



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



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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation POWELL CHARITABLE FOUNDATION		A Employer identification number 65-1175747
Number and street (or P O box number if mail is not delivered to street address) C/O 6629 FAIRWAY VIEW TRAIL		B Telephone number (see instructions)
City or town, state, and ZIP code ROANOKE, VA 24018		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,744,201	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)	582,160			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	38,699	38,699		
	4 Dividends and interest from securities	76,542	76,542		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STM139	56,916			
	b Gross sales price for all assets on line 6a 2,017,761				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	754,317	115,241		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STM107	329	164		165
	b Accounting fees (attach schedule) STM108	4,172	3,129		1,043
	c Other professional fees (attach schedule) STM109	226,494	169,871		56,623
	17 Interest	908	908		
	18 Taxes (attach schedule) (see instructions) STM110	212	212		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STM103	1,548	1,127		421
	24 Total operating and administrative expenses. Add lines 13 through 23	233,663	175,411		58,252
	25 Contributions, gifts, grants paid	311,300			311,300
	26 Total expenses and disbursements. Add lines 24 and 25	544,963	175,411		369,552
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	209,354			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)			0	

BP

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a	N/A			
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**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8 } **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	332,934	5,214,050	0.063853
2010	386,763	4,696,956	0.082343
2009	284,876	3,596,637	0.079206
2008	180,587	2,926,613	0.061705
2007	65,882	1,321,890	0.049839

2 Total of line 1, column (d) **2** 0.336947

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** 0.067389

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 5,464,053

5 Multiply line 4 by line 3 **5** 368,217

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

7 Add lines 5 and 6 **7** 368,217

8 Enter qualifying distributions from Part XII, line 4 **8** 369,552

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0
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	0
3 Add lines 1 and 2		3	
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	0
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	591	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		591
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		591
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	591	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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	N/A	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

STM114

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>PAUL POWELL JR</u> Telephone no. ▶ _____ Located at ▶ <u>303 APPERSON DRIVE SALEM, VA</u> ZIP+4 ▶ <u>24153</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here _____ and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ _____	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ <u>N/A</u>		
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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (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)?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? ☐ Yes ☒ No
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? ☐ Yes ☒ No**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
PAUL POWELL JR 303 APPERSON DRIVE SALEM, VA 24153	TRUSTEE 16	STMA01 140,000	0	0

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

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

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

-0-

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		- 0 -

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	- 0 -
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	- 0 -
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	- 0 -

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,659,417
b	Average of monthly cash balances	1b	1,887,372
c	Fair market value of all other assets (see instructions)	1c	473
d	Total (add lines 1a, b, and c)	1d	5,547,262
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,547,262
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,209
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,464,053
6	Minimum investment return. Enter 5% of line 5	6	273,203

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	273,203
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	273,203
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	273,203
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	273,203

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	369,552
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	369,552
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	369,552

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				273,203
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	67,220			
b From 2008	35,660			
c From 2009	105,203			
d From 2010	151,915			
e From 2011	72,231			
f Total of lines 3a through e	432,229			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	369,552			
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				273,203
e Remaining amount distributed out of corpus	96,349			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	528,578			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			-0-	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				-0-
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	67,220			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	461,358			
10 Analysis of line 9:				
a Excess from 2008	35,660			
b Excess from 2009	105,203			
c Excess from 2010	151,915			
d Excess from 2011	72,231			
e Excess from 2012	96,349			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE,

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

NONE,

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE	N/A		CHARITABLE/TAX-EXEMPT PURPOSE	311,300
Total			▶ 3a	311,300
b Approved for future payment NONE				-0-
Total			▶ 3b	-0-

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.					
	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	38,699	
4 Dividends and interest from securities			14	76,542	
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					
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)				115,241	
13 Total. Add line 12, columns (b), (d), and (e)				13	115,241

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization	
(2) Purchases of assets from a noncharitable exempt organization	
(3) Rental of facilities, equipment, or other assets	
(4) Reimbursement arrangements	
(5) Loans or loan guarantees	
(6) Performance of services or membership or fundraising solicitations	

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.

[illegible]

☐ Yes ☒ No

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

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

Signature of officer or trustee

Date _____

Title

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

Print/Type preparer's name

Preparer's signature _____

Date

Check ☒ self-employed

PTIN

Firm's name

► Family

Firm's address

30 Vesey St New York, NY 10007

Firm's EIN

► 13-3011380

Phone no

212-245-7779

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

POWELL CHARITABLE FOUNDATION

65-1175747

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 POWELL CHARITABLE FOUNDATION	Employer identification number 65-1175747
-------------------------------------------------------------	-----------------------------------------------------

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	JOHN POWELL TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 116,432	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	PEGGY DANIELS TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 116,432	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	WILLIAM POWELL TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 116,432	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	PAUL POWELL TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 116,432	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	MARY ROBERTS TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 116,432	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

