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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

**2012**  
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE POWER FOUNDATION		<b>A Employer identification number</b>  38-6119490	
% THE CONNABLE OFFICE INC		<b>B Telephone number</b> (see instructions)  (269) 382-5800	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 136 E MICHIGAN AVE STE 1201 Suite			
City or town, state, and ZIP code KALAMAZOO, MI 49007		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 8,955,825		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	300,000			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	126	126		
	<b>4</b> Dividends and interest from securities. . . . .	216,085	216,085		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	103,605			
	<b>b</b> Gross sales price for all assets on line 6a _____ 1,539,159				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		129,713		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 20	20		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	619,836	345,944		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 3,745	0	0	3,745
	<b>c</b> Other professional fees (attach schedule) . . . . .	 86,083	27,547		58,536
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 9,695			
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 10,295	8,481		1,814
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	109,818	36,028	0	64,095
	<b>25</b> Contributions, gifts, grants paid . . . . .	377,500			377,500
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	487,318	36,028	0	441,595
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	132,518			
	<b>b Net investment income</b> (if negative, enter -0-)		309,916		
	<b>c Adjusted net income</b> (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
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	617,229	252,119	252,119
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	6,892,235	7,482,679	8,703,706
	c	Investments—corporate bonds (attach schedule). . . . .	133,715	0	0
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,643,179	7,734,798	8,955,825
	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 ▶ _____)			
Net Assets or Fund Balances	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	7,643,179	7,734,798	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	7,643,179	7,734,798	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	7,643,179	7,734,798	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	7,643,179
2	Enter amount from Part I, line 27a . . . . .	2	132,518
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	7,775,697
5	Decreases not included in line 2 (itemize) ▶ _____	5	40,899
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	7,734,798

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 )
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DIVIDENDS	P		
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 1,498,389		1,409,446	88,943
b			40,770
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			88,943
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	129,713
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 page 18 of 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	225,537	8,326,956	0 027085
2010	718,653	7,779,675	0 092376
2009	523,541	6,858,348	0 076336
2008	1,154,769	8,089,470	0 14275
2007	510,191	8,961,085	0 056934

2 Total of line 1, column (d). . . . .	2	0 395481
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 079096
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	8,496,161
5 Multiply line 4 by line 3. . . . .	5	672,012
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	3,099
7 Add lines 5 and 6. . . . .	7	675,111
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	441,595

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	6,198
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	6,198
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	6,198
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,555		
b	Exempt foreign organizations—tax withheld at source . . . . .	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,300		
d	Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	5,855
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	343
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

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? <input checked="" type="checkbox"/> . . . . .		Yes	No
	1a			No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	1b			No
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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
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 <input checked="" type="checkbox"/> . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of THE CONNABLE OFFICE INC Telephone no (269) 382-5800 Located at 136 E MICHIGAN AVE 1201 Kalamazoo MI ZIP+4 49007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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?	16		No
See 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? (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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
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	No
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	No
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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	No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

Organizations relying on a current notice regarding disaster assistance check here.

YesNo

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

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?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

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 Additional Data Table				

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

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

0

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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
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	
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 page 24 of the 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	8,389,327
b	Average of monthly cash balances. . . . .	1b	236,217
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	8,625,544
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	0
3	Subtract line 2 from line 1d. . . . .	3	8,625,544
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	129,383
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,496,161
6	Minimum investment return. Enter 5% of line 5. . . . .	6	424,808

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	424,808
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	6,198
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	6,198
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	418,610
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	418,610
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	418,610

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	441,595
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	441,595
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	441,595
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				418,610
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .	665,426			
c From 2009. . . . .	183,148			
d From 2010. . . . .	338,439			
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	1,187,013			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 441,595				
a Applied to 2011, but not more than line 2a			0	
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. . . . .				418,610
e Remaining amount distributed out of corpus	22,985			
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	1,209,998			
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 . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
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 . . . . .	1,209,998			
10 Analysis of line 9				
a Excess from 2008. . . .	665,426			
b Excess from 2009. . . .	183,148			
c Excess from 2010. . . .	338,439			
d Excess from 2011. . . .				
e Excess from 2012. . . .	22,985			

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

1a

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.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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) )

PHILIP H POWER

b

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

NONE

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 See Additional Data Table				
Total . . . . .			3a	377,500
b Approved for future payment				
Total . . . . .			3b	

