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 , 2012, and ending , 20

Name of foundation: WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

A Employer identification number: 59-3156041

Number and street (or P O box number if mail is not delivered to street address): 1050 TALLEYRAND AVENUE

Room/suite

B Telephone number (see instructions): (904) 353-5353

City or town, state, and ZIP code: JACKSONVILLE, FL 32206

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,006,536.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	93,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	421.	421.		ATCH 1
	4 Dividends and interest from securities	22,506.	22,506.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	166,909.			
	b Gross sales price for all assets on line 6a 704,688.				
	7 Capital gain net income (from Part IV, line 2)		166,909.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	282,836.	189,836.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	107,657.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	33,935.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	2,600.	1,300.		
	c Other professional fees (attach schedule) *	7,977.	7,977.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	6,779.	227.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	179.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	159,127.	9,504.		
	25 Contributions, gifts, grants paid	216,762.			216,762.
	26 **Total expenses and disbursements.** Add lines 24 and 25	375,889.	9,504.	0	216,762.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-93,053.			
	b **Net investment income** (if negative, enter -0-)		180,332.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 2 1 2013
OGDEN, UT
IRS-OSC

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	76,524.	61,360.	61,360.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	911,661.	945,176.	945,176.
	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)	988,185.	1,006,536.	1,006,536.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 8)	2,570.	2,300.	
	23	Total liabilities (add lines 17 through 22)	2,570.	2,300.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	814,755.	814,755.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	170,860.	189,481.	
	30	Total net assets or fund balances (see instructions)	985,615.	1,004,236.	
	31	Total liabilities and net assets/fund balances (see instructions)	988,185.	1,006,536.	

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	985,615.
2	Enter amount from Part I, line 27a	2	-93,053.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	111,674.
4	Add lines 1, 2, and 3	4	1,004,236.
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	1,004,236.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	166,909.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	139,725.	1,064,792.	0.131223
2010	261,899.	1,063,754.	0.246203
2009	289,104.	1,016,977.	0.284278
2008	270,415.	841,833.	0.321222
2007	205,081.	1,091,800.	0.187838

2 **Total** of line 1, column (d)	2	1.170764
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	0.234153
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	970,323.
5 Multiply line 4 by line 3	5	227,204.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,803.
7 Add lines 5 and 6	7	229,007.
8 Enter qualifying distributions from Part XII, line 4	8	216,762.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,607.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,607.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,607.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,916.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,707.		
d	Backup withholding erroneously withheld — 6d: 10.		
7	Total credits and payments Add lines 6a through 6d	7	12,633.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,026.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 9,026. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
	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	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ NANCY POWERS Telephone no ▶ 904-353-5353

Located at ▶ 1050 TALLEYRAND AVE JACKSONVILLE, FL ZIP+4 ▶ 32206

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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
ATCH 10		107,657.	33,000.	0

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

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

Total number of other employees paid over $50,000 ▶

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		0

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	755,804.
b	Average of monthly cash balances	1b	59,192.
c	Fair market value of all other assets (see instructions)	1c	170,104.
d	**Total** (add lines 1a, b, and c)	1d	985,100.
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	985,100.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,777.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	970,323.
6	**Minimum investment return.** Enter 5% of line 5	6	48,516.

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	48,516.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,607.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,607.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	44,909.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	44,909.
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	44,909.

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	216,762.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	216,762.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	216,762.

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				44,909.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... 153,069.				
b From 2008 ...... 228,503.				
c From 2009 ...... 238,635.				
d From 2010 ...... 211,246.				
e From 2011 ...... 89,657.				
f Total of lines 3a through e	921,110.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 216,762.				
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				44,909.
e Remaining amount distributed out of corpus	171,853.			
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	1,092,963.			
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)	153,069.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	939,894.			
10 Analysis of line 9.				
a Excess from 2008 ... 228,503.				
b Excess from 2009 ... 238,635.				
c Excess from 2010 ... 211,246.				
d Excess from 2011 ... 89,657.				
e Excess from 2012 ... 171,853.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

WARREN P. POWERS

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

NONE

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

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

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

N/A

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

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

c Any submission deadlines.

NONE

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ **3a**				216,762.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,927.	
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	166,909.	
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)				189,836.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 189,836.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Nancy [signature] 11/8/13 trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMIE M. JOLLES	[signature]	11/5/2013		P00293744

Firm's name ▶ HEINZ & COMPANY, LLP. Firm's EIN ▶ 20-3903040

Firm's address ▶ 7545 CENTURION PARKWAY, SUITE 206 JACKSONVILLE, FL 32256 Phone no 904-652-2230

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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

Employer identification number
59-3156041

Organization type (check one).