PART XV, 3 - Grants And Contributions Paid During The Year 2012

<u>Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Star Community Inc. 13757 Broadfording Church Rd. Hagerstown, MD 21740	None	Adult Care	\$ 42,000
The RAFIKI FOUNDATION 19001 Huebner RD#2 San Antonio, TX 78258-4040	Yes	Mission	4,000
Emory & Henry College P.O. Box 947 Emory, VA 24327-0947	None	Educational	35,000
Blue Ridge Mountain Council, BSA P.O. Box 7606 Roanoke, VA 24019	None	Youth Dev.	3,500
Saint Francis of Assisi P.O. Box 18538 Roanoke, VA 24109	None	Disability Assist.	3,000
Fellowship Community Church 1226 Red Lane Extension Salem, VA 24153	None	Religious	23,000
St. Paul's Episcopal Church 42 East Main Street Salem, VA 24153	None	Religious	20,300
Blue Ridge Women's Center 5034 Williamson Road NW Roanoke, VA 24012	None	Advocacy	5,000
Salem Museum & Historical Society 801 E. Main Street Salem, VA 24153	None	Preservation	40,000

The Ryan Shelor Fund (C) P.O. Box 1145 Salem, VA 24153	None	Special Needs	\$3,000
Young Life 420 N. Cascade Avenue Colorado Springs, CO 80903-3325	None	Youth Ministry	11,000
Faith Christian School 3565 Buck Mountain Road Roanoke, Virginia 24018	None	Religious	10,000
League of Animal Protection P.O. Box 581 Pinecastle, Virginia 24090	None	Wildlife	2,600
Campus Crusade For Christ	None	Religious	2,000
Carver GW Elementary East 4 th Street Salem, Virginia 24153	None	Educational	10,000
DAV - Virginia	None	Philanthropic	1,000
East Salem Elementary Salem, Virginia 24153	None	Educational	10,000
Salem City Schools 510 S. College Ave. Salem, Virginia 24153	None	Educational	2,000
Salem Sports Foundation Salem, Virginia 24153	Yes	Educational	10,000
South Salem Elementary 1600 Carolyn Rd. Salem, Virginia 24153	None	Educational	10,000
West Salem Elementary 520 N. Bruffey St. Salem, Virginia 24153	None	Educational	10,000
Action International Ministries 502 232 nd SW Mountlake Terrace, WA 98043	None	Philanthropic & Religious	500

Apple Ridge Farm 541 Luck Ave., SW, Ste. 304 Roanoke, Virginia 24016	None	Philanthropic & Religious	1,000
In His Image Ministry PO Box 1731 Keller, Texas 76244	None	Educational & Religious	8,400
St. John's Lutheran Church 4608 Brambleton Ave. Roanoke, Virginia 24018	None	Religious	3,000
Virginia Chiefs of Police 1606 Santa Rosa Rd. Richmond, Virginia 23229	Yes	Leadership	1,000
Virginia Western Community College PO Box 14007 Roanoke, Virginia 24038		Educational	40,000
			<hr/>
TOTAL			\$311,300

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

Form 990PF, Part VII-A, Line 10
Substantial Contributors Schedule

Statement #114

NameAddress

JOHN POWELL TCLAT

303 APPERSON DRIVE
SALEM

VA 24153

PEGGY DANIELS TCLAT

303 APPERSON DRIVE
SALEM

VA 24153

WILLIAM POWELL TCLAT

303 APPERSON DRIVE
SALEM

VA 24153

PAUL POWELL TCLAT

303 APPERSON DRIVE
SALEM

VA 24153

MARY ROBERTS TCLAT

303 APPERSON DRIVE
SALEM

VA 24153

STM115

Form 990PF, Part III, Line 3
Other Increases Schedule

PG 01

Statement #115

ACCRUAL ADJUSTMENTS

157,469

Total

157,469

STM137

Form 990PF, Part II, Line 10(b)
Investments: Corporate Stock Schedule

PG 01

Statement #137

CategoryBOYBook ValueEOY FMV

WACHOVIA TR MANAGED A/C

1,059,939

1,147,530

1,147,530

CATAWBA/FIDELITY BROKERAGE

563,959

560,975

560,975

DAVENPORT & COMPANY LLC

502,801

864,041

864,041

GREYSTON/METLIFE SECURITIES

205,189

336,021

336,021

RAYMOND JAMES

209,129

248,632

248,632

WELLS FARGO BK AGENCY

270,981

274,111

274,111

CLAYTOR EQUITY PARTNERS

523,258

581,883

581,883

Totals

3,335,256

4,013,193

4,013,193

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

Form 990PF, Part I, Line 6(a)
Gain(Loss) from Sale of Other Assets Schedule

Statement #139

Name	SEE ATTACHED SCHEDULE
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 5,736
Basis	\$ 5,309
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 427