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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	126	
<b>4</b> Dividends and interest from securities. . . . .			14	216,085	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			14	20	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	103,605	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				319,836	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .				319,836	319,836

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]




**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

**Sign  
Here**

**Paid  
Preparer  
Use Only**

<div> <div>Sign Here</div> <div> <div>*****</div> <div>Signature of officer or trustee</div> </div> </div>	<div> <div>2013-08-15</div> <div>Date</div> </div>		<div> <div>*****</div> <div>Title</div> </div>		<div> <div> <div>May the IRS discuss this return with the preparer shown below (see instr.)?</div> <div> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div> </div> </div>
<div> <div>Paid Preparer Use Only</div> </div>	<div>Print/Type preparer's name</div> <div>Daniel Fuller</div>	<div>Preparer's Signature</div> <div>Daniel Fuller</div>	<div>Date</div> <div>2013-08-15</div>	<div>Check if self-employed <input checked="" type="checkbox"/></div>	<div>PTIN</div>
	<div> <div>Firm's name </div> <div>BDO USA LLP</div> </div>			<div> <div>Firm's EIN </div> </div>	
	<div> <div>200 OTTAWA AVE NW STE 300</div> </div>			<div> <div>Phone no (616) 774-7000</div> </div>	
<div> <div>Firm's address </div> <div>GRAND RAPIDS, MI 49503</div> </div>					

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**


(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
Philip H Power	President/Trustee 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
Kathleen K Power	VICE PRESIDENT/Trustee 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
James C Melvin	SECRETARY/TRUSTEE 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
LOYAL A ELDRIDGE III	ASSISTANT SECRETARY/TRUSTEE 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
DAVID S KRUIS	TREASURER 2 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
JAMES S HILBOLDT	EMERITUS TRUSTEE 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN FRIENDS OF UNIVERSITY COLLEGE IN OXFORD PO BOX 391 COVINGTON,KY 41012	NONE	OTHER PUBLIC CHARITY	ANNUAL FUND	2,000
HURON MOUNTAIN WILDLIFE FOUNDATION INC 5075 WARREN ROAD ANN ARBOR,MI 48105	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
MARQUETTE COMMUNITY FOUNDATION 205 S FRONT STREET STE F MARQUETTE,MI 49855	NONE	OTHER PUBLIC CHARITY	HURON MOUNTAIN CLUB FUND	1,000
UNIVERSITY OF MICHIGAN 3003 S STATE STREET ROOM 8070 ANN ARBOR,MI 48109	NONE	OTHER PUBLIC CHARITY	MICHIGAN RADIO	500
UNIVERSITY OF WISCONSIN FOUNDATION PO BOX 8860 MADISON,WI 53780	NONE	OTHER PUBLIC CHARITY	SCHOOL OF BUSINESS SCHOLARSHIP FUND	1,000
ST ANDREWS EPISCOPAL CHURCH 306 N DIVISION STREET ANN ARBOR,MI 481041441	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	25,000
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA,CO 811013708	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	9,000
UNITED WAY OF WASHTENAW COUNTY 101 N MAIN STREET ANN ARBOR,MI 481045507	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	10,000
CITIZENS RESEARCH COUNCIL OF MICHIGAN INC 38777 SIX MILE ROAD SUITE 208 LIVONIA,MI 481522660	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
THE CORY PTA 1550 SOUTH STEELE STREET DENVER,CO 80210	NONE	OTHER PUBLIC CHARITY	FRIENDS OF CORY	6,000
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON,DC 20006	NONE	OTHER PUBLIC CHARITY	HURRICANE SANDY RELIEF EFFORT	2,000
PROJECT ANGEL HEART 4950 WASHINGTON ST DENVER,CO 80216	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
AMERICAN CANCER SOCIETY INC PO BOX 22718 OKLAHOMA CITY,OK 731231718	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
COLORADO COALITION FOR THE HOMELESS PO BOX 1560 DENVER,CO 802011560	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
CORY ELEMENTARY 1550 SOUTH STEELE STREET DENVER,CO 80210	NONE	OTHER PUBLIC CHARITY	CORY AUCTION 2012	1,000



Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
DENVER PUBLIC SCHOOLS 900 GRANT STREET STE 503 DENVER,CO 802032907	NONE	OTHER PUBLIC CHARITY	STEPHEN KNIGHT CENTER FOR EARLY EDUCATION	1,000
SAFEHOUSE DENVER INC 1649 DOWNING STREET DENVER,CO 80218	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	1,000
THE CENTER FOR MICHIGAN 4100 NORTH DIXBORO ROAD ANN ARBOR,MI 48105	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	300,000
UNIVERSITY OF MICHIGANCEW 330 EAST LIBERTY ANN ARBOR,MI 48104	NONE	OTHER PUBLIC CHARITY	CENTER FOR THE EDUCATION OF WOMEN - COMMUNITY COUNSELING ENDOWMENT FUND	10,000
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA,CO 811013708	NONE	OTHER PUBLIC CHARITY	OPERATING SUPPORT	2,000
<b>Total . . . . .</b>  <b>3a</b>				377,500

Schedule B

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

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

<b>Name of the organization</b> THE POWER FOUNDATION	<b>Employer identification number</b> 38-6119490
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Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> THE POWER FOUNDATION	<b>Employer identification number</b> 38-6119490
---	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	PHILIP H POWER 136 E MICHIGAN STE 1201  KALAMAZOO, MI 49007	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

<b>Name of organization</b> THE POWER FOUNDATION	<b>Employer identification number</b> 38-6119490
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE POWER FOUNDATION	<b>Employer identification number</b> 38-6119490
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

**TY 2012 Accounting Fees Schedule**

**Name:** THE POWER FOUNDATION

**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,745			3,745

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2012 Depreciation Schedule**

**Name:** THE POWER FOUNDATION

**EIN:** 38-6119490

**TY 2012 Investments Corporate  
Stock Schedule****Name:** THE POWER FOUNDATION**EIN:** 38-6119490

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
FIXED INCOME FUNDS	1,474,929	1,591,725
U.S. EQUITY FUNDS	811,638	1,158,822
COMMON STOCK	1,356,183	1,540,717
INTERNATIONAL EQUITY FUNDS	2,048,969	2,465,227
ABSOLUTE RETURN	877,951	864,941
COMMODITIES	541,006	586,526
REAL ESTATE INVESTMENTS	372,003	495,748



**TY 2012 Land, Etc. Schedule****Name:** THE POWER FOUNDATION**EIN:** 38-6119490

TY 2012 Other Decreases Schedule

**Name:** THE POWER FOUNDATION

**EIN:** 38-6119490

Description	Amount
THE ENDOWMENT TEI FUND RETURN OF CAPITAL	40,899

## TY 2012 Other Expenses Schedule

**Name:** THE POWER FOUNDATION

**EIN:** 38-6119490

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MICHIGAN ANNUAL REPORT FEE	20			20
FOUNDATION RENEWAL FEE	650			650
MISCELLANEOUS FEES	1,144			1,144
THE ENDOWMENT TEI FUND K-1	8,481	8,481		

TY 2012 Other Income Schedule

**Name:** THE POWER FOUNDATION

**EIN:** 38-6119490

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
THE ENDOWMENT TEI FUND K-1	20	20	

**TY 2012 Other Professional Fees Schedule****Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	27,547	27,547		
CLERICAL FEES	58,536			58,536

TY 2012 Taxes Schedule

**Name:** THE POWER FOUNDATION

**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	9,695			

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**Account Name: The Power Foundation**

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
<b><u>Fixed Income Funds</u></b>			
53,106 797	PIMCO High Yield Fund	459,781 28	511,949 52
10,171 726	PIMCO Total Return Fund	110,151 89	114,330 20
28,774 238	PIMCO Unconstrained Bond Fund-C1 I	322,060 00	330,328 25
57,269 272	VG Total Bond Market Index Fund	582,936 60	635,116 23
<b><i>Sub Total</i></b>		<b>1,474,929.77</b>	<b>1,591,724.20</b>
<b><u>U S Equity Funds</u></b>			
4,582 291	Baron Growth Fund	190,563 15	245,885 74
7,229 791	Hennessy Small Cap Financial Fund-C1 I	79,600 00	90,227 79
4,047	SPDR S&P 500 ETF Trust	355,679 29	576,333 27
11,013 656	Third Avenue Small Cap Value Fund	185,795 61	246,375 48
<b><i>Sub Total</i></b>		<b>811,638.05</b>	<b>1,158,822.28</b>
<b><u>Common Stocks</u></b>			
282	3M Company	13,243 03	26,183 70
557	Amgen Inc	30,183 50	48,013 40
234	Aon Corporation	12,158 89	13,012 74
351	Apache Corporation	38,797 60	27,553 50
29	Apple Computer Inc	6,677 25	15,433 02
778	Avon Products Inc	14,004 78	11,172 08
306	Baker Hughes Inc	14,431 45	12,499 40
1,685	Bank of New York Mellon Corp	45,474 98	43,304 50