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

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

General Rule

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

Special Rules

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

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

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

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

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

Employer identification number 59-3156041

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UNIT INTERNATIONAL 644 CESERY BLVD., SUITE 200 JACKSONVILLE, FL 32211	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	WARREN & JOANNE POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	$ 33,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

Employer identification number 59-3156041

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
		$	

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

Employer identification number 59-3156041

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					5,975.	
		CHARLES SCHWAB 9700 - SEE STMT ATCHD PROPERTY TYPE: SECURITIES				P	VAR	VAR
157,207.		150,003.					7,204.	
		CHARLES SCHWAB 9700 - SEE STMT ATCHD PROPERTY TYPE: SECURITIES				P	VAR	VAR
518,834.		368,748.					150,086.	
		CHARLES SCHWAB 7481 - SEE STMT ATCHD PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,022.		674.					348.	
		CHARLES SCHWAB 7481 - SEE STMT ATCHD PROPERTY TYPE: SECURITIES				P	VAR	VAR
21,650.		18,354.					3,296.	
TOTAL GAIN(LOSS)							166,909.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		421.	421.
	TOTAL	421.	421.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND AND INTEREST INCOME	22,506.	22,506.
TOTAL	22,506.	22,506.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO MANAGEMNET	7,933.	7,933.
MISC PORTFOLIO FEES	44.	44.
TOTALS	7,977.	7,977.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	6,552.	
FOREIGN TAX	227.	227.
TOTALS	6,779.	227.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
LICENSES & PERMITS	61.
PRINTING AND REPRODUCTION	5.
OFFICE SUPPLIES	113.
TOTALS	179.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK - VARIOUS	911,661.	945,176.	945,176.
TOTALS	911,661.	945,176.	945,176.

ATTACHMENT 8

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
PAYROLL LIABILITIES		2,570.	2,300.
	TOTALS	2,570.	2,300.

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN		111,674.
	TOTAL	111,674.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
WARREN P. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR 1.00	0	0	0
JOANNE C. POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	DIRECTOR 1.00	0	0	0
PATRICK D. POWERS 8141 EAST KAISER BOULEVARD SUITE 300 ANAHEIM HILLS, CA 92808	SECRETARY 1.00	0	0	0
NANCY POWERS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE 1.00	0	0	0
JANE COLLINS 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	EXECUTIVE DIRECTOR 16.00	107,657.	33,000.	0
	GRAND TOTALS	107,657.	33,000.	