Name	SEE ATTACHED SCHEDULE
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 23,427
Basis	\$ 22,637
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 790

Name	SEE ATTACHED SCHEDULE
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 1,086,691
Basis	\$ 1,095,672
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ (8,981)

Name	SEE ATTACHED SCHEDULE
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 245,024
Basis	\$ 236,611
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 8,413

Capital Gains-2012 - Last year

1/1/2012 through 12/31/2012

10/9/2013

Page 1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
SHORT TERM						
PIMCO Real Return Fd A	1.365	12/1/2011	11/14/2012	17.36	16.07	1.29
PIMCO Real Return Fd A	12.022	12/8/2011	11/14/2012	152.93	141.55	11.38
PIMCO Real Return Fd A	17.947	12/8/2011	11/14/2012	228.30	211.31	16.99
PIMCO Real Return Fd A	3.904	12/29/2011	11/14/2012	49.66	45.97	3.69
PIMCO Real Return Fd A	0.673	12/31/2011	11/14/2012	8.56	7.92	0.64
PIMCO Real Return Fd A	0.568	2/1/2012	11/14/2012	7.23	6.69	0.54
PIMCO Real Return Fd A	0.539	3/1/2012	11/14/2012	6.86	6.35	0.51
PIMCO Real Return Fd A	0.512	4/2/2012	11/14/2012	6.51	6.03	0.48
PIMCO Real Return Fd A	0.927	5/1/2012	11/14/2012	11.79	10.91	0.88
PIMCO Real Return Fd A	3.981	6/1/2012	11/14/2012	50.64	46.87	3.77
PIMCO Real Return Fd A	402.901	6/6/2012	11/14/2012	5,125.25	4,743.76	381.49
PIMCO Real Return Fd A	2.545	7/2/2012	11/14/2012	32.37	29.96	2.41
PIMCO Real Return Fd A	0.740	8/1/2012	11/14/2012	9.41	8.71	0.70
PIMCO Real Return Fd A	0.829	9/4/2012	11/14/2012	10.55	9.76	0.79
PIMCO Real Return Fd A	0.664	10/1/2012	11/14/2012	8.45	7.82	0.63
PIMCO Real Return Fd A	0.763	11/1/2012	11/14/2012	9.71	8.98	0.73
				5,735.58	5,308.66	426.92
LONG TERM						
Harbor Bond Fund	160.772	9/20/2010	2/22/2012	2,000.00	2,079.80	-79.80
TCW Total Return Bond Fund	406.504	9/20/2010	2/22/2012	4,000.00	4,129.51	-129.51
Eaton Vance Strategic Incom	246.305	9/20/2010	2/24/2012	2,000.00	2,016.28	-16.28
MFS Emerging Markets Debt	132.714	9/20/2010	2/24/2012	2,000.00	1,986.66	13.34
PIMCO Real Return Fd A	166.806	9/20/2010	2/24/2012	2,000.00	1,907.59	92.41
Yacktman Fund	104.657	9/20/2010	10/15/2012	2,000.00	1,791.20	208.80
PIMCO Real Return Fd A	709.618	9/20/2010	11/14/2012	9,028.96	8,355.05	671.91
PIMCO Real Return Fd A	0.145	10/4/2010	11/14/2012	1.84	1.71	0.13
PIMCO Real Return Fd A	1.320	11/2/2010	11/14/2012	16.79	15.54	1.25
PIMCO Real Return Fd A	0.964	12/2/2010	11/14/2012	12.26	11.35	0.91
PIMCO Real Return Fd A	1.486	1/4/2011	11/14/2012	18.90	17.50	1.40
PIMCO Real Return Fd A	1.283	1/4/2011	11/14/2012	16.32	15.11	1.21
PIMCO Real Return Fd A	0.792	2/2/2011	11/14/2012	10.07	9.33	0.74
PIMCO Real Return Fd A	1.415	3/2/2011	11/14/2012	18.00	16.66	1.34
PIMCO Real Return Fd A	3.267	4/4/2011	11/14/2012	41.56	38.47	3.09
PIMCO Real Return Fd A	3.479	5/3/2011	11/14/2012	44.26	40.96	3.30
PIMCO Real Return Fd A	6.161	6/2/2011	11/14/2012	78.37	72.54	5.83
PIMCO Real Return Fd A	4.512	7/5/2011	11/14/2012	57.40	53.12	4.28
PIMCO Real Return Fd A	3.328	8/2/2011	11/14/2012	42.34	39.18	3.16
PIMCO Real Return Fd A	0.676	9/2/2011	11/14/2012	8.60	7.96	0.64
PIMCO Real Return Fd A	0.602	10/4/2011	11/14/2012	7.66	7.09	0.57
PIMCO Real Return Fd A	2.044	11/1/2011	11/14/2012	26.00	24.07	1.93
				23,427.33	22,636.68	790.65
				29,162.91	27,945.34	1,217.57