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**Account Name: The Power Foundation**

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
656	Baxter International Inc	30,851 52	43,728 96
224	Becton Dickinson & Company	15,774 38	17,514 56
898	Broadcom Corp	36,083 46	29,822 58
851	Chesapeake Energy Corp	19,274 28	14,143 62
365	ChevronTexaco	28,136 57	39,471 10
3,227	Cisco Systems Inc	62,101 21	63,408 61
296	Citigroup Inc Com New	11,005 92	11,709 76
430	Cliffs Natural Resources Inc	15,200 50	16,585 10
575	Covidien PLC	27,231 33	33,200 50
446	Danaher Corporation	16,857 02	24,931 40
357	Devon Energy Corp	24,462 56	18,578 28
643	Dover Corporation	34,990 00	42,251 53
251	Ecolab Inc	9,276 37	18,046 90
671	Emerson Electric Co	33,497 15	35,536 16
472	Exxon Mobil Corp	36,593 74	40,851 60
882	GameStop Corp	19,703 35	22,129 38
1,349	General Electric Company	20,382 13	28,315 51
66	Google Inc	36,199 94	46,687 08
2,515	Hewlett Packard Company	59,244 69	35,838 75
926	Intel Corp	15,633 39	19,094 12



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**Account Name: The Power Foundation**

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
214	Johnson & Johnson	6,129 49	15,001 40
1,173	Johnson Controls Inc	32,137 27	35,975 91
814	JPMorgan Chase & Company	32,439 44	35,790 85
2,272	Juniper Networks Inc	43,513 44	44,690 24
244	Kohls Corporation	12,779 55	10,487 12
613	Medtronic Inc	23,736 87	25,145 26
1,185	Microsoft Corp	31,021 44	31,650 99
397	Monsanto Co	27,586 75	37,576 05
269	Occidental Petroleum Corp	21,774 69	20,608 09
714	Oracle Corporation	16,158 99	23,790 48
598	Pepsico Inc	38,571 79	40,921 14
487	Procter & Gamble Co	29,290 66	33,062 43
632	Prudential Financial Inc	34,451 94	33,704 56
600	Qualcomm Inc	23,580 00	37,115 76
356	Schlumberger Limited	26,960 75	24,670 30
2,220	SPDR S&P Bank ETF	48,639 66	52,902 60
467	Stryker Corporation	24,131 35	25,600 94
1,032	The Coca Cola Company	19,170 08	37,410 00
427	Thermo Fisher Scientific Inc	21,569 66	27,234 06
568	United Technologies Corp	27,193 54	46,581 68

**Account Name: The Power Foundation**

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
346	Wal-Mart Stores Inc	16,588 89	23,607 58
1,166	Weatherford International Ltd	16,021 42	13,047 54
1,210	Wells Fargo & Co	33,559 70	41,357 80
877	Xylem Inc	21,704 79	23,766 70
<b><i>Sub Total</i></b>		<b>1,356,183.15</b>	<b>1,540,717.32</b>
<b><u>International Equity Funds</u></b>			
10,503 26	Harbor International Fund	413,467 28	652,462 51
5,539	iShares MSCI Emerging Markets Index Fund	173,752 43	245,654 65
2,792	iShares MSCI EMU Index Fund	87,339 62	93,420 32
39,246 978	Lazard International Equity Open Fund	556,976 75	586,349 85
13,926 379	Matthews Asian Growth and Income Fund-Cl I	230,743 00	259,030 65
18,170 432	Matthews Japan Fund-Cl I	233,304 53	222,769 50
9,027 503	Virtus Emerging Markets Opportunities Fd-Cl I	82,060 00	93,073 56
98,598 371	Wasatch Emerging Markets Small Cap Fund	240,737 00	277,061 42
960	Wisdom Tree Japan Hedged Equity Fund	30,587 90	35,404 80
<b><i>Sub Total</i></b>		<b>2,048,968.51</b>	<b>2,465,227.26</b>
<b><u>Absolute Return</u></b>			
3,263 43	AQR Diversified Arbitrage Fund Cl N	35,865 10	35,930 36
2,372 029	IVA Worldwide Fund-Cl A	35,865 08	37,715 26
14,611	The Endowment TEI Fund	824,997 28	810,071 86
<b><i>Sub Total</i></b>		<b>896,727.46</b>	<b>883,717.48</b>