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRIST THE KING CATHOLIC CHURCH 742 ARLINGOTN ROAD NORTH JACKSONVILLE, FL 32211	N/A 501(C)(3)	GENERAL FUNDS, DAY CARE PROGRAM AND OTHER MISC.	20,000.
EMERGENCY PREGNANCY SERVICE 1637 KING STREET JACKSONVILLE, FL 32204	N/A 501(C)(3)	GENERAL FUND	29,000.
IMMACULATE CONCEPTION CATHOLIC CHURCH 121 EAST DUVAL STREET JACKSONVILLE, FL 32202	N/A 501(C)(3)	GENERAL FUND	2,100.
S.M.O.M. - FEDERAL ASSOCIATION 1730 M STREET, NW SUITE 4 WASHONGTON, DC 20036	N/A 501(C)(3)	ANNUAL FUND	5,000.
EWTN 5817 OLD LEEDS ROAD IRONDALE, AL 35210-9948	N/A 501(C)(3)	GENERAL FUND	1,200.
L'ARCHE HARBOR HOUSE 700 ARLINGTON ROAD JACKSONVILLE, FL 32211-7306	N/A 501(C)(3)	GENERAL FUND	28,592.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUMEN ENTERTAINMENT, INC. PO BOX 24374 JACKSONVILLE, FL 32241-4374	N/A 501(C)(3)	GENERAL FUND	10,000.
PROJECT S.O.S. 6850 BELFORT OAKS PLACE JACKSONVILLE, FL 32216	N/A 501(C)(3)	GENERAL FUND	2,000
DIOCESE OF ST. AUGUSTINE 11626 OLD ST. AUGUSTINE ROAD JACKSONVILLE, FL 32259-2060	N/A 501(C)(3)	GENERAL FUNDS	5,000
QUEEN OF PEACE RADIO PO BOX 51585 JACKSONVILLE BEACH, FL 32240	N/A 501(C)(3)	GENERAL FUND	2,000.
DIOCESE OF PHOENIX 400 EAST MONROE PHOENIX, AZ 85004-2336	N/A 501(C)(3)	GENERAL FUND	5,000.
MAUR HILL - MOUNT ACADEMY 1000 GREEN STREET ATCHISON, KS 66002	N/A 501(C)(3)	PASTORAL PROGRAM	35,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COVENANT HOUSE 460 WEST 41ST STREET NEW YORK, NY 10036	N/A 501(C)(3)	GENERAL SUPPORT	1,100.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	N/A 501(C)(3)	GENERAL SUPPORT	500
JONES COLLEGE RADIO 5353 ARLINGTON EXPRESSWAY JACKSONVILLE, FL 32211	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
MISSIONARY OBLATES 9480 NORTH DE MAZENOD DRIVE BELLEVILLE, IL 62223	N/A 501(C)(3)	GENERAL SUPPORT	100.
ST. BONIFACE HAITI FOUNDATION 400 NORTH MAIN STREET RANDOLPH, MA 02368	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
THOMAS MORE SOCIETY 29 SOUTH LASALLE STREET, SUITE 440 CHICAGO, IL 60603	N/A 501(C)(3)	GENERAL SUPPORT	2,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOCIATION OF ST. LAWRENCE 1050 TALLEYRAND AVENUE JACKSONVILLE, FL 32206	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
ATCHISON CATHOLIC ELEMENTARY SCHOOL 1001 N. 2ND STREET ATCHISON, KS 66002	N/A 501(C)(1)	GENERAL SUPPORT	500.
BLACK REPUBLICAN PAC PO BOX 96613 WASHINGTON, DC 20090	N/A 527	GENERAL SUPPORT	100.
CATHOLIC CHARITIES - JACKSONVILLE 134 EAST CHURCH STREET JACKSONVILLE, FL 32202	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
DIOCESAN CENTER FOR FAMILY LIFE 2577 PARK STREET JACKSONVILLE, FL 32204	N/A 501(C)(1)	GENERAL SUPPORT	5,000.
DISCIPLES OF THE LORD JESUS CHRIST PO BOX 64 PRAYER TOWN, TX 79010	N/A 501(C)(3)	GENERAL SUPPORT	10,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOMINICAN SISTERS OF MARY 4597 WARREN ROAD ANN ARBOR, MI 48105	N/A 501(C)(3)	GENERAL SUPPORT	500.
FOOTHILLS FOOD BANK PO BOX 3434 CAREFEE, AZ 85377	N/A 501(C)(3)	GENERAL SUPPORT	20,000.
FRIENDS OF L'ARCHE ATLANTA PO BOX 2359 DECATUR, GA 30031	N/A 501(C)(3)	GENERAL SUPPORT	8,000.
HOLY FAMILY HOSPITAL OF BETHLEHEM 1730 M STREET, SUITE 403, NW WASHINGTON, DC 20036	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
KNIGHTS OF COLUMBUS 11069 3213 TROPHY PLACE JACKSONVILLE, FL 32225	N/A 501(C)(3)	GENERAL SUPPORT	2,000.
NATIONAL RIGHT TO LIVE VICTORY FUND PO BOX 96681 WASHINGTON, DC 20077	N/A 501(C)(3)	GENERAL SUPPORT	1,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. VINCENT DE PAUL REGIONAL SEMINARY 10701 SOUTH MILITARY TRAIL BOYNTON BEACH, FL 33436	N/A 501(C)(3)	GENERAL SUPPORT	8,000.
TEA PARTY PATRIOTS PO BOX 1205 MERRIFIELD, VA 22116	N/A 527	GENERAL SUPPORT	100.
THE GRUDEM FOUNDATION PO BOX 804 LUDLOW, MA 01056	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
THE DEPAUL SOCIETY - ST. VINCENT'S HEALTHCARE PO BOX 451564 JACKSONVILLE, FL 32203	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
THE GUARDIAN CATHOLIC SCHOOLS 4920 BRENTWOOD AVENUE JACKSONVILLE, FL 32206	N/A 501(C)(3)	GENERAL SUPPORT	3,870.
UAP WARRIOR FUND PO BOX 96565 WASHINGTON, DC 20090	N/A 501(C)(3)	GENERAL SUPPORT	100.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMENS HELP CENTER 1519 EMERSON STREET JACKSONVILLE, FL 32207	N/A 501(C)(3)	GENERAL SUPPORT	1,000.
THE CARDINAL NEWMAN SOCIETY 9415 WEST STREET MANASSAS, VA 20110	N/A 501(C)(3)	GENERAL SUPPORT	1,000
		TOTAL CONTRIBUTIONS PAID	216,762

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: WARREN P. AND JOANNE C. POWERS CHARITABLE FOUNDATION, INC.

Employer identification number: 59-3156041

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,552.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	7,552.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	153,382.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	5,975.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	159,357.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			7,552.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			159,357.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			166,909.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) or b $3,000 ... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: WARREN P. AND JOANNE C. POWERS CHARITABLE

Employer identification number: 59-3156041

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a CHARLES SCHWAB 9700 - SEE STMT ATCHD			157,207.	150,003.	7,204.
CHARLES SCHWAB 7481 - SEE STMT ATCHD			1,022.	674.	348.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 7,552.

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a CHARLES SCHWAB 9700 - SEE STMT ATCHD			518,834.	368,748.	150,086.
CHARLES SCHWAB 7481 - SEE STMT ATCHD			21,650.	18,354.	3,296.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 153,382.

0000090370106

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
WARREN P & JOANNE C POWERS CHA

Account Number
9148-9700

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Prepared on January 22, 2013

Your Independent Investment Manager and/or Advisor

POWERS CAPITAL INVESTMENTS INC
8141 E KAISER BLVD STE 300
ANAHEIM CA 92808
1 (714) 282-1566

The custodian of your brokerage account is: Charles Schwab & Co , Inc
For questions about this report, please contact your Independent Investment Manager and/or Advisor

009037

Table of Contents

Message Center

Your gain/loss report offers helpful information to assist you with tax preparation, including a summarized list of your realized gains/losses for 2012. You can also log in to www.schwab.com/sa_reports to view your documents securely online.