CAP. GAINS - ALL ACCOUNTS

Capital Gains-2012 - Last year

1/1/2012 through 12/31/2012

10/2/2013

Page 1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM						
IShares Barclay Short Treas...	453.000	12/8/2011	2/3/2012	49,915.34	49,933.28	-17.94
Barclays IPATH Linked US\$/...	650.000	2/3/2012	2/17/2012	48,125.13	49,978.50	-1,853.37
Barclays USD Intelligent Carr...	1,085.000	12/8/2011	2/24/2012	50,863.88	49,981.94	881.94
Barclays IPATH Index Linked...	340.000	3/1/2012	5/7/2012	11,349.97	12,552.80	-1,202.83
Barclays IPATH DJ UBS Co...	282.000	3/1/2012	5/7/2012	11,505.37	12,481.29	-975.92
Greenhaven Cont. ETF Com...	394.000	3/1/2012	5/7/2012	11,291.83	12,085.52	-793.69
IShares S&P GSCI Commodi...	347.000	3/1/2012	5/7/2012	11,389.15	12,481.95	-1,092.80
IShares Barclay 7-10 Yr Trea...	16.000	5/24/2012	5/24/2012	1,710.68	1,710.40	0.28
IShares Iboxx \$ Yld Corp Bo...	100.000	5/24/2012	6/8/2012	8,833.90	8,850.95	-17.05
IShares Barclay TIPS Bond F...	75.000	5/24/2012	6/21/2012	9,002.81	9,019.49	-16.68
IShares Barclay 20+ Yr Trea...	70.000	6/8/2012	8/17/2012	8,499.21	8,861.99	-362.78
IShares MSCI Peru Index Fund	150.000	3/1/2012	9/10/2012	6,322.38	6,686.99	-364.61
IShares MSCI Thailand Index...	92.000	3/1/2012	9/10/2012	6,734.25	6,665.40	68.85
IShares MSCI Mexico Mkt In...	110.000	3/1/2012	9/10/2012	6,939.75	6,629.69	310.06
IShares Dow J US Index Fund	96.000	3/1/2012	9/10/2012	6,936.81	6,660.47	276.34
IShares MSCI Malaysia Free ...	450.000	3/1/2012	9/10/2012	6,452.91	6,646.25	-193.34
SPDR Euro STOXX 50 ETF	498.000	3/1/2012	9/10/2012	15,841.53	16,661.84	-820.31
IShares Barclay 7-10 Yr Trea...	84.000	5/24/2012	11/26/2012	9,105.40	8,979.59	125.81
IShares Barclay 7-10 Yr Trea...	94.000	9/14/2012	11/26/2012	10,189.37	10,015.69	173.68
IShares Barclay Short Treas...	430.000	11/3/2011	2/2/2012	47,380.79	47,394.60	-13.81
Barclays IPATH Linked US\$/...	600.000	2/2/2012	2/2/2012	44,405.20	46,380.00	-1,974.80
Barclays USD Intelligent Carr...	1,030.000	10/4/2011	2/24/2012	48,295.83	46,329.09	1,966.74
Barclays IPATH Index Linked...	320.000	3/1/2012	5/7/2012	10,640.56	11,730.08	-1,089.52
Barclays IPATH DJ UBS Co ...	260.000	3/1/2012	5/7/2012	10,566.19	11,497.17	-930.98
