See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

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

The Powell Foundation
2121 San Felipe #110
Houston, TX 77019

A Employer identification number
74-6104592

B Telephone number (see the instructions)
713-523-7557

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here . . ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶$ 23,097,602.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)	1,004,992.			
2 Ck ▶ ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	15.	15.	N/A	
4 Dividends and interest from securities	514,625.	514,625.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	930,582.			
b Gross sales price for all assets on line 6a 1,929,131.				
7 Capital gain net income (from Part IV, line 2)		930,582.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,450,214.	1,445,222.		
13 Compensation of officers, directors, trustees, etc	138,623.	6,931.		131,692.
14 Other employee salaries and wages	11,640.	582.		11,058.
15 Pension plans, employee benefits	14,168.	708.		13,460.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 1	2,200.	1,100.		1,100.
c Other profl fees (attach sch) See St 2	41,373.	41,373.		
17 Interest				
18 Taxes (attach schedule) (see instrs) See Stm 3	36,973.	9,317.		
19 Depreciation (attach sch) and depletion				
20 Occupancy	20,727.	1,036.		19,691.
21 Travel, conferences, and meetings	19,849.	992.		18,857.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	4,752.	408.		4,344.
24 Total operating and administrative expenses. Add lines 13 through 23	290,305.	62,447.		200,202.
25 Contributions, gifts, grants paid Part XV	664,200.			704,200.
26 Total expenses and disbursements. Add lines 24 and 25	954,505.	62,447.		904,402.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,495,709.			
b Net investment income (if negative, enter -0-)		1,382,775.		
c Adjusted net income (if negative, enter -0-)				

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED MAY 21 2012

RECEIVED MAY 03 2012 OGDEN UT

9 14-20

7

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	178,846.	226,239.	226,239.
	3 Accounts receivable ► 10,293.			
	Less allowance for doubtful accounts ►	6,944.	10,293.	10,293.
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	310.	310.	310.
	10a Investments – U S. and state government obligations (attach schedule) Statement 5	311,860.	482,486.	482,486.
	b Investments – corporate stock (attach schedule) Statement 6	21,394,890.	22,378,274.	22,378,274.
	c Investments – corporate bonds (attach schedule)	171,168.		
	11 Investments – land, buildings, and equipment: basis. ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ► 4,335.			
	Less: accumulated depreciation (attach schedule) See Stmt 7 ► 4,335.			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	22,064,018.	23,097,602.	23,097,602.
LIABILITIES	17 Accounts payable and accrued expenses	5,647.	16,256.	
	18 Grants payable	70,000.	30,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	75,647.	46,256.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	21,988,371.	23,051,346.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	21,988,371.	23,051,346.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	22,064,018.	23,097,602.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,988,371.
2	Enter amount from Part I, line 27a	2	1,495,709.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	23,484,080.
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	432,734.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	23,051,346.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Sale of securities	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,929,131.		998,549.	930,582.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				930,582.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	930,582.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	759,456.	18,845,501.	0.040299
2009	1,022,026.	16,464,316.	0.062075
2008	1,163,617.	20,567,997.	0.056574
2007	1,037,223.	23,974,590.	0.043263
2006	1,048,274.	21,345,742.	0.049109

2	**Total** of line 1, column (d)	2	0.251320
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050264
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	22,485,608.
5	Multiply line 4 by line 3	5	1,130,217.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,828.
7	Add lines 5 and 6	7	1,144,045.
8	Enter qualifying distributions from Part XII, line 4	8	904,402.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	27,656.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	27,656.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	27,656.
6	Credits/Payments:		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 6a: 11,400.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	11,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	16,256.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*		
c	Did the foundation file **Form 1120-POL** for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.powellfoundation.org

14 The books are in care of ► Caroline Sabin Telephone no. ► 713-523-7557

Located at ► 2121 San Felipe, Suite 110, Houston, TX ZIP + 4 ► 77019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐ N/A

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐	X
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐	X
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐	X
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	☐
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐	X
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐	X
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐	X	
	If 'Yes,' list the years ► 20__, 20__, 20__, 20__.			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐	X	
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c	If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
	If 'Yes' to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 **List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		138,624.	4,029.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over $50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: a Average monthly fair market value of securities	1a	22,655,083.
b Average of monthly cash balances	1b	172,945.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	22,828,028.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	22,828,028.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	342,420.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,485,608.
6 ***Minimum investment return.*** Enter 5% of line 5	6	1,124,280.

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

1 Minimum investment return from Part X, line 6			1	1,124,280.
2a Tax on investment income for 2011 from Part VI, line 5	2a	27,656.		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	27,656.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	1,096,624.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	1,096,624.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,096,624.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	904,402.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	904,402.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	904,402.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,096,624.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009 144,105.				
e From 2010				
f **Total** of lines 3a through e	144,105.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 904,402.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				904,402.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	144,105.			144,105.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				48,117.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

Kitty King Powell

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

None

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

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

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

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Schedule	N/A	Public	See attachment	704,200.
Total			► **3a**	704,200.
b *Approved for future payment*				
Collaborative For Children 3800 Buffalo Spdwy, Ste 300 Houston, TX 77098	N/A	509(a)(2)	Neighborhood pre-school initiative	20,000.
Houston Ballet Foundation PO Box 130487 Houston, TX 77219	N/A	509(a)(1)	Capital Grant	10,000.
Total			► **3b**	30,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				15.	
4 Dividends and interest from securities			14	514,625.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	930,582.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,445,222.	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 1,445,222.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a (1)		X
	(2) Other assets	1a (2)		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
	(3) Rental of facilities, equipment, or other assets	1b (3)		X
	(4) Reimbursement arrangements	1b (4)		X
	(5) Loans or loan guarantees	1b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Nancy Powell Moore | May 3, 2012 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed / PTIN
Jody Blazek	Jody Blazek CPA	5.1.12	P00072674
Firm's name ► Blazek & Vetterling			Firm's EIN ► 76-0269860
Firm's address ► 2900 Weslayan, Suite 200 Houston, TX 77027-5132			Phone no (713) 439-5739