22/01-CG1C0902-009037-SML-928082241 179167 *
WARREN P & JOANNE C POWERS CHA
8141 E KAISER BLVD #300
ANAHEIM CA 92808

Need help reading this report?
See the UNDERSTANDING YOUR YEAR-END SCHWAB GAIN/LOSS REPORT section or visit www.schwab.com/GainLossGuide for more information.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1C0902-009037 179167

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ACADIAN EMERGING MKTS PORTFOLIO INST CL: AEMGX	22 4230	12/29/11	08/09/12	$397.34	$356.08	$41.26
Security Subtotal				**$397.34**	**$356.08**	**$41.26**
AMERICAN CENTURY GINNIE MAE INV: BGNMX	2,804.7240	multiple	07/30/12	$31,637.29	$31,608.77	$28.52
Security Subtotal				**$31,637.29**	**$31,608.77**	**$28.52**
BLACKROCK US OPPORTUNITIES PORT INST CL: BMCIX	136.3140	multiple	02/14/12	$4,978.00	$4,494.27	$483.73
BLACKROCK US OPPORTUNITIES PORT INST CL: BMCIX	77.6400	12/12/11	08/09/12	$2,764.92	$2,559 78	$205.14
Security Subtotal				**$7,742.92**	**$7,054.05**	**$688.87**
DODGE & COX INTL STOCK FUND: DODFX	55.4730	12/20/11	08/09/12	$1,746.53	$1,604.84	$141.69
Security Subtotal				**$1,746.53**	**$1,604.84**	**$141.69**
FAIRHOLME FUND: FAIRX	107.8240	12/16/11	03/13/12	$3,209.34	$2,531.71	$677.63
Security Subtotal				**$3,209.34**	**$2,531.71**	**$677.63**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C0902-009037 179168