Greenhaven Cont. ETF Com...	370.000	3/1/2012	5/7/2012	10,581.77	11,333.96	-752.19
IShares S&P GSCI Commodi...	330.000	3/1/2012	5/7/2012	10,801.16	11,853.80	-1,052.64
IShares Iboxx \$ Yld Corp Bo...	100.000	5/24/2012	6/7/2012	8,849.85	8,845.90	3.95
IShares Barclay TIPS Bond F...	70.000	5/24/2012	6/21/2012	8,418.02	8,416.09	1.93
IShares Barclay 20+ Yr Trea...	70.000	6/7/2012	8/16/2012	8,555.22	8,745.09	-189.87
IShares MSCI Peru Index Fund	140.000	3/1/2012	9/10/2012	5,910.68	6,185.19	-274.51
IShares MSCI Thailand Index...	90.000	3/1/2012	9/10/2012	6,580.65	6,499.80	80.85
IShares MSCI Mexico Mkt In...	100.000	3/1/2012	9/10/2012	6,318.87	6,001.99	316.88
IShares Dow J US Index Fund	90.000	3/1/2012	9/10/2012	6,504.16	6,225.29	278.87
IShares MSCI Malaysia Free ...	420.000	3/1/2012	9/10/2012	6,022.71	6,182.17	-159.46
SPDR Euro STOXX 50 ETF	465.000	3/1/2012	9/10/2012	14,796.20	15,464.97	-668.77
IShares Barclay 7-10 Yr Trea...	80.000	5/24/2012	11/26/2012	8,675.82	8,553.59	122.23
IShares Barclay 7-10 Yr Trea...	90.000	9/14/2012	11/26/2012	9,760.29	9,606.59	153.70
IShares Dow J US Industrial ...	715.000	11/15/2012	11/20/2012	49,913.10	49,048.93	864.17
Select Sector SPDR utilities ...	1,420.000	11/15/2012	11/20/2012	48,634.05	48,734.26	-100.21
SPDR Sector Materials Fund	1,665.000	11/20/2012	12/3/2012	60,637.94	59,540.23	1,097.71
SPDR Sector Health Care Fu...	390.000	11/15/2012	12/10/2012	15,829.75	15,096.86	732.89
SPDR Sector Consumer Sta...	430.000	11/15/2012	12/10/2012	15,548.45	14,667.11	881.34
SPDR Sector Financial Fund	945.000	11/15/2012	12/10/2012	15,062.96	14,401.71	661.25
SPDR Sector Consumer Disc...	310.000	11/15/2012	12/10/2012	14,665.77	13,996.47	669.30
IShares Dow J US Industrial ...	145.000	12/10/2012	12/17/2012	10,571.72	10,537.80	33.92
SPDR Sector Health Care Fu...	260.000	11/15/2012	12/17/2012	10,573.99	10,064.57	509.42
SPDR Sector Consumer Sta...	275.000	11/15/2012	12/17/2012	9,910.81	9,380.13	530.68
SPDR Sector Financial Fund	710.000	11/15/2012	12/17/2012	11,487.61	10,820.33	667.28
SPDR Sector Consumer Disc. .	210.000	11/15/2012	12/17/2012	9,897.10	9,481.48	415.62
IShares Dow J US Industrial ...	105.000	12/10/2012	12/24/2012	7,676.38	7,630.82	45.56