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
The Powell Foundation

Employer identification number
74-6104592

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year. . . ► $_____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: The Powell Foundation

Employer identification number: 74-6104592

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kitty King Powell 4718 Hallmark, AL 11 Houston, TX 77056	$ 1,004,992.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: The Powell Foundation

Employer identification number: 74-6104592

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	28,000 Shares General Electric: Donor Cost 162,228.28, FMV 453,600. 1602 Shares of Kellogg: Donor Cost 28,757.88, FMV 79,779.60. 2700 Shares of Proctor & Gamble: Donor Cost 28,589.49, FMV 171,612.00	$ 704,992.	11/15/11

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

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

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

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

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

Name of organization: The Powell Foundation

Employer identification number: 74-6104592

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

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

Use duplicate copies of Part III if additional space is needed.

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

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

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

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

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

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

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

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

The Powell Foundation 74-6104592

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Compliance Services	$ 2,200.	$ 1,100.		$ 1,100.
Total	$ 2,200.	$ 1,100.		$ 1,100.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Counseling	$ 41,373.	$ 41,373.		
Total	$ 41,373.	$ 41,373.		$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	$ 27,656.			
Foreign Tax	9,317.	$ 9,317.		
Total	$ 36,973.	$ 9,317.		$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	$ 342.	$ 342.		
Dues and subscriptions	755.			$ 755.
Grant administration/monitoring	2,340.			2,340.
Payroll processing	1,315.	66.		1,249.
Total	$ 4,752.	$ 408.		$ 4,344.

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
US Treasury Bonds - See attachment (p.1)	Mkt Val	$ 224,317.	$ 224,317.
Fed. Agency Bds - See attachment (p.1)	Mkt Val	258,169.	258,169.
		$ 482,486.	$ 482,486.
	Total	$ 482,486.	$ 482,486.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock - See attachment (p.2-5)	Mkt Val	$ 16,673,320.	$ 16,673,320.
Vanguard Total Int'l Stock Index	Mkt Val	3,479,914.	3,479,914.
Vanguard Mid-Cap Index Signal	Mkt Val	2,225,040.	2,225,040.
	Total	$ 22,378,274.	$ 22,378,274.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 4,335.	$ 4,335.	$ 0.	$ 0.
Total	$ 4,335.	$ 4,335.	$ 0.	$ 0.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

Decrease in FMV of Securities.	$ 432,734.
Total	$ 432,734.

Statement 9
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Kitty King Powell 2121 San Felipe, Ste 110 Houston, TX 77019	Founding Dir. 1.00	$ 0.	$ 0.	$ 0.
Nancy Powell Moore 2121 San Felipe, Ste 110 Houston, TX 77019	Pres/Treas/Dir. 3.00	4,323.	0.	0.
Ben H. Powell, V 2121 San Felipe, Ste 110 Houston, TX 77019	Vice Pres/Dir 2.00	0.	0.	0.
Albert S. Tabor 2121 San Felipe, Ste 110 Houston, TX 77019	VP/Sec/Dir. 3.00	0.	0.	0.
Marian P. Harrison 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Katherine P. Hill 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Marian M. Casey 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Katherine Osborne Valdez 2121 San Felipe, Ste 110 Houston, TX 77019	Director 2.00	0.	0.	0.
Ben H. Powell VI 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Caroline Sabin 2121 San Felipe, Ste 110 Houston, TX 77019	Executive Direc 40.00	134,301.	4,029.	0.
	Total	$ 138,624.	$ 4,029.	$ 0.

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Caroline Sabin
Care Of: The Powell Foundation
Street Address: 2121 San Felipe, Suite 110

Statement 10 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

City, State, Zip Code:	Houston, TX 77019
Telephone:	713-523-7557
Form and Content:	See attachment as well as the Foundation's website (www.powellfoundation.org) for application and guidelines.
Submission Deadlines:	None
Restrictions on Awards:	See attachment and website.

PZAPPD2 PORTFOLIO APPRAISAL As of December 30, 2011
2156 Powell Foundation PAGE 21

			PURCHASE COST	CURRENT MARKET PRICE	VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
	CASH AND SHORT TERM INVESTMENTS								
	CASH EQUIVALENTS								
	127,808 Cash and Short Term		127,808.11	---	127,808	0.7		26	
	OTHER SHORT TERMS								
B	100,000 Federal Home Loan Mtg	5.750% due 01/15/12	106,445.31	100.190	100,190	0.6	1.2	5,750	5.7
	TOTAL CASH AND SHORT TERM INVESTMENTS		234,253.42		227,998	1.3		5,776	2.5
	FIXED INCOME								
	BONDS, NOTES AND MORTGAGES								
	TAXABLE								
	US TREASURY BONDS								
B	90,000 U S Treasury Note	4.250% due 08/15/15	87,085.55	113.320	101,988	0.6	0.5	3,825	3.8
B	25,000 U S Treasury Note	.625% due 12/31/12	25,039.06	100.469	25,117	0.1	0.2	156	0.6
B	50,000 U S Treasury Note	1.250% due 03/15/14	50,156.25	102.117	51,059	0.3	0.3	625	1.2
B	45,000 U S Treasury Note	2.125% due 08/15/21	44,451.56	102.563	46,153	0.3	1.8	956	2.1
	TOTAL US TREASURY BONDS		206,732.42		224,317	1.3		5,562	2.5
	FEDERAL AGENCY BONDS								
B	50,000 Federal Home Loan Mtg MTN 1X Call 3/12	2.750% due 03/07/16	50,000.00	100.424	50,212	0.3	2.6	1,375	2.7
B	95,000 Federal Nat'l Mtg Assn	5.000% due 03/02/15	94,525.00	113.439	107,767	0.6	0.7	4,750	4.4
	TOTAL FEDERAL AGENCY BONDS		144,525.00		157,979	0.9		6,125	3.9
	TOTAL TAXABLE		351,257.42		382,296	2.2		11,687	3.1
	TOTAL FIXED INCOME		351,257.42		382,296	2.2		11,687	3.1

