	10,009.50	8,493.13	1,516.37	1,516.37
Realized Gains/Losses	07/05/2011 TORCHMARK	12/17/2007	1,100.00	1,828.78	1,789.94	42.84	42.84
Realized Gains/Losses	06/27/2011 CISCO SYSTEMS	06/22/2009	0.5	21.58	11.88	9.70	9.70
Realized Gains/Losses	06/27/2011 CISCO SYSTEMS	07/02/2003	500	7,524.85	8,949.65	-1,424.80	-1,424.80
Realized Gains/Losses	06/27/2011 CISCO SYSTEMS	07/27/2006	20	300.99	359.42	-58.43	-58.43
Realized Gains/Losses	06/22/2011 KONINKLIJKE PHILIPS ELEC	12/17/2009	390.62	9,223.34	10,729.76	-1,483.23	-1,483.23
Realized Gains/Losses	06/22/2011 KONINKLIJKE PHILIPS ELEC	04/28/2010	10.38	245.08	0	-1,506.42	-1,506.42
Realized Gains/Losses	06/22/2011 KONINKLIJKE PHILIPS ELEC	VAR	401	9,468.42	10,729.76	245.08	245.08
Realized Gains/Losses	05/16/2011 FIRST ENERGY	03/04/2010	100	4,468.71	3,414.72	-1,261.34	-1,261.34
Realized Gains/Losses	05/10/2011 CROWN HOLDINGS	11/18/2009	100	4,019.07	2,609.08	1,053.99	1,053.99
Realized Gains/Losses	05/09/2011 LIBERTY MEDIA CP A WI	09/30/2008	10	868.96	131.39	737.57	737.57