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**Account Name: The Power Foundation**

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
<b><u>Commodities</u></b>			
2,583	First Trust ISE-Revere Natural Gas Index	39,448 09	40,501 44
615	iShares DJ US Oil Equipment Index	29,386 93	31,371 15
3,955	Market Vectors Agribusiness ETF	200,744 35	208,665 80
2,951	Market Vectors Gold Miners ETF	113,276 55	136,896 89
680	PowerShares Dynamic Oil/Gas Services	15,358 34	13,831 20
134	SPDR Energy Select Sector	9,949 90	9,570 28
991	SPDR S&P Metals & Mining	38,133 68	44,723 83
1,633	SPDR S&P Oil & Gas Exploration & Prod	81,507 65	88,312 64
793 265	VG Precious Metals and Mining Fund-Inv	13,200 02	12,652 58
<b><i>Sub Total</i></b>		<b>541,005.51</b>	<b>586,525.81</b>
<b><u>Real Estate Investments</u></b>			
4,069 22	Cohen & Steers Institutional Realty Shares	80,391 76	171,232 78
6,175 575	EII International Property Fund	107,838 00	119,188 60
4,145	SPDR DJ Wilshire International Real Estate Fd	157,549 76	171,395 75
465	SPDR Dow Jones REIT	26,223 40	33,931 05
<b><i>Sub Total</i></b>		<b>372,002.92</b>	<b>495,748.18</b>
<b><u>Bank Accounts</u></b>			
13 1	Fifth Third Sweep Account	13 10	13 10
<b><i>Sub Total</i></b>		<b>13.10</b>	<b>13.10</b>
<b><u>Money Market Funds</u></b>			
148,500	Federated Inst Prime Obligations MM Cash Res	148,500 00	148,500 00

Account Name: The Power Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2012			
1,000	Northern Trust Inst USGS MM 2012 Inc Tax Res	1,000 00	1,000 00
102,605 75	Northern Trust Inst USGS MM Invested Cash	102,605 75	102,605 75
<i>Sub Total</i>		\$ 252,105.75	252,105.75
<i>Grand Total</i>		\$ 7,753,574.22	8,974,601.38