Run Date: 01/09/2012 12:44

FAYEZ SAROFIM & CO.
INVESTMENT COUNSELLORS

		PURCHASE COST	CURRENT MARKET PRICE	VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
EQUITIES								
FINANCIALS								
DIVERSIFIED FINANCIALS								
500	Blackrock Inc	80,878.00	178.240	89,120	0.5	5.500	2,750	3.1
1,300	Franklin Resources Inc	129,976.79	96.060	124,878	0.7	1.080	1,404	1.1
10,000	JPMorgan Chase & Co.	224,521.31	33.250	332,500	1.9	1.000	10,000	3.0
TOTAL DIVERSIFIED FINANCIALS		435,376.10		546,498	3.2		14,154	2.6
CONSUMER DISCRETIONARY								
CONSUMER SERVICES								
5,000	McDonalds Corp	301,688.90	100.330	501,650	2.9	2.800	14,000	2.8
MEDIA								
4,500	Walt Disney Co	161,351.10	37.500	168,750	1.0	.600	2,700	1.6
4,400	McGraw-Hill Inc	199,365.00	44.970	197,868	1.1	1.000	4,400	2.2
1,200	Time Warner Cable Inc.	75,033.00	63.570	76,284	0.4	1.920	2,304	3.0
TOTAL MEDIA		435,749.10		442,902	2.6		9,404	2.1
RETAILING								
3,900	Home Depot Inc	162,150.98	42.040	163,956	0.9	1.160	4,524	2.8
6,100	Target Corp	333,873.02	51.220	312,442	1.8	1.200	7,320	2.3
TOTAL RETAILING		496,024.00		476,398	2.8		11,844	2.5
TOTAL CONSUMER DISCRETIONARY		1,233,462.00		1,420,950	8.2		35,248	2.5
CONSUMER STAPLES								
FOOD & STAPLES RETAILING								
3,000	Wal-Mart Stores Inc	149,036.00	59.760	179,280	1.0	1.460	4,380	2.4
10,700	Walgreen Co	90,149.69	33.060	353,742	2.0	.900	9,630	2.7
TOTAL FOOD & STAPLES RETAILING		239,185.69		533,022	3.1		14,010	2.6

Run Date: 01/09/2012 12:44

FAYEZ SAROFIM & CO.
INVESTMENT COUNSELLORS

PZAPPD2 PORTFOLIO APPRAISAL As of December 30, 2011
2156 Powell Foundation PAGE 3

		PURCHASE COST	CURRENT MARKET PRICE	VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
FOOD BEVERAGE & TOBACCO								
17,500	Altria Group Inc.	54,634.14	29.650	518,875	3.0	1.640	28,700	5.5
22,890	Coca-Cola Co	209,894.02	69.970	1,601,613	9.3	1.880	43,033	2.7
1,100	Green Mtn Coffee Roasters	77,479.05	44.850	49,335	0.3	---		
9,250	Nestle Sponsored ADR	215,866.22	57.748	534,167	3.1	1.767*	16,345	3.1
5,800	PepsiCo Inc	56,896.56	66.350	384,830	2.2	2.060	11,948	3.1
17,500	Philip Morris Int'l Inc.	124,494.18	78.480	1,373,400	7.9	3.080	53,900	3.9
TOTAL FOOD BEVERAGE & TOBACCO		739,264.17		4,462,220	25.8		153,926	3.4
HOUSEHOLD & PERSONAL PRODUCTS								
1,500	Estee Lauder Co Cl A	169,474.95	112.320	168,480	1.0	1.050	1,575	0.9
10,290	Procter & Gamble	96,079.59	66.710	686,446	4.0	2.100	21,609	3.1
TOTAL HOUSEHOLD & PERSONAL PRODUCTS		265,554.54		854,926	4.9		23,184	2.7
TOTAL CONSUMER STAPLES		1,244,004.40		5,850,168	33.8		191,120	3.3
HEALTH CARE								
HEALTH CARE EQUIPMENT & SERVICES								
1,700	Becton Dickinson	119,033.51	74.720	127,024	0.7	1.800	3,060	2.4
450	Intuitive Surgical Inc.	130,306.00	463.010	208,355	1.2	---		
2,000	Medtronic Inc	113,870.20	38.250	76,500	0.4	.970	1,940	2.5
TOTAL HEALTH CARE EQUIPMENT & SERVICES		363,209.71		411,879	2.4		5,000	1.2
PHARMACEUTICALS AND BIOTECHNOLOGY								
6,000	Abbott Laboratories	46,887.39	56.230	337,380	2.0	1.920	11,520	3.4
7,500	Johnson & Johnson	88,345.04	65.580	491,850	2.8	2.280	17,100	3.5
5,000	Merck & Co., Inc.	97,006.68	37.700	188,500	1.1	1.680	8,400	4.5
2,000	Novo-Nordisk A S ADR	104,475.00	115.260	230,520	1.3	1.358*	2,716	1.2
3,500	Roche Holding AG ADR Sponsored ADR(non-voting)	123,922.05	42.562	148,968	0.9	1.480*	5,180	3.5
TOTAL PHARMACEUTICALS AND BIOTECHNOLOGY		460,636.16		1,397,218	8.1		44,916	3.2