Realized Gains/Losses	05/09/2011 LIBERTY MEDIA CP A WI	100	8,689 60	646 85	8,042 75	8,042 75
Realized Gains/Losses	05/09/2011 LIBERTY MEDIA CP A WI	VAR	110	9,558 56	778 24	8,780 32
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	25	74 22	229 51	-155 29	155 29
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	10/04/2007	400	1,187 47	3,509 19	-2,321 72
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	10/26/2007	175	519 52	1,460 46	-940 94
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	11/02/2007	400	1,187 46	2,413 83	-1,226 37
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	12/05/2007	300	890 59	1,540 34	-649 75
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	01/23/2008	300	3,859 26	9,153 33	-5,294 07
Realized Gains/Losses	05/06/2011 MTR GAMING GROUP	VAR	1,300 00	3,000 82	2,216 36	6 00
Realized Gains/Losses	05/05/2011 KONINKLIJKE PHILIPS ELEC	12/17/2009	0 68	24 76	18 76	1,512 80
Realized Gains/Losses	05/02/2011 ALPINE GLOBAL PREMIER FND	03/05/2009	300	2,201 73	688 93	2,475 37
Realized Gains/Losses	04/28/2011 SSGA EMERGING MARKETS	09/21/2009	426 79	10,187 45	7,712 08	784 46
Realized Gains/Losses	04/28/2011 SSGA EMERGING MARKETS	10/30/2009	125 72	3,000 82	3,288 08	343 42
Realized Gains/Losses	04/28/2011 WILLIAMS COMPANIES	09/09/2008	50	1,631 50	2,447 25	1,537 64
Realized Gains/Losses	04/28/2011 WILLIAMS COMPANIES	12/05/2008	75	909 61	6,868 68	1,881 06
Realized Gains/Losses	04/28/2011 WILLIAMS COMPANIES	VAR	125	4,078 75	2,197 69	181 42
Realized Gains/Losses	04/27/2011 FIRST ENERGY	03/04/2010	33 25	1,316 82	1,135 40	870 62
Realized Gains/Losses	04/27/2011 FIRST ENERGY	03/26/2010	166 75	6,603 90	5,733 28	1,052 04
Realized Gains/Losses	04/27/2011 FIRST ENERGY	VAR	200	7,920 72	6,868 68	1,052 04
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	04/30/2008	36 69	377 24	386 67	-9 43
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	04/30/2008	2 56	26 33	26 99	-66 00
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	05/30/2008	44 68	459 43	461 98	-255 30
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	06/10/2008	2,142 58	22,031 76	21,700 97	330 79
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	06/30/2008	39 67	407 94	406 64	1 30
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	06/30/2008	6 1	62 7	62 49	0 21
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	07/31/2008	4 62	47 51	47 54	-0 03
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	07/31/2008	49 34	507 31	507 66	-0 35
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	11/30/2009	17 9	184 08	185 64	-1 56
Realized Gains/Losses	04/29/2011 T ROWE PRICE INTERNATIONAL BOND	10/23/2009	541	11,411 34	10,715 34	696 00
Realized Gains/Losses	03/31/2011 GOOGLE	02/19/2008	7	4,070 11	3,582 04	488 07
Realized Gains/Losses	03/31/2011 ORACLE	02/16/2005	150	4,959 42	2,017 58	2,941 84
Realized Gains/Losses	03/31/2011 STARBUCKS	05/04/2007	150	5,474 80	4,649 55	825 25
Realized Gains/Losses	03/31/2011 EMERSON ELECTRIC	04/28/2009	70	4,093 67	2,264 88	1,828 79
Realized Gains/Losses	03/31/2011 FREEPORT MCMORAN	11/09/2007	50	2,784 93	2,776 68	8 25
Realized Gains/Losses	03/31/2011 FREEPORT MCMORAN	03/13/2009	59	3,286 24	1,098 01	2,188 23
Realized Gains/Losses	03/31/2011 FREEPORT MCMORAN	VAR	109	6,071 17	3,874 69	2,196 48
Realized Gains/Losses	03/31/2011 IBM	06/26/2007	36	5,868 30	3,808 93	2,059 37
Realized Gains/Losses	03/22/2011 SAFEGUARD SCEN CONV BOND	03/29/2005	3,000 00	2,997 02	2,128 27	868 75
Realized Gains/Losses	03/22/2011 SAFEGUARD SCEN CONV BOND	06/27/2005	7,000 00	6,993 03	4,788 75	2,204 28
Realized Gains/Losses	03/22/2011 SAFEGUARD SCEN CONV BOND	VAR	10,000 00	9,990 05	6,917 02	3,073 03
Realized Gains/Losses	03/18/2011 WESCO FINANCIAL	02/19/2008	10	3,855 65	3,804 35	51 30
Realized Gains/Losses	03/16/2011 WESCO FINANCIAL	02/19/2008	5	1,912 48	1,902 17	10 31
Realized Gains/Losses	03/16/2011 WESCO FINANCIAL	02/20/2008	5	1,912 47	1,908 59	3 88
Realized Gains/Losses	03/16/2011 WESCO FINANCIAL	04/16/2009	350	9,772 80	7,795 51	1,977 29
Realized Gains/Losses	03/15/2011 WESCO FINANCIAL	03/13/2009	176	6,029 72	2,434 66	3,595 06
Realized Gains/Losses	03/03/2011 LIBERTY MEDIA CP A WI	09/30/2008	65	4,878 41	854 04	4,024 37
Realized Gains/Losses	02/17/2011 HUNTSMAN	01/06/2009	300	5,591 97	1,050 84	4,541 13
Realized Gains/Losses	02/11/2011 SYSCO	04/16/2011	350	9,772 80	7,795 51	1,977 29
Realized Gains/Losses	02/11/2011 LEUCADIA NATIONAL	03/13/2009	176	6,029 72	2,434 66	3,595 06
Realized Gains/Losses	02/11/2011 SYNGENTA	06/26/2008	41	2,713 00	2,573 59	139 41
Realized Gains/Losses	02/11/2011 SYNGENTA	10/31/2008	83	5,492 15	3,129 75	2,362 40
Realized Gains/Losses	02/11/2011 SYNGENTA	VAR	124	8,205 15	5,703 34	2,501 81