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GOLDMAN SACHS DYNAMIC ALLOC FD INST CL SHR: GDIFX	381.6610	multiple	11/06/12	$4,251.61	$4,194 97	$56.64
Security Subtotal				**$4,251.61**	**$4,194.97**	**$56.64**
JPMORGAN SMALL CAP GROWTH INST: JISGX	51.0070	12/15/11	08/09/12	$612.09	$551.39	$60.70
Security Subtotal				**$612.09**	**$551.39**	**$60.70**
LOOMIS SAYLES BOND FUND CL I: LSBDX	73.1560	multiple	09/21/12	$1,097.70	$1,025.84	$71.86
Security Subtotal				**$1,097.70**	**$1,025.84**	**$71.86**
NEUBERGER BERMAN HIGH INCOME BD FD INV CL: NHINX	102.9180	multiple	11/06/12	$975 66	$921.76	$53.90
Security Subtotal				**$975.66**	**$921.76**	**$53.90**
PIMCO EMER MKTS CURRENCY INSTL CL: PLMIX	18.1760	multiple	09/21/12	$189.73	$186.29	$3.44
PIMCO EMER MKTS CURRENCY INSTL CL: PLMIX	4.3410	12/30/11	10/05/12	$45.68	$43.02	$2.66
Security Subtotal				**$235.41**	**$229.31**	**$6.10**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	135 2800	multiple	02/01/12	$1,499.82	$1,478.62	$21.20
Security Subtotal				**$1,499.82**	**$1,478.62**	**$21.20**
SCH US AGG BND ETF: SCHZ	30.0000	12/27/11	02/14/12	$1,555.38	$1,545.18	$10.20
SCH US AGG BND ETF: SCHZ	170.0000	12/27/11	02/14/12	$8,813.82	$8,758.40	$55.42
SCH US AGG BND ETF: SCHZ	100.0000	12/27/11	08/09/12	$5,256.38	$5,147.90	$108.48
SCH US AGG BND ETF: SCHZ	170.0000	12/27/11	08/09/12	$8,935.85	$8,754.49	$181.36
SCH US AGG BND ETF: SCHZ	170.0000	12/27/11	08/09/12	$8,935.85	$8,756.02	$179.83
SCH US AGG BND ETF: SCHZ	330.0000	12/27/11	08/09/12	$17,346.06	$16,994 01	$352.05
Security Subtotal				**$50,843.34**	**$49,956.00**	**$887.34**
SPDR GOLD TRUST SPDR GOLD SHARES: GLD	47.0000	02/10/12	09/17/12	$8,043.90	$7,849 54	$194.36
Security Subtotal				**$8,043.90**	**$7,849.54**	**$194.36**
SSGA EMERGING MARKETS FD: SSEMX	24.2630	10/21/11	08/09/12	$467.79	$442.56	$25.23
Security Subtotal				**$467.79**	**$442.56**	**$25.23**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
T ROWE PRICE INTL BOND FUND· RPIBX	34.2660	multiple	09/21/12	$347.60	$343.70	$3.90
Security Subtotal				**$347.60**	**$343.70**	**$3.90**
VANGUARD TOTAL STOCK MKT: VTI	200.0000	12/27/11	08/09/12	$14,340.97	$12,960.29	$1,380.68
VANGUARD TOTAL STOCK MKT: VTI	200.0000	12/27/11	08/09/12	$14,340.97	$12,960.47	$1,380.50
VANGUARD TOTAL STOCK MKT: VTI	215.0000	12/27/11	08/09/12	$15,416.54	$13,932.31	$1,484.23
Security Subtotal				**$44,098.48**	**$39,853.07**	**$4,245.41**
Total Short-Term				**$157,206.82**	**$150,002.21**	**$7,204.61**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A T & T INC NEW: T	51.0000	02/12/10	03/13/12	$1,587.03	$1,280.04	$306.99
Security Subtotal				**$1,587.03**	**$1,280.04**	**$306.99**
ACADIAN EMERGING MKTS PORTFOLIO INST CL: AEMGX	1,084.9330	multiple	08/09/12	$19,225 01	N/A	N/A
Security Subtotal				**$19,225.01**	**N/A**	**N/A**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BLACKROCK US OPPORTUNITIES PORT INST CL: BMCIX	71.1860	02/13/09	08/09/12	$2,535 08	$1,677.58	$857.50
BLACKROCK US OPPORTUNITIES PORT INST CL: BMCIX	124.4820	02/13/09	09/21/12	$4,600.00	$2,933.56	$1,666.44
Security Subtotal				**$7,135.08**	**$4,611.14**	**$2,523.94**
CHURCH & DWIGHT CO INC CHD	57 0000	05/20/09	05/29/12	$3,064.33	$1,467.35	$1,596.98
CHURCH & DWIGHT CO INC: CHD	143.0000	05/20/09	05/29/12	$7,687.85	$3,681.25	$4,006.60
CHURCH & DWIGHT CO INC: CHD	257.0000	05/20/09	05/29/12	$13,816.62	$6,615.69	$7,200.93
CHURCH & DWIGHT CO INC: CHD	400.0000	05/20/09	05/29/12	$21,504.47	$10,297.20	$11,207.27
CHURCH & DWIGHT CO INC: CHD	30.0000	05/28/10	05/29/12	$1,612.80	$995.08	$617.72
CHURCH & DWIGHT CO INC: CHD	43.0000	05/28/10	05/29/12	$2,311.69	$1,426.28	$885.41
Security Subtotal				**$49,997.76**	**$24,482.85**	**$25,514.91**
DODGE & COX INTL STOCK FUND: DODFX	1,342.0510	multiple	08/09/12	$42,253.47	$33,607.92	$8,645.55
DODGE & COX INTL STOCK FUND: DODFX	164.8360	02/10/09	09/21/12	$5,500.00	$3,215.15	$2,284.85
Security Subtotal				**$47,753.47**	**$36,823.07**	**$10,930.40**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FAIRHOLME FUND: FAIRX	923.5320	08/19/10	02/10/12	$24,955.00	$28,321.10	($3,366.10)
FAIRHOLME FUND: FAIRX	1,863.5880	08/19/10	03/13/12	$55,469.07	$57,148.93	($1,679.86)
Security Subtotal				**$80,424.07**	**$85,470.03**	**($5,045.96)**
GOLDMAN SACHS DYNAMIC ALLOC FD INST CL SHR: GDIFX	1,840.8670	03/25/11	11/06/12	$20,506.80	$20,000.00	$506.80
Security Subtotal				**$20,506.80**	**$20,000.00**	**$506.80**
JPMORGAN SMALL CAP GROWTH INST: JISGX	390.6530	08/19/10	08/09/12	$4,687.91	$3,427.26	$1,260.65
Security Subtotal				**$4,687.91**	**$3,427.26**	**$1,260.65**
KINDER MORGAN MGMT LLC: KMR	592.2432	02/05/08	09/28/12	$44,627.81	$19,621.87	$25,005.94
KINDER MORGAN MGMT LLC: KMR	1,120.2301	02/05/08	09/28/12	$84,404.68	$37,114 84	$47,289.84
KINDER MORGAN MGMT LLC: KMR	179.7698	04/17/09	09/28/12	$13,544.91	$5,758.16	$7,786.75
KINDER MORGAN MGMT LLC: KMR	107.7567	02/12/10	09/28/12	$8,119.88	$5,007.63	$3,112.25
Security Subtotal				**$150,697.28**	**$67,502.50**	**$83,194.78**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LOOMIS SAYLES BOND FUND CL I: LSBDX	479.9940	multiple	09/21/12	$7,202.30	$5,901.42	$1,300 88
Security Subtotal				**$7,202.30**	**$5,901.42**	**$1,300.88**
NEUBERGER BERMAN HIGH INCOME BD FD INV CL: NHINX	565.0320	multiple	08/09/12	$5,300.00	$5,294 50	$5.50
NEUBERGER BERMAN HIGH INCOME BD FD INV CL: NHINX	2,742 1190	multiple	11/06/12	$25,995.29	$22,240.56	$3,754.73
Security Subtotal				**$31,295.29**	**$27,535.06**	**$3,760.23**
PIMCO EMER MKTS CURRENCY INSTL CL: PLMIX	288.3890	multiple	09/21/12	$3,010.27	$2,925.47	$84.80
PIMCO EMER MKTS CURRENCY INSTL CL: PLMIX	2,807.3020	multiple	10/05/12	$29,544.04	$27,965 99	$1,578.05
Security Subtotal				**$32,554.31**	**$30,891.46**	**$1,662.85**
PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	764.0010	multiple	02/01/12	$8,470.27	$8,087.80	$386.52
Security Subtotal				**$8,470.27**	**$8,087.80**	**$386.52**
SSGA EMERGING MARKETS FD: SSEMX	1,497.6630	multiple	08/09/12	$28,874.94	$16,295.04	$12,579.90
Security Subtotal				**$28,874.94**	**$16,295.04**	**$12,579.90**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
WARREN P & JOANNE C POWERS CHA