Run Date: 01/09/2012 12:44

FAYEZ SAROFIM & CO.
INVESTMENT COUNSELORS

PZAPPD2 PORTFOLIO APPRAISAL As of December 30, 2011
2156 Powell Foundation PAGE 4

		PURCHASE COST	CURRENT PRICE	MARKET VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
TOTAL HEALTH CARE		823,845.87		1,809,097	10.5		49,916	2.8
ENERGY								
6,700	Chevron Corp.	277,829.87	106.400	712,880	4.1	3.240	21,708	3.0
5,500	ConocoPhillips	272,508.50	72.870	400,785	2.3	2.640	14,520	3.6
14,860	Exxon Mobil Corp	346,961.35	84.760	1,259,534	7.3	1.880	27,937	2.2
5,500	Kinder Morgan Inc.	156,552.55	32.170	176,935	1.0	1.200	6,600	3.7
4,200	Occidental Petroleum Corp	222,327.40	93.700	393,540	2.3	1.840	7,728	2.0
5,700	Royal Dutch Shell plc ADR	316,107.75	73.090	416,613	2.4	2.856*	16,279	3.9
8,000	Total S A ADR	442,489.21	51.110	408,880	2.4	2.695*	21,560	5.3
TOTAL ENERGY		2,034,776.63		3,769,167	21.8		116,332	3.1
INFORMATION TECHNOLOGY								
SOFTWARE & SERVICES								
3,100	Automatic Data Processing	131,029.14	54.010	167,431	1.0	1.580	4,898	2.9
TECHNOLOGY HARDWARE & EQUIPMENT								
2,000	Apple Inc.	472,457.00	405.000	810,000	4.7	---		
2,000	Intl Business Machines	268,595.98	183.880	367,760	2.1	3.000	6,000	1.6
TOTAL TECHNOLOGY HARDWARE & EQUIPMENT		741,052.98		1,177,760	6.8		6,000	0.5
SEMICONDUCTORS & SEMICONDUCTOR EQUIPMENT								
15,800	Intel Corporation	556,243.75	24.250	383,150	2.2	.840	13,272	3.5
7,000	Texas Instruments	240,311.00	29.110	203,770	1.2	.680	4,760	2.3
TOTAL SEMICONDUCTORS & SEMICONDUCTOR EQU		796,554.75		586,920	3.4		18,032	3.1
TOTAL INFORMATION TECHNOLOGY		1,668,636.87		1,932,111	11.2		28,930	1.5
INDUSTRIALS								
CAPITAL GOODS								

Run Date: 01/09/2012 12:44

FAYEZ SAROFIM & CO.
INVESTMENT COUNSELLORS

PZAPPD2 PORTFOLIO APPRAISAL As of December 30, 2011
2156 Powell Foundation PAGE 5

		PURCHASE COST	CURRENT MARKET PRICE	VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
1,500	Caterpillar Inc	103,531.95	90.600	135,900	0.8	1.840	2,760	2.0
14,200	General Electric Co	84,519.30	17.910	254,322	1.5	.680	9,656	3.8
4,150	United Technologies Corp	278,900.51	73.090	303,324	1.8	1.920	7,968	2.6
TOTAL CAPITAL GOODS		466,951.76		693,546	4.0		20,384	2.9
MATERIALS								
900	Air Products & Chemicals	79,221.96	85.190	76,671	0.4	2.320	2,088	2.7
3,000	Freeport McMoRan Copper & Gold Inc (Class B)	164,639.25	36.790	110,370	0.6	1.000	3,000	2.7
2,700	Praxair Inc	132,421.98	106.900	288,630	1.7	2.000	5,400	1.9
3,600	Rio Tinto PLC Spon ADR	239,486.96	48.920	176,112	1.0	1.168*	4,205	2.4
TOTAL MATERIALS		615,770.15		651,783	3.8		14,693	2.3
TOTAL EQUITIES		8,522,823.78		16,673,320	96.5		470,777	2.8
TOTAL PORTFOLIO		9,108,334.62		17,283,614	100.0		488,240	2.8

* - This dividend may be subject to foreign withholding tax
** - All discrepancies in totalling are due to rounding
Prices may differ from your custodian due to anomalies of extended trading hours.

Recent SEC changes in the custody rules for investment advisers require us to remind and strongly urge you to compare our account statements with those received from your custodian. Please notify us immediately if you find discrepancies.

Run Date: 01/09/2012 12:44

FAYEZ SAROFIM & CO.
INVESTMENT COUNSELLORS

Grant Application Guidelines

Grant Application Guidelines

- The requesting organization must be tax-exempt.
- The Powell Foundation operates on a calendar year and its Board meets twice a year in the spring and in the fall. Submission of proposals is required at least two months prior to a meeting for consideration at that meeting. To allow for optimum consideration and due diligence, those seeking grants are encouraged to apply to the foundation on an ongoing basis. Grants that do not make the deadline for one meeting will be carried forward to the next meeting.
- Each request must be in writing and should be accompanied by the proposal summary and the required list of attachments.
- The Powell Foundation's Directors must be persuaded that the requesting organization engages in sound financial planning and solid management practices. The Foundation reserves the right at any time to request information on the destination of funds granted.
- Normally, the Foundation will not consider requests for building funds or grant commitments extending into successive calendar years.
- The Foundation Directors are interested principally in grants to be spent in the Foundation's geographic areas of interest, i.e., Harris, Travis, or Walker Counties, Texas.
- Special consideration will be given to those requests addressing critical and/or basic needs and/or having timing of the essence.