The Power Foundation  
As of December 31, 2012

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
205 000	AFLAC Inc	Buy	05/15/2012	11/16/2012	Short	10.276	8.825	1.452
426 000	Charles Schwab Co	Buy	02/22/2011	01/31/2012	Short	4.933	8.097	(3.165)
3,574 000	iPath S&P 500 VIX Short-Term Futures ETN	Buy	02/24/2012	05/17/2012	Short	73.775	87.640	(13.865)
349 000	iShares Barclays TIPS Bond Fund	Buy	10/21/2011	07/16/2012	Short	42.295	39.979	2.316
235 000	iShares Russell 1000 Growth Index Fund	Buy	12/01/2011	01/12/2012	Short	13.971	13.726	245
244 000	iShares Russell 1000 Growth Index Fund	Buy	12/01/2011	10/19/2012	Short	15.975	14.252	1.723
367 000	iShares Russell 1000 Growth Index Fund	Buy	12/01/2011	01/24/2012	Short	22.291	21.436	855
1,254 000	Nabors Industries Ltd	Buy	06/21/2012	11/16/2012	Short	16.402	16.286	116
1,590 000	ProShares Short MSCI EAFE ETF	Buy	11/03/2011	01/10/2012	Short	80.650	79.602	1.049
972 000	SPDR Financial Select Sector ETF	Buy	12/01/2011	05/15/2012	Short	14.152	12.427	1.725
575 000	SPDR Financial Select Sector ETF	Buy	12/15/2011	05/15/2012	Short	8.372	7.288	1.084
269 000	SPDR Financial Select Sector ETF	Buy	01/12/2012	05/15/2012	Short	3.917	3.737	180
773 000	SPDR S&P Dividend ETF	Buy	09/22/2011	09/12/2012	Short	44.986	36.904	8.082
722 000	SPDR S&P Dividend ETF	Buy	02/03/2012	09/12/2012	Short	42.018	40.539	1.479
241 000	Transocean Ltd	Buy	07/14/2011	06/21/2012	Short	10.244	14.513	(4.269)
91 000	Transocean Ltd	Buy	01/12/2012	06/21/2012	Short	3.868	3.706	162
369 000	Vulcan Materials Company	Buy	07/21/2011	01/12/2012	Short	14.898	13.375	1.522
228 000	Abbott Labs	Buy	09/02/2009	11/16/2012	Long	14.336	10.293	4.044
151 000	Abbott Labs	Buy	11/20/2009	05/18/2012	Long	9.354	8.101	1.252
77 000	Abbott Labs	Buy	10/01/2010	05/18/2012	Long	4.770	4.044	726
60 000	Abbott Labs	Buy	12/14/2010	11/16/2012	Long	3.773	2.876	897
212 000	Abbott Labs	Buy	12/14/2010	09/21/2012	Long	14.820	10.161	4.660
76 000	Abbott Labs	Buy	01/04/2011	09/21/2012	Long	5.313	3.655	1.658
99 000	Abbott Labs	Buy	01/04/2011	05/18/2012	Long	6.132	4.761	1.372
145 000	AFLAC Inc	Buy	05/11/2009	11/16/2012	Long	7.269	5.184	2.084
154 000	AFLAC Inc	Buy	12/14/2010	11/16/2012	Long	7.720	8.587	(867)
19 000	Apple Computer Inc	Gift	10/1/2008	03/06/2012	Long	10.032	2.114	7.918
28 000	Apple Computer Inc	Gift	10/1/2008	08/22/2012	Long	18.564	3.116	15.448
402 000	Automatic Data Processing Inc	Buy	06/04/2008	03/22/2012	Long	22.103	17.469	4.634
18 000	Becton Dickinson & Company	Buy	11/20/2009	06/21/2012	Long	1.327	1.324	3
206 000	Becton Dickinson & Company	Buy	02/22/2011	06/21/2012	Long	15.185	16.453	(1.268)

The Power Foundation  
As of December 31, 2012

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
387 000	Charles Schwab Co	Buy	08/27/2010	01/31/2012	Long	4.481	5.106	(625)
77 000	Charles Schwab Co	Buy	09/27/2010	01/31/2012	Long	892	1.079	(187)
688 000	Charles Schwab Co	Buy	01/04/2011	01/31/2012	Long	7.966	11.895	(3.929)
570 000	Cisco Systems Inc	Gift	4/29/2005	03/06/2012	Long	11.053	9.804	1.249
102 000	Exxon Mobil Corp	Gift	4/29/2005	05/18/2012	Long	8.397	5.747	2.650
316 000	1Shares Barclays TIPS Bond Fund	Buy	10/30/2008	07/16/2012	Long	38.296	29.584	8.712
388 000	1Shares Barclays TIPS Bond Fund	Buy	10/30/2008	05/17/2012	Long	46.474	36.324	10.150
278 000	1Shares Barclays TIPS Bond Fund	Buy	08/07/2009	05/17/2012	Long	33.298	27.828	5.470
1.270 000	1Shares MSCI Japan Index Fund	Buy	05/27/2009	11/15/2012	Long	11.237	11.976	(739)
4.240 000	1Shares MSCI Japan Index Fund	Buy	05/27/2009	01/10/2012	Long	38.877	39.982	(1.106)
4.342 000	1Shares MSCI Japan Index Fund	Buy	05/06/2010	01/10/2012	Long	39.812	43.581	(3.769)
2.218 000	1Shares MSCI Japan Index Fund	Buy	07/13/2011	11/15/2012	Long	19.624	23.821	(4.197)
195 000	Kellogg Company	Buy	01/16/2008	05/18/2012	Long	9.847	9.705	142
76 000	Kellogg Company	Buy	11/20/2009	05/18/2012	Long	3.838	4.045	(207)
115 000	Kohls Corporation	Buy	05/05/2011	11/16/2012	Long	5.858	6.066	(208)
287 000	Kohls Corporation	Buy	06/01/2011	11/16/2012	Long	14.619	15.213	(594)
8.720 930	Lazard International Equity Open Fund	Buy	04/22/2008	02/03/2012	Long	120.000	143.023	(23.023)
570 000	Merck and Co Inc New	Buy	12/06/1993	06/21/2012	Long	22.461	9.312	13.150
5 000	Merck and Co Inc New	Buy	10/20/2004	06/21/2012	Long	197	157	40
113 000	Merck and Co Inc New	Buy	11/20/2009	06/21/2012	Long	4.453	4.139	314
493 000	Microsoft Corp	Gift	7/26/2006	05/18/2012	Long	14.506	11.985	2.521
349 000	Oracle Corporation	Gift	9/6/2005	11/16/2012	Long	10.459	4.732	5.727
229 000	Pepsico Inc	Gift	4/29/2005	06/21/2012	Long	15.690	12.618	3.072
27 000	Pepsico Inc	Buy	10/01/2010	06/21/2012	Long	1.850	1.801	49
24.906 030	PIMCO Commodity Real Return Strategy Fund	Buy	01/23/2009	06/27/2012	Long	152.674	154.666	(1.992)
4.092 800	PIMCO Total Return Fund	Buy	01/07/2008	06/27/2012	Long	46.249	44.325	1.924
7.166 590	PIMCO Total Return Fund	Buy	03/13/2008	06/27/2012	Long	80.982	77.614	3.368
1.451 270	PIMCO Total Return Fund	Buy	06/10/2008	06/27/2012	Long	16.399	15.369	1.030
1.813 240	PIMCO Total Return Fund	Buy	04/07/2010	06/27/2012	Long	20.490	20.000	490
240 000	Procter & Gamble Co	Buy	05/02/2008	06/21/2012	Long	14.361	16.042	(1.681)
7 000	Procter & Gamble Co	Buy	01/04/2011	06/21/2012	Long	419	452	(33)

