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990-PF

 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

OMB No 1545-0052

2012

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

Open to Public Inspection

 For calendar year 2012 or tax year beginning **2013**, and ending

Revenue Operating and Administrative Expenses		<table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> A Employer identification number FRED AND PATTY POWERS FAMILY FOUNDATION 35-6702638 </td> <td style="width: 50%; vertical-align: top;"> B Telephone number (see instructions) 770-253-2794 </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> C If exemption application is pending, check here ► <input type="checkbox"/> </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> </td> </tr> <tr> <td colspan="2" style="vertical-align: top;"> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/> </td> </tr> </table>				A Employer identification number FRED AND PATTY POWERS FAMILY FOUNDATION 35-6702638	B Telephone number (see instructions) 770-253-2794	C If exemption application is pending, check here ► <input type="checkbox"/>		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
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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 (attach schedule)	49	49	49	49									
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		2,522	2,522	2,522	2,522										
3 Interest on savings and temporary cash investments		348	348	348	348										
4 Dividends and interest from securities		348	348	348	348										
5 a Gross rents b Net rental income or (loss)		2,919	2,919	2,571	2,571										
6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		1,070	1,070	1,070	1,070										
7 Capital gain net income (from Part IV, line 2)		1,245	1,245	1,245	1,245										
8 Net short-term capital gain		543	543	543	543										
9 Income modifications															
10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule)															
11 Other income (attach schedule)															
12 Total. Add lines 1 through 11		2,919	2,919	2,571	2,571										
13 Compensation of officers, directors, trustees, etc															
14 Other employee salaries and wages															
15 Pension plans, employee benefits															
16 a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule)		2,858	2,315	2,315	543										
17 Interest		50,000	50,000	50,000	50,000										
18 Taxes (attach schedule) (see instructions)		52,858	2,315	2,315	50,543										
19 Depreciation (attach schedule) and depletion															
20 Occupancy															
21 Travel, conferences, and meetings															
22 Printing and publications															
23 Other expenses (attach schedule)															
24 Total operating and administrative expenses. Add lines 13 through 23		-49,939	604	256	543										
25 Contributions, gifts, grants paid															
26 Total expenses and disbursements. Add lines 24 and 25															
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)															

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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		373,633	323,274	323,274
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		115,249	115,669	112,099
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		488,882	438,943	435,373
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		488,882	438,943	
	30 Total net assets or fund balances (see instructions)		488,882	438,943	
	31 Total liabilities and net assets/fund balances (see instructions)		488,882	438,943	

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	488,882
2 Enter amount from Part I, line 27a	2	-49,939
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	438,943
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	438,943

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a Capital Gains Distributions				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	348
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	25,493	492,598	0.051752
2010	25,120	497,005	0.050543
2009	22,928	513,578	0.044644
2008	25,932	523,895	0.049498
2007	25,431	464,493	0.054750

2 Total of line 1, column (d) 2 0.251187

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 0.050237

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 456,153

5 Multiply line 4 by line 3 5 22,916

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7 22,922

8 Enter qualifying distributions from Part XII, line 4 8 50,543

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
 Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a	
6b	
6c	
6d	

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be. Credited to 2013 estimated tax ►

1		6
2		
3		6
4		
5		6
6a		
6b		
6c		
6d		
7		
8		
9		6
10		
11	Refunded ►	

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes	No
1a	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b	X
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If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

1c	X
----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2	X
---	---

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3	X
---	---

If "Yes," attach a detailed description of the activities.

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

4a	X
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b	N/A
----	-----

b If "Yes," has it filed a tax return on Form 990-T for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6	X
---	---

If "Yes," attach the statement required by General Instruction T

7	X
---	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8a	
----	--

● 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?

8b	X
----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.

9	X
---	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

10	X
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IN

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

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► ELIZABETH P MACKE Located at ► 60 LONGWOOD LANE NEWNAN GA	Telephone no ► 770-253-2794 ZIP+4 ► 30263	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► <input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b	N/A		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b	X		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A		

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
ELIZABETH POWERS MACKE 60 LONGWOOD LANE NEWNAN, GA 30263	TRUSTEE 2 00			
KIMBERLY L KINSEY LAKEWORTH, FL	TRUSTEE 1.00			
GRANVILLE F POWERS III FAYETTE, GA	TRUSTEE 1.00			

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	CONTRIBUTIONS TO ORGANIZATIONS WHICH ARE DULY AUTHORIZED TO CARRY ON CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATION ACTIVITIES AND WHICH ARE TAX EXEMPT	
2		50,543
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	NONE	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	115,371
b	Average of monthly cash balances	1b	347,729
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	463,100
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	463,100
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,947
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	456,153
6	Minimum investment return. Enter 5% of line 5	6	22,808