The Foundation does not expect to support:

- Grants to religious organizations for religious purposes.
- Fund raising events or advertising.
- Grants to other private foundations.
- Grants to cover past operating deficits or debt retirement.
- Grants for support to individuals.
- Grants that impose the exercise of responsibility upon the Foundation. For example: private operating foundations or certain supporting organizations.

The Board of Directors has the responsibility for final approval of each grant. Since the Foundation receives funding requests far in excess of its funds available for grants, only a small portion of the requests received can be approved. A decision not to fund a proposal does not reflect on the merits of the applicant or the value of its proposal, but rather results from limited resources.

PLEASE SUBMIT GRANT REQUESTS TO:

Caroline J. Sabin, Executive Director
The Powell Foundation
2121 San Felipe, Suite 110
Houston, TX 77019

info@powellfoundation.org

http://www.powellfoundation.org/grantguide.html

Grant Application Guidelines

Required Proposal Attachments:

- A copy of your most recent IRS 990.
- A copy of your IRS tax-exempt letter as described in Section 501 (c) (3) of the Internal Revenue Code (the "Code") and evidence of its IRS status as a public (rather than private) entity under Section 509 (a) of the Code or government units described in Section 170 of the Code. . ***If your organization is classified as a 509 (a) (3) Supporting Organization we need to know what type you are: Type I, Type II or Type III with an explanation indicating why you are classified as such.***
- A statement signed by your executive officer that the IRS determination letter is current and has not been revoked.
- A current list of your organization's Board of Directors.
- A completed copy of The Powell Foundation's Nonprofit Governance and Financial Management Questionnaire along with your organization's most recent board minutes.
- A list of the previous and present year's funders including project, date and amount awarded.
- A copy of your current operating budget along with your organization's purpose and a summary of your activities.
- A copy of the line item budget of the proposed program/project.
- A list of community partners (excluding funders) for your organization & the specific program/project requested.
- A list of up to six measurable goals and targets to determine the impact of your organization, program or project during the period for which grant funds are requested to assist with evaluation.
- It is preferred that videos or large brochures not be submitted with proposals.

PLEASE SUBMIT GRANT REQUESTS BY MAIL TO:
Caroline J. Sabin, Executive Director
The Powell Foundation
2121 San Felipe, Suite 110
Houston, TX 77019

FOR ADDITIONAL INFORMATION:
info@powellfoundation.org

http://www.powellfoundation.org/requirements.html

The Powell Foundation			74-6104592
2011 Form 990-PF			
Part XV, Line 3a - Grants and Contributions Paid During the Year			
Grantee Name and Address	**Status**	**Purpose**	**Amount**
ARTS			
Alley Theatre 615 Texas Avenue, Houston, TX 77002	509(a)(2)	For support of Alley's current educational programs	10,000.00
American Festival for the Arts 1718 Lubbock St, Suite A, Houston, TX 77007-7718	509(a)(1)	To support the AFA Scholarship/Enrichment Fund to provide need-based scholarships	10,000 00
District of Columbia Youth Orchestra Program 1700 E. Capitol St. NE, Washington D.C. 20003	509(a)(1)	Trustee's Discretionary Grant for support of programs	3,000.00
Houston Ballet Foundation 1921 W. Bell, Houston, TX 77019	509(a)(1)	For support of the current artistic season and related educational outreach efforts	10,000.00
Houston Grand Opera Association 510 Preston, Houston, TX 77002-1594	509(a)(2)	For support of the general operations for the upcoming season	10,000.00
Houston Symphony Society 615 Louisiana Street, Ste. 102, Houston, TX 77002-2798	509(a)(2)	For the current artistic season	10,000.00
Lensic Performing Arts Center 211 West San Francisco St., Santa Fe, NM 87501	509(a)(1)	Trustee's Discretionary Grant for support of programs	2,000.00
Menil Collection 1511 Branard, Houston, TX 77006	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500 00
Museum of Fine Arts, /Glassell School of Art 5100 Montrose, Houston, TX 77006	509(a)(1)	To support the CORE Artist-in-Residence Program with scholarships to young adults	10,000.00
Museum of Fine Arts, /Bayou Bend Collection P.O. Box 6826, Houston, TX 77265	509(a)(1)	For support of educational programs at Bayou Bend Collections and Gardens	10,000.00
Museum of Fine Arts, /Glassell School of Art 5100 Montrose, Houston, TX 77006	509(a)(1)	Trustee's Matching Grant for support of programs	500.00
Museum of Fine Arts, /Bayou Bend Collection P.O. Box 6826, Houston, TX 77265	509(a)(1)	Trustee's Matching Grant for support of programs	3,500.00
Project Grad P.O. Box 15568, Houston, TX 77220	509(a)(1)	For continued support of the Fine Arts Program in elementary & middle schools	20,000.00
River Oaks Chamber Orchestra 1973 West Gray, Ste 3, Houston, TX 77019	509(a)(1)	Trustee's Matching Grant for support of programs	400.00
Shakespeare Globe Centre Southwest, Inc. Drama Dept, U of H, Houston, TX 77204-5071	509(a)(1)	To support the free tour performances in area schools and the residency programs	5,000.00
Young Audiences of Houston 1800 St. James Place, Suite 600, Houston, TX 77056	509(a)(1)	Support of the Assistance Fund to subsidize critically underprivileged, at-risk schools and community groups	5,000 00
TOTAL ARTS			110,900.00
CONSERVATION			
Bayou Land Conservancy 10330 Lake Road, Bldg J, Houston TX 77070	509(a)(2)	To support programs for the Watershed Protection education program for middle school students	10,000 00
Buffalo Bayou Partnership 1113 Vine, Ste. 200, Houston, TX 77002	509(a)(1)	To support the changes along the historic bayou in accordance with the BBP's masterplan	10,000.00
Camp Allen -The Episcopal Diocese of Texas 18800 FM 362, Navasota, TX 77868	509(a)(1)	To send 100 disadvantaged, public school students to the Discovery Program	5,000.00
Conservation Fund- The Texas Program 101 West 6th Street, Austin, TX 78701	509(a)(1)	To develop a two year plan for 8 county greater Houston area with HCAC & Houston Wilderness	10,000.00
Environmental Defense Fund 44 East Ave., Ste 304, Austin, TX 78701	509(a)(1)	For support of Clean Air and Climate Change Plan for Houston	10,000.00
Hermann Park Conservancy 6201-A Golf Course Drive, Houston, TX	509(a)(1)	For support of the projects to protect the integrity of Hermann Park	10,000.00
Houston Audubon Society 440 Wilchester, Houston, TX 77079	509(a)(2)	For the environmental educational programs at the Sims Bayou Urban Nature Center for Title 1 Schools	7,500.00