The Power Foundation  
As of December 31, 2012

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
124 000	Procter & Gamble Co	Buy	01/04/2011	11/16/2012	Long	8.273	8.011	262
129 000	Procter & Gamble Co	Buy	04/13/2011	11/16/2012	Long	8.607	8.128	479
86 000	Qualcomm Inc	Buy	11/20/2009	03/22/2012	Long	5.698	3.883	1.816
712 000	SPDR S&P Dividend ETF	Buy	09/22/2011	10/19/2012	Long	41.603	33.992	7.611
5 000	Wal-Mart Stores Inc	Buy	08/03/2009	06/21/2012	Long	338	250	89
86 000	Wal-Mart Stores Inc	Buy	08/03/2009	09/21/2012	Long	6.395	4.294	2.101
92 000	Wal-Mart Stores Inc	Buy	11/20/2009	06/21/2012	Long	6.226	4.992	1.234
103 000	Wal-Mart Stores Inc	Buy	01/14/2010	06/21/2012	Long	6.970	5.614	1.356
76 000	Wal-Mart Stores Inc	Buy	10/01/2010	06/21/2012	Long	5.143	4.063	1.080
156 000	Wal-Mart Stores Inc	Buy	01/04/2011	06/21/2012	Long	10.557	8.522	2.035
262 000	YUM Brands Inc	Buy	10/13/2009	04/18/2012	Long	19.099	9.240	9.859
Total Short Term Gain (Loss)						423.024	422.332	692
Total Long Term Gain (Loss)						1,075,365	987,114	88,251
Total Schedule D						1,498,389	1,409,446	88,943
Total Long Term Capital Gain Distribution								40,648
Class Action Settlement Treated as Long Term Capital Gain Distribution								122
Total Gain/(Loss)								129,713

**THE POWER FOUNDATION  
38-6119490**

**136 E. MICHIGAN AVENUE, SUITE 1201, KALAMAZOO, MI 49007  
2012 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FORM 990-PF**

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**PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES**

**NOTE (1)**

The Connable Office, Inc has been appointed agent by the Trustees of The Foundation to serve as custodian and investment manager of the funds and property of The Foundation For these services, under the Agency Agreement, The Connable Office, Inc receives annual fees at the rate of 1% of the market value of the assets, which includes a reasonable amount of bookkeeping and clerical expenses

Messrs Hilboldt, Kruis, Eldridge, and Melvin are employed by, or have an interest in, The Connable Office, Inc