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	50,543
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	50,543
b	Cash distribution test (attach the required schedule)	5	6
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	50,537
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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)**N/A**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

<p>a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling</p> <p>b Check box to indicate whether the foundation is a private operating foundation described in section</p> <p>►</p>					<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																										
<p>2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p> <p>b 85% of line 2a</p> <p>c Qualifying distributions from Part XII, line 4 for each year listed</p> <p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p> <p>e Qualifying distributions made directly for active conduct of exempt activities</p> <p>Subtract line 2d from line 2c</p> <p>3 Complete 3a, b, or c for the alternative test relied upon</p> <p>a "Assets" alternative test—enter</p> <p>(1) Value of all assets</p> <p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p> <p>b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p> <p>c "Support" alternative test—enter</p> <p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p> <p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)</p> <p>(3) Largest amount of support from an exempt organization</p> <p>(4) Gross investment income</p>		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: center;">Tax year</th> <th colspan="4" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2012</th> <th style="text-align: center;">(b) 2011</th> <th style="text-align: center;">(c) 2010</th> <th style="text-align: center;">(d) 2009</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">256</td> <td style="text-align: center;">2,922</td> <td style="text-align: center;">7,200</td> <td style="text-align: center;">5,832</td> <td style="text-align: center;">16,210</td> <td></td> </tr> <tr> <td style="text-align: center;">218</td> <td style="text-align: center;">2,484</td> <td style="text-align: center;">6,120</td> <td style="text-align: center;">4,957</td> <td style="text-align: center;">13,779</td> <td></td> </tr> <tr> <td style="text-align: center;">50,543</td> <td style="text-align: center;">25,493</td> <td style="text-align: center;">25,120</td> <td style="text-align: center;">22,928</td> <td style="text-align: center;">124,084</td> <td></td> </tr> <tr> <td style="text-align: center;">50,543</td> <td style="text-align: center;">25,493</td> <td style="text-align: center;">25,120</td> <td style="text-align: center;">22,928</td> <td style="text-align: center;">124,084</td> <td></td> </tr> <tr> <td style="text-align: center;">435,373</td> <td style="text-align: center;">478,681</td> <td style="text-align: center;">476,225</td> <td style="text-align: center;">440,587</td> <td style="text-align: center;">1,830,866</td> <td></td> </tr> <tr> <td style="text-align: center;">323,274</td> <td style="text-align: center;">373,633</td> <td style="text-align: center;">20,479</td> <td style="text-align: center;">45,788</td> <td style="text-align: center;">763,174</td> <td></td> </tr> <tr> <td style="text-align: center;">15,205</td> <td style="text-align: center;">16,420</td> <td style="text-align: center;">16,567</td> <td style="text-align: center;">17,119</td> <td style="text-align: center;">65,311</td> <td></td> </tr> <tr> <td style="text-align: center;">2,919</td> <td style="text-align: center;">470,635</td> <td style="text-align: center;">10,444</td> <td style="text-align: center;">8,570</td> <td style="text-align: center;">492,568</td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years				(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	256	2,922	7,200	5,832	16,210		218	2,484	6,120	4,957	13,779		50,543	25,493	25,120	22,928	124,084		50,543	25,493	25,120	22,928	124,084		435,373	478,681	476,225	440,587	1,830,866		323,274	373,633	20,479	45,788	763,174		15,205	16,420	16,567	17,119	65,311		2,919	470,635	10,444	8,570	492,568	
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Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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 or e-mail of the person to whom applications should be addressed.

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

c. Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
REID HOSPITAL 1401 CHESTER BLVD RICHMOND, IN 47374		PUBLIC	GENERAL	2,000
SALVATION ARMY 707 SOUTH A ST RICHMOND, IN 47374		PUBLIC	GENERAL	2,500
TOWNSEND CENTER 855 NORTH 12TH ST RICHMOND, IN 47374		PUBLIC	GENERAL	2,500
BOYS AND GIRLS CLUB 1717 SOUTH L ST RICHMOND, IN 47374		PUBLIC	GENERAL	2,000
THE FOOD PANTRY P O BOX 1345 RICHMOND, IN 47375		PUBLIC	GENERAL	2,500
GENESIS - YWCA P O BOX 2430 RICHMOND, IN 47375		PUBLIC	GENERAL	2,500
RHS ALUMNI ASSOCIATION 380 HUB ETCHEISON PKWY RICHMOND, IN 47374		PUBLIC	GENERAL	2,500
YMCA 2023 CHESTER BLVD RICHMOND, IN 47374		PUBLIC	GENERAL	1,500
ANIMAL WELFARE LEAGUE 1825 CHESTER BLVD RICHMOND, IN 47374		PUBLIC	GENERAL	2,000
FRIENDS FELLOWSHIP ENDOWMENT FUND 2030 CHESTER BLVD RICHMOND, IN 47374		PUBLIC	GENERAL	500
HAMILTON LAKE ASSOCIATION 1825 LANE 210 HAMILTON, IN 46742		PUBLIC	GENERAL	2,000
Total . . . See Attached Statement			► 3a	50,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		14	49		
4 Dividends and interest from securities		14	2,522		
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	348		
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)				2,919	
13 Total. Add line 12, columns (b), (d), and (e)				2,919	