The Powell Foundation			74-6104592
2011 Form 990-PF			
Part XV, Line 3a - Grants and Contributions Paid During the Year			
Grantee Name and Address	**Status**	**Purpose**	**Amount**
Houston Audubon Society 440 Wilchester Blvd., Houston, TX 77079	509(a)(2)	Trustee's Matching Grant for support of programs	500.00
Houston Zoo, Inc. 1513 N. MacGregor, Houston, TX 77030	509(a)(2)	Support of science-based programs for disadvantage children and families	10,000.00
National Wildlife Federation 44 East Ave., Ste. 200, Austin, TX 78701	509(a)(2)	Support of the Schoolyard Habitats program in HISD	10,000 00
Nature Conservancy, Inc 1800 August, Ste. 240, Houston, TX 77057	509(a)(1)	To complete land purchase for the Nash Prairie Preserve in West Columbia, Texas	10,000.00
Pickle, J.J., Elementary School (AISD) 1101 Wheatley Ave., Austin, TX 78752	School	For 3 exploratory science camps fifth graders at Bamberger Ranch Preserve	11,000.00
Rocky Mountain Nature Association P.O. Box 3100, Estes Park, CO 80517	509(a)(2)	Trustee's Discretionary Grant to support education programs	1,500.00
SPARK P. O. Box 1562, Houston, TX 77251	509(a)(1)	For construction of new parks and the "re-sparking" of existing parks at schools	5,000.00
Travis Audubon Society 3710 Cedar Street, Box 5, Austin, TX 78705	509(a)(2)	For education and outreach programs to educate Central Texas on need to protect and restore environment	5,000.00
Urban Harvest 1900 Kane St., P.O Box 980460, Houston, TX 77098	509(a)(1)	Support of gardening programs to address hunger and neighborhood education	10,000.00
Westcave Preserve 24814 Hamilton Pool Rd, Round Mountain, TX 78663	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500.00
Woods Project, The 6 Sleepy Oaks, Houston, TX 77024	509(a)(1)	Support of high school outward bound program for at-risks youth outdoors	10,000 00
TOTAL CONSERVATION			137,000.00
EDUCATION			
Academy of Sacred Heart 1821 Academy Rd, Grand Coteau, LA, 70541	School	Trustee's Matching Grant for support of programs	1,950.00
Amistad Mission 55 Scott Street, Buford, GA 30518	509(a)(1)	Trustee's Matching Grant to provide educational support for Casa Amanacer in Bolivia	250.00
Annunciation Orthodox School 3600 Yoakum Blvd, Houston, TX 77006	School	Trustee's Discretionary Grant to support educational programs	1,000.00
Annunciation Orthodox School 3600 Yoakum Blvd, Houston, TX 77006	School	Trustee's Matching Grant to support educational programs	2,500.00
Big Brothers Big Sisters of Greater Houston 6437 High Star Drive, Houston, TX 77074	509(a)(1)	For the after-school programming	10,000 00
Boys and Girls Clubs of Austin Area 5407 N. IH35, Suite 400, Austin, TX 78723	509(a)(1)	To support the Power Hour -school and apartment housing based afterschool program.	10,000.00
Boys and Girls Clubs of Greater Houston 1520-A Airline Drive, Houston, TX 77009	509(a)(1)	To support the Power Hour Homework Assistance Program for at-risk children in Houston	10,000.00
Boys and Girls Clubs of Walker County P.O. Box 8600, Huntsville, TX 77340	509(a)(1)	Support of the programming at Scott Johnson Elementary School unit	10,000.00
Breakthrough Austin 1 University Station G6000, Austin, TX 78712	509(a)(1)	To fund the program for low-income students to help make college attainable	10,000 00
Breakthrough Houston (St. John's School) 2401 Claremont Lane, Houston, TX 77019	School	Support of programs that prepares low-income students for college	10,000 00
Centre College 600 West Walnut Street, Danville, KY 40422	School	Trustee's Matching Grant for support of programs	100 00
Centre College 600 West Walnut Street, Danville, KY 40422	School	Trustee's Matching Grant for support of programs	1,948 00
Children's Museum, Inc 1500 Binz, Houston, TX 77004	509(a)(1)	For support of the Family Literacy Involvement Program	10,000.00