Account Number
9148-9700

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
T ROWE PRICE INTL BOND FUND: RPIBX	448.7570	multiple	09/21/12	$4,552.40	$4,403.51	$148.89
Security Subtotal				**$4,552.40**	**$4,403.51**	**$148.89**
THIRD AVENUE FOCUSED CREDIT FD INST CL· TFCIX	500.6980	multiple	08/09/12	$5,000.00	$5,207.38	($207.38)
Security Subtotal				**$5,000.00**	**$5,207.38**	**($207.38)**
THIRD AVENUE REAL ESTATE VALUE FD INSTL: TAREX	445.0380	multiple	02/01/12	$9,970.09	$6,980 60	$2,989.49
THIRD AVENUE REAL ESTATE VALUE FD INSTL: TAREX	237.8310	multiple	08/09/12	$5,900 00	$3,163.47	$2,736.53
THIRD AVENUE REAL ESTATE VALUE FD INSTL: TAREX	115.0360	02/10/09	09/21/12	$3,000.00	$1,509.01	$1,490.99
Security Subtotal				**$18,870.09**	**$11,653.08**	**$7,217.01**
Total Long-Term				**$518,834.01**	**$353,571.64** h	**$146,041.41** h
Total Realized Gain or (Loss)				**$676,040.83**	**$503,573.85** h	**$153,246.02** h

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C0902-009037 179175

Investment Detail - Unpriced Securities

Accounting Method
Unpriced Securities: High Cost

Unpriced Securities	Quantity	Market Price	Market Value / *Cost Basis*	Unrealized Gain or (Loss)
W H X CORP CONV PFD BXXX BANKRUPT EFF 07/29/05	900.0000	N/A	N/A / *4,889.95*	N/A
Total Unpriced Securities	900.0000		N/A	N/A
Total Cost Basis:			4,889.95	

Total Investment Detail	192,738.28
Total Account Value (excl. Unpriced Securities)	192,738.28
Total Cost Basis	160,268.24

Realized Gain or (Loss)

Accounting Method: High Cost

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WINN DIXIE STORES NEW: WINN	99.0000	02/08/11	02/03/12	934.00	658.00	276.00
Total Short Term				934.00	658.00	276.00

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WINN DIXIE STORES NEW: WINN	301.0000	multiple	02/03/12	2,839.74	1,238.53 i	544.56 '

G000005130609

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CT2M1202-000513 75251

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ADFITECH INC: ADFT	100.0000	03/10/08	02/07/12	255.00	0.00	255.00
Total Long Term				3,094.74	1,238.53	799.56
Total Realized Gain or (Loss)				4,028.74	1,896.53	1,075.56

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Fixed Income Activity

Settle Date	Trade Date	Transaction	Description	Par	Unit Price	Total Amount
02/24/12	06/30/11	Cash-In-Lieu	MIG LLC 15.5%16 NOTES DUE 12/31/16: 55312LAA8			0.54
02/24/12	12/31/11	Cash-In-Lieu	MIG LLC 15.5%16 NOTES DUE 12/31/16: 55312LAA8			0.39
Total Fixed Income Activity						0.93

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
02/08/12	02/03/12	Sold	WINN DIXIE STORES NEW: WINN	(400.0000)	9.4569	3,773.74
02/09/12	02/06/12	Bought	XEROX CORP: XRX	250.0000	7 9455	(1,995.33)
02/10/12	02/07/12	Sold	ADFITECH INC: ADFT	(100.0000)	2.6000	255.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

CT2M1202-000513 75252

Investment Detail - Unpriced Securities

Accounting Method
Unpriced Securities: First In First Out [FIFO]