Capital Gains-2012 - Last year

1/1/2012 through 12/31/2012

10/2/2013

Page 2

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
IShares DJ US Utility Sector I...	80.000	12/17/2012	12/24/2012	6,935.04	7,033.60	-98.56
SPDR Sector Health Care Fu...	160.000	11/15/2012	12/24/2012	6,406.26	6,193.58	212.68
SPDR Sector Consumer Sta...	170.000	11/15/2012	12/24/2012	5,949.87	5,798.63	151.24
SPDR Sector Financial Fund	470.000	11/15/2012	12/24/2012	7,693.73	7,162.75	530.98
SPDR Sector Consumer Disc...	160.000	11/15/2012	12/24/2012	7,567.83	7,223.98	343.85
IShares Dow J US Industrial ...	70.000	12/10/2012	12/31/2012	5,065.80	5,087.21	-21.41
IShares DJ US Utility Sector I...	55.000	12/17/2012	12/31/2012	4,687.55	4,835.60	-148.05
SPDR Sector Health Care Fu...	130.000	11/15/2012	12/31/2012	5,138.79	5,032.29	106.50
SPDR Sector Consumer Sta...	155.000	11/15/2012	12/31/2012	5,342.75	5,286.98	55.77
SPDR Sector Materials Fund	165.000	12/24/2012	12/31/2012	6,121.38	6,113.25	8.13
SPDR Sector Financial Fund	365.000	11/15/2012	12/31/2012	5,907.40	5,562.56	344.84
SPDR Sector Consumer Disc...	120.000	11/15/2012	12/31/2012	5,608.68	5,417.99	190.69
PIMCO Real Return Fd A	1.365	12/1/2011	11/14/2012	17.36	16.07	1.29
PIMCO Real Return Fd A	12.022	12/8/2011	11/14/2012	152.92	141.55	11.37
PIMCO Real Return Fd A	17.947	12/8/2011	11/14/2012	228.29	211.31	16.98
PIMCO Real Return Fd A	3.904	12/29/2011	11/14/2012	49.66	45.97	3.69
PIMCO Real Return Fd A	0.673	12/31/2011	11/14/2012	8.56	7.92	0.64
PIMCO Real Return Fd A	0.568	2/1/2012	11/14/2012	7.22	6.69	0.53
PIMCO Real Return Fd A	0.539	3/1/2012	11/14/2012	6.86	6.35	0.51
PIMCO Real Return Fd A	0.512	4/2/2012	11/14/2012	6.51	6.03	0.48
PIMCO Real Return Fd A	0.927	5/1/2012	11/14/2012	11.79	10.91	0.88
PIMCO Real Return Fd A	3.981	6/1/2012	11/14/2012	50.64	46.87	3.77
PIMCO Real Return Fd A	402.901	6/6/2012	11/14/2012	5,124.90	4,743.76	381.14
PIMCO Real Return Fd A	2.545	7/2/2012	11/14/2012	32.37	29.96	2.41
PIMCO Real Return Fd A	0.740	8/1/2012	11/14/2012	9.41	8.71	0.70
PIMCO Real Return Fd A	0.829	9/4/2012	11/14/2012	10.54	9.76	0.78
PIMCO Real Return Fd A	0.664	10/1/2012	11/14/2012	8.45	7.82	0.63
PIMCO Real Return Fd A	0.763	11/1/2012	11/14/2012	9.71	8.98	0.73
Goldman Sachs Large Cap V...	107.825	10/20/2011	1/12/2012	1,199.01	1,145.21	53.80
Goldman Sachs Large Cap V...	22.880	12/8/2011	1/12/2012	254.43	243.01	11.42
JP Morgan High Yield Bond Fd	6.203	5/2/2011	4/17/2012	48.82	48.69	0.13
JP Morgan High Yield Bond Fd	6.153	6/1/2011	4/17/2012	48.42	48.29	0.13
JP Morgan High Yield Bond Fd	5.693	7/1/2011	4/17/2012	44.80	44.68	0.12
JP Morgan High Yield Bond Fd	5.968	8/1/2011	4/17/2012	46.97	46.84	0.13
JP Morgan High Yield Bond Fd	6.466	9/1/2011	4/17/2012	50.89	50.75	0.14
JP Morgan High Yield Bond Fd	6.346	10/3/2011	4/17/2012	49.94	49.81	0.13
JP Morgan High Yield Bond Fd	4.975	11/1/2011	4/17/2012	39.15	39.05	0.10
JP Morgan High Yield Bond Fd	5.590	12/1/2011	4/17/2012	43.99	43.87	0.12
JP Morgan High Yield Bond Fd	6.879	12/16/2011	4/17/2012	54.14	53.99	0.15
JP Morgan High Yield Bond Fd	11.223	12/16/2011	4/17/2012	88.33	88.09	0.24
JP Morgan High Yield Bond Fd	5.764	12/31/2011	4/17/2012	45.36	45.24	0.12
JP Morgan High Yield Bond Fd	4.742	2/1/2012	4/17/2012	37.32	37.22	0.10
JP Morgan High Yield Bond Fd	5.038	3/1/2012	4/17/2012	39.65	39.54	0.11
JP Morgan High Yield Bond Fd	5.317	4/2/2012	4/17/2012	41.84	41.73	0.11
T. Rowe Price Int'l Bond Fund	2.169	5/3/2011	4/17/2012	21.43	21.08	0.35
T. Rowe Price Int'l Bond Fund	2.046	6/2/2011	4/17/2012	20.21	19.89	0.32
T. Rowe Price Int'l Bond Fund	2.042	7/5/2011	4/17/2012	20.17	19.85	0.32
T. Rowe Price Int'l Bond Fund	2.020	8/2/2011	4/17/2012	19.96	19.63	0.33
T. Rowe Price Int'l Bond Fund	2.063	9/2/2011	4/17/2012	20.38	20.05	0.33
T. Rowe Price Int'l Bond Fund	2.078	10/4/2011	4/17/2012	20.53	20.20	0.33
T. Rowe Price Int'l Bond Fund	1.100	11/2/2011	4/17/2012	10.87	10.69	0.18
T. Rowe Price Int'l Bond Fund	1.167	12/2/2011	4/17/2012	11.53	11.34	0.19