The Powell Foundation			74-6104592
2011 Form 990-PF			
Part XV, Line 3a - Grants and Contributions Paid During the Year			
Grantee Name and Address	**Status**	**Purpose**	**Amount**
Chisholm Trail Heritage Museum P.O. Box 866, Cuero, Texas 77954	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,000 00
Citizen Schools 2503 Robinhood, Suite 100, Houston TX 77005	509(a)(1)	To deepen and expand high-quality, high-impact after-school programs - Extended Learning Times	20,000 00
Citizen Schools 2503 Robinhood, Suite 100, Houston TX 77005	509(a)(1)	Trustee's Discretionary Grant for support of educational programs	1,500.00
Collaborative for Children 3800 Buffalo Speedway, Ste 300, Houston, Texas 77098	509(a)(2)	For support of the "College Bound-Beginning at Birth" initiative. Second of 3yr pledge	20,000.00
College Forward / Admission Control P.O. Box 142308, Austin, TX 78714	509(a)(1)	To support programs focusing on getting disadvantaged students to attend college.	10,000.00
Communities in Schools Houston 2105 W 18th Street, Suite 100, Houston, TX 77008	509(a)(1)	To provide program support for students at Booker T. Washington High School and Burrus Elem. for current	20,000.00
Dartmouth College Office of Gift Recording, Hanover, NH 03755-2047	School	Trustee's Matching Grant for General Fund	1,000.00
Fifth Ward Enrichment Program 4014 Market, Ste., W145, Houston, TX 77020	509(a)(1)	Support of the Schools Project Program at 5 HISD schools.	10,000.00
Genesys Works, Inc 601 Jefferson, Suite 3760, Houston, TX 77002	509(a)(1)	Funding to serve more students in Houston through their innovative technical training/internship program.	25,000.00
Great Expectations Foundation P O. Box 1710 Tahlequah, OK 74465-1710	509(a)(1)	Support of Professional Development Program in six Housto area schools.	10,000 00
Greenhill School 4141 Spring Valley Rd., Addison, TX 75001-3683	509(a)(1)	Trustee's Matching Grant for Annual Operating Fund	200.00
Houston Achievement Place 245 West 17th, Houston, TX 77008	509(a)(1)	Support of Project CLASS" Children Learning Appropriate Social Skills	5,000.00
Houston Museum of Natural Science One Hermann Circle Drive, Houston, TX 77030	509(a)(2)	Support of annual fund for many outreach and educational programs	10,000.00
Houston Museum of Natural Science One Hermann Circle Drive, Houston, TX 77030	509(a)(2)	Trustee's Discretionary Grant for support of programs	1,500.00
Houston Museum of Natural Science One Hermann Circle Drive, Houston, TX 77030	509(a)(2)	Trustee's Matching Grant for support of programs	500.00
Kinkaid School, The 201 Kinkaid School Drive, Houston, TX 77024	School	Trustee's Matching Grant for Annual Fund	200.00
KIPP: Houston 10711 KIPP Way, Houston, TX 77009	School	Trustee's Matching Grant for support of the programs of Charter School	350.00
KIPP: Houston 10711 KIPP Way, Houston, TX 77009	School	For support of the programs of Charter School	25,000 00
Lakehill Preparatory School 2720 Hillside Drive, Dallas, TX 75214-3428	School	Trustee's Discretionary Grant for support of programs	2,000.00
Literacy Advance of Houston 2424 Wilcrest Dr., Ste. E, Houston, TX 77042	509(a)(2)	For continued operation of its free adult and family literacy programs in greater Houston	10,000.00
LSU Foundation 3838 W. Lakeshore Drive, Baton Rouge, LA 70808	School	Trustee's Matching Grant for support of programs	102.00
Neighborhood Centers, Inc. P.O. Box 271389, Houston, TX 77277-1389	509(a)(1)	Support of the Comprehensive Family Literacy program in the Gulfton area	10,000 00
Parents Alliance 1417 Houston St., Houston TX 7707	509(a)(1)	Support of programs for adult computer classes for Hispanic parents	5,000.00
Project YES, Inc 6201 Bonhomme, Ste. 168N, Houston, TX 77036	School	Support of a Charter School that prepares inner-city students for successful matriculation to a four-year	25,000.00
Pro-Vision, Inc 4422 Balkin, Houston, TX 77021	School	To help fund a Charter School for inner-city male students	10,000 00
Rio Grande School 715 Camino Cabra, Santa Fe, NM 87505	School	Trustee's Matching Grant for support of programs	1,250.00