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

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

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

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of.	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations		
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.		

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

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 complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee

Date

—Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Dawn D James, CPA	<i>Dawn D James CPA</i>	5/9/2013		P00715957
	Firm's name ► Webb & Associates			Firm's EIN ► 35-1838992	
Firm's address ► 66 South 12th Street, Richmond, IN 47374	<i>Joseph W. Anderson, CPA</i>		Phone no. (765) 962-3524		

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MORRISON REEVES LIBRARY

Street

80 NORTH 6TH ST

City

RICHMOND

State

IN

Zip Code

47374

Foreign Country

Relationship

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL

Amount

2,500

Name

BOYNTON BEACH COMMUNITY CHURCH

Street

5217 S MILITARY TRAIL

City

LAKE WORTH

State

FL

Zip Code

33463

Foreign Country

Relationship

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL

Amount

25,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box. ►
- 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. FRED AND PATTY POWERS FAMILY FOUNDATION	Employer identification number (EIN) or 35-6702638
	Number, street, and room or suite no. If a P.O. box, see instructions 60 LONGWOOD LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWNAN	GA 30263

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ► ELIZABETH P MACKE

Telephone No ► 770-253-2794

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 8/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2012 or► tax year beginning _____, and ending _____

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	\$	6
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	\$	6

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.

HTA

Form 8868 (Rev 1-2013)

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount		Totals						Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions		Capital Gains/Losses						348		348	
Short Term CG Distributions		Other sales									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements
1											

Part I, Line 16b (990-PF) - Accounting Fees

		1,070	1,070	1,070
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	WEBB & ASSOCIATES	1,070	1,070	1,070

Part I, Line 16b (990-PF) - Accounting Fees

	Disbursements for Charitable Purposes (Cash Basis Only)
1	

Part I, Line 16c (990-PF) - Other Professional Fees

		1,245	1,245	1,245
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	AMERIPRISE MANAGEMENT FEE	1,245	1,245	1,245

Part I, Line 16c (990-PF) - Other Professional Fees

	Disbursements for Charitable Purposes (Cash Basis Only)
1	

Part I, Line 18 (990-PF) - Taxes

		543		
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Real estate tax not included in line 20			
2	Tax on investment income	543		
3	Income tax			
4	Foreign Taxes Withheld			

Part I, Line 18 (990-PF) - Taxes

	543
1	
2	543
3	
4	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	COLUMBIA MULTI-ADVISOR EQUITY FUND	184	3,997	4,067	1,856	2,189
2	COLUMBIA DIVERS'D EQUITY INC FD CLA	1,155	15,497	15,736	10,677	12,257
3	INV BAL RISK ALLOC	1,705	20,000	20,000	20,187	21,228
4	COLUMBIA MID CAP OPP VALUE FD CLA	1,056	10,054	10,098	7,574	8,953
5	CITADEL BROADCASTING CORP	45	279	279	-	-
6	VANGUARD SHORT-TERM BOND ETF	490	39,845	39,845	39,612	39,685
7	OPP GLOBAL -A	92	4,491	4,558	4,889	5,903
8	CHINA SOLAR & CLEAN ENERGY SOLUTIO	-	1,175	1,175	-	-
9	FIRST TRUST VALUE LINE DIVIDEND INDEX	1,265	19,911	19,911	20,253	21,884

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount											
Long Term CG Distributions		348		Short Term CG Distributions									
Description of Property Sold	CUSIP#	How Acquired	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains (Loss) Excess of FMV Over Adjusted Basis of Losses
1 Capital Gains Distributions													

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	ELIZABETH POWERS MACKE		60 LONGWOOD LANE	NEWMAN	GA	30263		TRUSTEE	200			
2	KIMBERLY L KINSEY			LAKENWORTH	FL			TRUSTEE	100			
3	GRANVILLE F POWERS III			FAYETTE	GA			TRUSTEE	100			