Realized Gains/losses	02/11/2011 VARIAN MEDICAL SYSTEMS	08/31/2009	90	6,201.03	3,883.09	2,317.94	2,317.94
Realized Gains/losses	02/11/2011 LIBERTY MEDIA CP A WI	09/30/2008	50	3,642.90	656.96	2,985.94	2,985.94
Realized Gains/losses	02/09/2011 NYSE EURONEXT	07/17/2008	135	5,100.36	6,112.92	-1,012.56	-1,012.56
Realized Gains/losses	02/09/2011 NYSE EURONEXT	07/25/2008	135	5,107.69	6,340.45	-1,232.76	-1,232.76
Realized Gains/losses	02/07/2011 LEVEL 3 COMMUNICATIONS INC	10/21/2004	268	315.32	1,187.70	-872.38	-872.38
Realized Gains/losses	02/03/2011 DU PONT E I DE NEMOURS	06/27/2008	100	5,183.04	4,248.38	934.66	934.66
Realized Gains/losses	02/02/2011 METROMEDIA 7.25% CVN PF	07/29/2005	200	902.54	6,621.80	-5,719.26	-5,719.26
Realized Gains/losses	02/02/2011 METROMEDIA 7.25% CVN PF	08/09/2005	350	1,579.44	12,635.00	-11,055.56	-11,055.56
Realized Gains/losses	02/02/2011 METROMEDIA 7.25% CVN PF	VAR	550	2,481.98	19,256.80	-16,774.82	-16,774.82
Realized Gains/losses	01/31/2011 LIBERTY GLOBAL CL C	02/03/2006	125	4,784.71	2,431.23	2,353.48	2,353.48
Realized Gains/losses	01/21/2011 SPECTRUM BRANDS NEW	09/01/2009	206	7,365.87	0	7,365.87	7,365.87
Realized Gains/losses	01/11/2011 CHUBB CORP FLOATING	06/04/2009	5,000.00	5,268.75	4,074.85	1,193.90	1,193.90
Realized Gains/losses	01/11/2011 CHUBB CORP FLOATING	07/15/2009	3,000.00	3,161.25	2,420.00	741.25	741.25
Realized Gains/losses	01/11/2011 CHUBB CORP FLOATING	VAR	8,000.00	8,430.00	6,494.85	1,935.15	1,935.15
Realized Gains/losses	01/04/2011 EDISON INTL	10/02/2009	75	2,917.95	2,446.30	471.65	471.65
Realized Gains/losses	01/04/2011 TORCHMARK	06/22/2009	25	1,520.59	890.97	629.62	629.62
Realized Gains/losses	01/04/2011 TORCHMARK	09/01/2009	75	4,561.80	3,050.73	1,511.07	1,511.07
Realized Gains/losses	01/04/2011 TORCHMARK	VAR	100	6,082.39	3,941.70	2,140.69	2,140.69
Realized Gains/losses	01/03/2011 NASH FINCH SR SUB CNV	12/15/2005	1,000.00	750.26	364.93	385.33	385.33
Realized Gains/losses	01/03/2011 NASH FINCH SR SUB CNV	10/13/2009	5,000.00	2,562.08	2,145.00	417.08	417.08
Realized Gains/losses	01/03/2011 NASH FINCH SR SUB CNV	VAR	6,000.00	3,074.50	2,509.93	564.57	564.57

2011 (Calendar Year) Total Realized Gain/Loss

748,240.48 **720,996.07** **826.92** **26,417.50** **27,244.42**

FEDERAL FOOTNOTES

PRIMARY EXEMPT PURPOSE: "THE TRUST WAS FORMED TO PROVIDE FINANCIAL SUPPORT AND ASSISTANCE TO THE ROMAN CATHOLIC CHURCH IN THE UNITED STATES OF AMERICA ("ROMAN CATHOLIC CHURCH") TO FURTHER ITS RELIGIOUS, SPIRITUAL, CHARITABLE AND EDUCATION FUNCTIONS WITH PRIMARY EMPHASIS ON (I) PROMOTION AND FUNDING OF THE RECRUITMENT AND EDUCATION OF MEN AND WOMEN WHO DESIRE A RELIGIOUS VOCATION WITH THE ROMAN CATHOLIC CHURCH; (II) SUPPORT AND FUNDING FOR THE CARE AND HOUSING OF RETIRED PRIESTS, NUNS AND OTHER CLERICAL PERSONNEL WHO HAVE SERVED IN RELIGIOUS VOCATIONS AND WHO HAVE BEEN PROVIDED FOR HISTORICALLY IN THEIR RETIREMENT BY THE ROMAN CATHOLIC CHURCH AND (III) FUNDING OF SUPPORT AND CARE FOR HANDICAPPED AND DISABLED PERSONS. ALL FUNDS PROVIDED BY THE TRUST SHALL BE USED TO PROMOTE AND SUPPORT HISTORIC FUNCTIONS OF THE ROMAN CATHOLIC CHURCH AND SHALL PERMIT THE ROMAN CATHOLIC CHURCH TO EXPAND AND IMPROVE ITS EXEMPT ACTIVITIES AS CURRENTLY PROVIDED."

Application for Extension of Time To File an
Exempt Organization Return

► 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 ►
- 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. POWERS CHARITABLE FOUNDATION PATRICK D. POWERS, TRUSTEE	Employer identification number (EIN) or <input checked="" type="checkbox"/> 59-6935247
	Number, street, and room or suite no. If a P O box, see instructions 1050 TALLEYRAND AVENUE	Social security number (SSN) <input type="checkbox"/>
	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 1

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. ► 904 353-5533

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, 2012, 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 \$
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 \$
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 \$

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)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WARREN P. POWERS CHARITABLE FOUNDATION PATRICK D. POWERS, TRUSTEE	Employer identification number (EIN) or X 59-6935247
	Number, street, and room or suite no. If a P.O. box, see instructions. 1050 TALLEYRAND AVENUE	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions.	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 1

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. ► **904 353-5533** 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

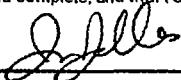
7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

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 \$
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 \$
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 \$

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

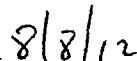
Signature ►



Title ►



Date ►



Form 8868 (Rev. 1-2012)