Capital Gains-2012 - Last year

1/1/2012 through 12/31/2012

10/2/2013

Page 3

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
T Rowe Price Int'l Bond Fund	13.809	12/20/2011	4/17/2012	136.43	134.22	2.21
T. Rowe Price Int'l Bond Fund	1.234	12/31/2011	4/17/2012	12.19	11.99	0.20
T. Rowe Price Int'l Bond Fund	1.014	2/2/2012	4/17/2012	10.02	9.86	0.16
T. Rowe Price Int'l Bond Fund	1.128	3/2/2012	4/17/2012	11.14	10.96	0.18
T. Rowe Price Int'l Bond Fund	1.229	4/3/2012	4/17/2012	12.14	11.95	0.19
Davis New York Venture Fund	15.608	10/20/2011	8/9/2012	548.31	474.90	73.41
Davis New York Venture Fund	2.121	12/22/2011	8/9/2012	74.51	64.54	9.97
Vanguard Inflation Protected ...	520.320	4/18/2011	3/2/2012	7,450.98	6,522.47	928.51
IShares Barclay 7-10 Yr Trea...	129.000	11/18/2011	2/14/2012	13,485.46	13,483.65	1.81
Short QQQ Proshares	427.000	11/4/2011	2/14/2012	11,824.30	13,151.17	-1,326.87
Proshares Short S&P 500 ETF	241.000	10/5/2011	2/14/2012	9,012.86	10,994.11	-1,981.25
Proshares Short S&P 500 ETF	342.000	10/5/2011	4/4/2012	12,295.41	15,601.60	-3,306.19
SPDR Pharmaceuticals ETF	59.000	5/3/2011	4/4/2012	3,361.17	3,000.07	361.10
IShares Core US Bond Mkt. ...	129.000	5/3/2011	4/10/2012	14,210.40	13,704.64	505.76
Proshares Short S&P 500 ETF	258.000	10/5/2011	4/10/2012	9,519.26	11,769.62	-2,250.36
Proshares Short S&P 500 ETF	121.000	10/28/2011	4/10/2012	4,464.46	4,875.48	-411.02
Vanguard MSCI Emerging M...	152.000	2/29/2012	5/1/2012	6,466.14	6,805.88	-339.74
Vanguard MSCI EAFE ETF	198.000	2/29/2012	5/1/2012	6,567.03	6,744.69	-177.66
PowerShs DB Commodity Tr...	257.000	12/22/2011	5/9/2012	6,904.66	7,176.36	-271.70
Guggenheim S&P 500 Equal ...	249.000	4/20/2012	7/16/2012	12,005.05	12,691.38	-686.33
IShares Iboxx Invest. Gr. Cor...	12.000	10/14/2011	10/10/2012	1,463.62	1,337.82	125.80
Select Sector SPDR utilities ...	124.000	5/9/2012	10/10/2012	4,557.24	4,418.03	139.21
PowerShs. DB Precious Met...	7.000	12/22/2011	10/11/2012	428.04	398.35	29.69
First Tr. Technology Alphade ...	106.000	4/20/2012	10/19/2012	2,236.73	2,431.73	-195.00
PowerShs. DB Base ETF US...	105.000	11/18/2011	10/19/2012	2,274.25	2,326.64	-52.39
Guggenheim S&P 500 Equal ...	13.000	4/20/2012	10/19/2012	692.81	662.60	30.21
Guggenheim S&P 500 Equal ...	4.000	5/1/2012	10/19/2012	213.17	205.68	7.49
Select Sector SPDR utilities ...	102.000	5/9/2012	10/19/2012	3,808.59	3,634.19	174.40
Select Sector SPDR utilities ...	37.000	7/13/2012	10/19/2012	1,381.55	1,370.56	10.99
Select Sector SPDR utilities ...	136.000	7/13/2012	11/1/2012	5,002.33	5,037.72	-35.39
First Tr. Technology Alphade...	79.000	4/20/2012	11/5/2012	1,598.13	1,812.32	-214.19
PowerShs. DB Base ETF US...	223.000	11/18/2011	11/6/2012	4,876.99	4,941.34	-64.35
IShares High Dividend Equity...	132.000	2/14/2012	11/9/2012	7,769.97	7,318.59	451.38
IShares High Dividend Equity...	15.000	2/14/2012	12/13/2012	909.43	831.66	77.77
IShares High Dividend Equity...	102.000	5/1/2012	12/13/2012	6,184.12	5,909.80	274.32
				1,086,690.57	1,095,672.49	-8,981.92

LONG TERM

Chubb Corp	65.000	1/25/2010	1/26/2012	4,622.06	3,222.46	1,399.60
Encana Corp	20.000	1/25/2010	1/26/2012	368.07	672.33	-304.26
Encana Corp	200.000	1/25/2010	1/26/2012	3,680.70	6,723.80	-3,043.10
ITT Corp	60.000	2/23/2010	1/26/2012	1,285.82	1,152.35	133.47
Harbor Int'l Fund I	118.104	2/3/2010	4/26/2012	6,965.00	6,304.43	660.57
Chevron Corp	100.000	2/22/2010	4/30/2012	10,303.11	7,294.89	3,008.22
Hewlett-Packard Co	150.000	1/25/2010	7/26/2012	2,715.03	7,783.02	-5,067.99
Engility Holdings Inc	16.000	3/18/2010	8/2/2012	229.86	223.16	6.70
Exelon Corp	155.000	1/25/2010	11/29/2012	4,570.42	7,495.49	-2,925.07
BAC Capital Trust Pref. 6.87...	2,000.000	8/9/2010	11/5/2012	50,000.00	48,521.52	1,478.48
Harbor Bond Fund	160.772	9/20/2010	2/22/2012	2,000.00	2,079.80	-79.80
TCW Total Return Bond Fund	406.504	9/20/2010	2/22/2012	4,000.00	4,129.51	-129.51
Eaton Vance Strategic Incom...	246.305	9/20/2010	2/24/2012	2,000.00	2,016.28	-16.28
MFS Emerging Markets Debt...	132.714	9/20/2010	2/24/2012	2,000.00	1,986.66	13.34