The Powell Foundation			74-6104592
2011 Form 990-PF			
Part XV, Line 3a - Grants and Contributions Paid During the Year			
Grantee Name and Address	**Status**	**Purpose**	**Amount**
Southern Methodist University P.O. Box 750402, Dallas, TX 75275-0402	School	Trustee's Discretionary Grant for support of programs	1,000.00
Stanford University 326 Galvez Street, Stanford, CA 94305-6105	School	Trustee's Matching Grant for support of programs	1,000.00
Teach For America 4669 SW Fwy., Ste. 600, Houston, TX 77027	509(a)(1)	Support of the recruitment & training of Houston teacher corps	25,000.00
Teach For America 4669 SW Fwy., Ste. 600, Houston, TX 77027	509(a)(1)	Trustee's Matching Grant for support of educational programs to train Houston teacher corps	1,000 00
Texas Institute for Education Reform, 1209 Nueces St., Austin, TX 78701	509(a)(1)	Support of the TIER's educational outreach initiative	5,000.00
Univ. of Texas - at Austin Office of VP/Res.Dev P.O. Box 7458, Austin, TX 78713-7458	School	Trustee's Matching Grant for School of Engineering and LBJ School	2,000.00
Washington & Lee University 204 West Washington Street, Lexington, VA 24450	School	Trustee's Matching Grant for support of programs	250.00
Wesley Community Center, Inc 1410 Lee Street, Houston, TX 77009-8299	509(a)(1)	For social Services programs that support education and basic needs	5,000.00
TOTAL EDUCATION			342,600.00
HEALTH			
Any Baby Can of Austin 1121 East 7th Street, Austin, TX 78702	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500 00
Avondale House 3737 O'Meara Drive, Houston, TX 77025-5560	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500.00
Bo's Place 10050 Buffalo Speedway, Houston, TX 77054	509(a)(1)	Trustee's Matching Grant for support of programs	2,500.00
Bo's Place 10050 Buffalo Speedway, Houston, TX 77054	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500 00
Coalition for the Homeless of Houston /Harris County 600 Jefferson, Ste 2050, Houston, TX 77002	509(a)(1)	Support of the Educational and Technology Assistance program for the homeless in the Houston area	5,000.00
Community of the Streets Outreach 3401 Fannin, Houston, TX 77004	509(a)(1)	Trustee's Matching Grant for support of programs	4,000.00
Community of the Streets Outreach 3401 Fannin, Houston, TX 77004	509(a)(1)	Trustee's Matching Grant for support of programs	250.00
Community of the Streets Outreach 3401 Fannin, Houston, TX 77004	509(a)(1)	Trustee's Discretionary Grant for support of programs	3,000.00
Community of the Streets Outreach 3401 Fannin, Houston, TX 77004	509(a)(1)	For support of the Homeless Street Outreach Project	11,000 00
DePelchin Children's Center 4950 Memorial Drive, Houston, TX 77007	509(a)(1)	For counseling services for underserved children in HISD's Frost Elementary school	10,000 00
Depression & Bipolar Support Alliance of Gtr. Houston 3800 Buffalo Speedway, Ste. 300, Houston,	509(a)(1)	Trustee's Discretionary Grant for support of programs.	1,500 00
ESCAPE Family Resource Center 3210 Eastside, Houston, TX 77098	509(a)(1)	For the "Building Confident Famlies-Spanish" program for child abuse prevention.	5,000.00
Houston Area Parkinson Society 2700 Southwest Freeway, Ste. 284, Houston, TX 77098	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500.00
Houston Area Parkinson Society 2700 Southwest Freeway, Ste. 284, Houston, TX 77098	509(a)(1)	Trustee's Matching Grant for support of programs	200.00
Houston Area Women's Center 1010 Waugh Drive, Houston, TX 77019	509(a)(1)	To support services and programs for children living in the shelter at the Women's Center	5,000 00
Houston Food Bank 3811 Eastex Freeway, Houston, TX 77026	509(a)(1)	Trustee's Discretionary Grant for support of annual operations	3,000.00

The Powell Foundation			74-6104592
2011 Form 990-PF			
Part XV, Line 3a - Grants and Contributions Paid During the Year			
Grantee Name and Address	**Status**	**Purpose**	**Amount**
Houston Food Bank 3811 Eastex Freeway, Houston, TX 77026	509(a)(1)	Trustee's Matching Grant for support of programs	2,000.00
Kids' Meals, Inc 205 West Crosstimbers, Houston, TX 77018	509(a)(1)	For meal preparation and delivery program for 1200-1400 pre-school children 5 days a week	10,000.00
Living Water International P.O. Box 35496, Houston, TX 77235-5496	509(a)(1)	Trustee's Matching Grant for programs to provide clean drinking water to people in developing countries	250.00
Meals on Wheels and More 3227 East 5th Street, Austin, TX 78702	509(a)(1)	For the Meals for Kids program in low-income area of Austin, Texas	5,000.00
Mental Health America of Greater Houston 2211 Norfolk, Houston, TX 77098	509(a)(1)	For the Education and Training Programs	5,000 00
Planned Parenthood of Houston & SE Texas, Inc. 3601 Fannin, Houston TX 77004	509(a)(2)	To provide reproductive health care and education to many women, men and their families.	10,000.00
SEARCH Homeless Services 2505 Fannin, Houston TX 77027	509(a)(1)	Trustee's Matching Grant for support of programs	1,000.00
TOTAL HEALTH			89,700.00
OTHER			
Conference of Southwest Foundations 3102 Maple Avenue, Ste. 260, Dallas, TX 75201	509(a)(2)	For general operating for current year	1,500.00
Houston Ballet Foundation 1921 W. Bell, Houston, TX 77019	509(a)(1)	3rd year payment of a four year Capital Grant pledge ($40,000)	10,000 00
Jr. League of Houston 1811 Briar Prk Lane, Houston, TX 77027	509(a)(2)	Trustee's Discretionary Grant for Community Trust Fund	2,000.00
National Society of Colonial Dames of America in Texas 2310 San Gabriel, Austin, TX 78705	509(a)(2)	Last payment of a 3 Year grant ($30,000) to help restore the Neill-Cochran House in Austin, Texas	10,000 00
Philanthropy Roundtable 1150 17th Street, NW, # 503, Washington, D.C 20036	509(a)(1)	For general operating for current year	500.00
TOTAL OTHER			24,000.00
TOTAL FOR YEAR			704,200.00