Unpriced Securities	Quantity	Market Price	Market Value / Cost Basis	Unrealized Gain or (Loss)
W H X CORP CONV PFD BXXX BANKRUPT EFF 07/29/05	900.0000	N/A	N/A 4,889.95	N/A
Total Unpriced Securities	900.0000		N/A	N/A
		Total Cost Basis	4,889.95	

Total Investment Detail	195,546.57
Total Account Value (excl. Unpriced Securities)	195,546.57
Total Cost Basis	158,497.94

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SPECTRUM BRANDS 12%19NOTES DUE 08/28/19TDR EXP: 3/1: 84762LAE5	701.0000	multiple	03/20/12	740.12	2,805.00 '	(2,145.12) '
Total Long Term				740.12	2,805.00	(2,145.12)
Total Realized Gain or (Loss)				740.12	2,805.00	(2,145.12)

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

G000011200609

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
WARREN P & JOANNE C POWERS CHA
MKT: PRIVATE MGMT GRP

Account Number 1980-7481

Statement Period May 1-31, 2012

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ARCHER-DANIELS-MIDLND CO: ADM	80.0000	multiple	05/08/12	2,624.77	2,776.22	(151.45)
Total Long Term				2,624.77	2,776.22	(151.45)
Total Realized Gain or (Loss)				2,624.77	2,776.22	(151.45)

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
05/01/12	04/26/12	Bought	TENET HEALTHCARE CORP: THC	90.0000	5.1416	(471.69)
05/11/12	05/08/12	Sold	ARCHER-DANIELS-MIDLND CO: ADM	(80.0000)	32.9222	2,624.77
05/15/12	05/10/12	Bought	METLIFE INC: MET	34.0000	34.6891	(1,188.38)
05/15/12	05/10/12	Bought	XEROX CORP: XRX	200.0000	7.6276	(1,534.47)
Total Equities Activity						(569.77)
Total Purchases & Sales						(569.77)

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
05/01/12	05/01/12	Qualified Dividend	TORCHMARK CORPORATION: TMK	10 05
05/08/12	05/08/12	Qualified Dividend	BANK OF NY MELLON CP NEW: BK	24.05

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: First In First Out [FIFO]

Other Assets (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
TERRENO REALTY CORP REIT SYMBOL: TRNO	125.0000	15.1100	1,888.75 *2,075.64*	<1%	(186.89)
Total Other Assets	1,785.0000		17,940.65	9%	40.55
Total Cost Basis			17,900.10		

Total Investment Detail	189,535.44
Total Account Value	189,535.44
Total Cost Basis	154,284.28

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
JOHNSON & JOHNSON: JNJ	30.0000	multiple	06/01/12	1,845.96	1,757 28	88.68
CROWN POINT VENTURES F: CWVLF	0.2064	07/24/08	06/07/12	0.11	0.00	0.11
Total Long Term				1,846.07	1,757.28	88.79
Total Realized Gain or (Loss)				1,846.07	1,757.28	88.79

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: First In First Out [FIFO]

Other Assets (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
PARKWAY PROPERTIES INC REIT SYMBOL: PKY	210.0000	11.1300	2,337.30 *2,433.89*	1%	(96.59)
Total Other Assets	1,660.0000	*Total Cost Basis:*	16,422.80 *15,824.46*	9%	598.34

Total Investment Detail	189,095.60
Total Account Value	189,095.60
Total Cost Basis	*154,966.41*

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
ENGILITY HLDGS INC: EGL	4.1666	09/22/11	07/18/12	70.35	0.00	70.35
Total Short Term				70.35	0.00	70.35

Long Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
MERCK & CO INC NEW: MRK	60.0000	multiple	06/27/12	2,406.40	1,799.43	606.97
TERRENO REALTY CORP REIT: TRNO	125.0000	04/13/11	06/27/12	1,836.96	2,075.64	(238.68)
ENGILITY HLDGS INC: EGL	0.3333	03/16/11	07/18/12	5.87	0.00	5.87

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long Term (continued)	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
ENGILITY HLDGS INC: EGL	3.8333	03/16/11	07/18/12	64.72	0.00	64.72
Total Long Term				4,313.95	3,875.07	438.88
Total Realized Gain or (Loss)				4,384.30	3,875.07	509.23

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Fixed Income Activity

Settle Date	Trade Date	Transaction	Description	Par	Unit Price	Total Amount
06/30/12	06/30/12	Payment In Kind	MIG LLC 15.5%16 NOTES DUE 12/31/16: 55312LAA8	132.0000		
Total Fixed Income Activity						0.00

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
07/02/12	06/27/12	Bought	AEGON NV ORD REG AMER F SPONSORED ADR: AEG	275.0000	4.3373	(1,201 71)
07/02/12	06/27/12	Sold	MERCK & CO INC NEW: MRK	(60.0000)	40.2567	2,406.40
07/03/12	06/28/12	Bought	HARTFORD FINL SVCS GRP: HIG	50.0000	16.6170	(839.80)
07/03/12	06/28/12	Bought	METLIFE INC: MET	65.0000	29.2500	(1,910.20)
07/17/12	07/12/12	Bought	SUPERVALU INC: SVU	200.0000	2.9827	(605.49)

Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: First In First Out [FIFO]

Other Assets (continued)	Quantity	Market Price	Market Value / Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
PARKWAY PROPERTIES INC REIT SYMBOL: PKY	210.0000	13.3700	2,807.70 2,433.89	1%	373.81
Total Other Assets	1,660.0000		17,341.70	8%	1,517.24
		Total Cost Basis:	15,824.46		

Total Investment Detail	205,020.97
Total Account Value:	205,020.97
Total Cost Basis:	156,323.73

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
GRUPO FINC INBURSA SEROFSERIES O ORDINARY SHARES: GPFOF	521.0000	06/15/04	09/06/12	1,387.54	338.13	1,049.41
Total Long Term				1,387.54	338.13	1,049.41
Total Realized Gain or (Loss)				1,387.54	338.13	1,049.41

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: First In First Out [FIFO]

Other Assets (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
PARKWAY PROPERTIES INC REIT SYMBOL: PKY	210.0000	13.7700	2,891.70 *2,433.89*	1%	457.81
Total Other Assets	1,660.0000		18,096.70	9%	2,272.24
		Total Cost Basis:	15,824.46		

Total Investment Detail	208,613.98
Total Account Value	208,613.98
Total Cost Basis	158,044.71

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
TENET HEALTHCARE NEW: THC	0.7500	03/12/12	10/12/12	17.73	16.38	1.35
Total Short Term				17.73	16.38	1.35

Long Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
JOHNSON & JOHNSON: JNJ	20.0000	multiple	10/08/12	1,378.63	1,163.55	215.08

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

SIPC

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long Term (continued)	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized
MERCK & CO INC NEW: MRK	25.0000	multiple	10/08/12	1,141 38	821.57	319.81
Total Long Term				2,520.01	1,985.12	534.89
Total Realized Gain or (Loss)				2,537.74	2,001.50	536.24

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
10/05/12	10/02/12	Bought	SAFEWAY INC: SWY	69.0000	16.1290	(1,121.85)
10/11/12	10/08/12	Sold	JOHNSON & JOHNSON: JNJ	(20.0000)	69.3806	1,378.63
10/11/12	10/08/12	Sold	MERCK & CO INC NEW: MRK	(25.0000)	46.0142	1,141.38
10/11/12	10/11/12	Reverse Split	TENET HEALTHCARE CORPXXX 1 FOR 4 REVERSE SPLIT	(335.0000)		
10/11/12	10/11/12	Reverse Split	TENET HEALTHCARE NEW: THC	83.0000		
10/12/12	10/12/12	Cash-In-Lieu	TENET HEALTHCARE NEW: THC			17 73
10/16/12	10/11/12	Bought	TESCO PLC SPONSORED ADRF 1 ADR REP 3 ORD: TSCDY	125.0000	15.0590	(1,891.33)

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
PARKWAY PROPERTIES INC REIT SYMBOL: PKY	210.0000	13.4400	2,822.40 *2,433.89*	1%	388.51
Total Other Assets	1,660.0000		18,067.40	9%	2,242.94
		Total Cost Basis:	15,824.46		

Total Investment Detail	207,310.00
Total Account Value	207,310.00
Total Cost Basis	160,294.83

Realized Gain or (Loss)

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
KEMPER CORPORATION: KMPR	100.0000	03/04/09	11/01/12	3,151.99	935.12	2,216.87
Total Long Term				3,151.99	935.12	2,216.87
Total Realized Gain or (Loss)				3,151.99	935.12	2,216.87

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
PARKWAY PROPERTIES INC REIT SYMBOL: PKY	210.0000	13.9900	2,937.90 *2,433.89*	1%	504.01
Total Other Assets	1,660.0000	Total Cost Basis:	19,184.40 15,824.46	9%	3,359.94

Total Investment Detail	215,546.05
Total Account Value	215,546.05
Total Cost Basis	159,434.95

Realized Gain or (Loss)

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CISCO SYSTEMS INC· CSCO	100.0000	06/16/11	12/12/12	1,970.85	1,506.57	464.28
Total Long Term				1,970.85	1,506.57	464.28
Total Realized Gain or (Loss)				1,970.85	1,506.57	464.28

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

FEDERAL FOOTNOTES

FORM 990-PF, PART XV, LINE 2D

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

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

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

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

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

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

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

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 ▶ NANCY POWERS

Telephone No. ▶ 904 353-5353 FAX No. ▶ ____________

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 12 or
▶ [ ] tax year beginning ____________, 20 ____, and ending ____________, 20 ____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 12,623.
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	$ 5,916.
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	$ 6,707.

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

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

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

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

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

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

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

- The books are in the care of ▶ NANCY POWERS
  Telephone No ▶ 904 353-5353 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

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

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$	12,623.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$	12,623.
c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