Capital Gains-2012 - Last year

1/1/2012 through 12/31/2012

10/2/2013

Page 4

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
PIMCO Real Return Fd A	166.806	9/20/2010	2/24/2012	2,000.00	1,907.59	92.41
Yacktman Fund	104.657	9/20/2010	10/15/2012	2,000.00	1,791.20	208.80
PIMCO Real Return Fd A	709.618	9/20/2010	11/14/2012	9,026.34	8,355.05	671.29
PIMCO Real Return Fd A	0.145	10/4/2010	11/14/2012	1.84	1.71	0.13
PIMCO Real Return Fd A	1.320	11/2/2010	11/14/2012	16.79	15.54	1.25
PIMCO Real Return Fd A	0.964	12/2/2010	11/14/2012	12.26	11.35	0.91
PIMCO Real Return Fd A	1.486	1/4/2011	11/14/2012	18.90	17.50	1.40
PIMCO Real Return Fd A	1.283	1/4/2011	11/14/2012	16.32	15.11	1.21
PIMCO Real Return Fd A	0.792	2/2/2011	11/14/2012	10.07	9.33	0.74
PIMCO Real Return Fd A	1.415	3/2/2011	11/14/2012	18.00	16.66	1.34
PIMCO Real Return Fd A	3.267	4/4/2011	11/14/2012	41.56	38.47	3.09
PIMCO Real Return Fd A	3.479	5/3/2011	11/14/2012	44.25	40.96	3.29
PIMCO Real Return Fd A	6.161	6/2/2011	11/14/2012	78.37	72.54	5.83
PIMCO Real Return Fd A	4.512	7/5/2011	11/14/2012	57.39	53.12	4.27
PIMCO Real Return Fd A	3.328	8/2/2011	11/14/2012	42.33	39.18	3.15
PIMCO Real Return Fd A	0.676	9/2/2011	11/14/2012	8.60	7.96	0.64
PIMCO Real Return Fd A	0.602	10/4/2011	11/14/2012	7.66	7.09	0.57
PIMCO Real Return Fd A	2.044	11/1/2011	11/14/2012	26.00	24.07	1.93
Goldman Sachs Large Cap V...	615.530	1/27/2010	1/12/2012	6,844.70	6,537.54	307.16
Goldman Sachs Large Cap V...	126.214	2/10/2010	1/12/2012	1,403.50	1,340.52	62.98
Goldman Sachs Large Cap V...	116.906	3/11/2010	1/12/2012	1,300.00	1,241.66	58.34
Goldman Sachs Large Cap V...	112.263	4/12/2010	1/12/2012	1,248.36	1,192.34	56.02
Goldman Sachs Large Cap V...	123.106	5/12/2010	1/12/2012	1,368.94	1,307.51	61.43
Goldman Sachs Large Cap V...	129.225	6/10/2010	1/12/2012	1,436.98	1,372.50	64.48
Goldman Sachs Large Cap V...	12.360	12/9/2010	1/12/2012	137.44	131.28	6.16
JP Morgan High Yield Bond Fd	295.972	1/25/2010	4/17/2012	2,329.30	2,323.02	6.28
JP Morgan High Yield Bond Fd	2.919	2/1/2010	4/17/2012	22.97	22.91	0.06
JP Morgan High Yield Bond Fd	90.323	2/8/2010	4/17/2012	710.84	708.93	1.91
JP Morgan High Yield Bond Fd	3.483	3/1/2010	4/17/2012	27.41	27.34	0.07
JP Morgan High Yield Bond Fd	89.172	3/9/2010	4/17/2012	701.78	699.89	1.89
JP Morgan High Yield Bond Fd	4.301	4/5/2010	4/17/2012	33.85	33.76	0.09
JP Morgan High Yield Bond Fd	87.940	4/8/2010	4/17/2012	692.09	690.22	1.87
JP Morgan High Yield Bond Fd	4.755	5/3/2010	4/17/2012	37.42	37.32	0.10
JP Morgan High Yield Bond Fd	89.172	5/10/2010	4/17/2012	701.78	699.89	1.89
JP Morgan High Yield Bond Fd	6.488	6/1/2010	4/17/2012	51.06	50.92	0.14
JP Morgan High Yield Bond Fd	91.265	6/8/2010	4/17/2012	718.26	716.32	1.94
JP Morgan High Yield Bond Fd	6.540	7/1/2010	4/17/2012	51.47	51.33	0.14
JP Morgan High Yield Bond Fd	6.288	8/2/2010	4/17/2012	49.49	49.35	0.14
JP Morgan High Yield Bond Fd	6.387	9/1/2010	4/17/2012	50.27	50.13	0.14
JP Morgan High Yield Bond Fd	5.930	10/4/2010	4/17/2012	46.67	46.54	0.13
JP Morgan High Yield Bond Fd	6.303	11/1/2010	4/17/2012	49.60	49.47	0.13
JP Morgan High Yield Bond Fd	6.690	12/1/2010	4/17/2012	52.65	52.51	0.14
JP Morgan High Yield Bond Fd	1.675	12/15/2010	4/17/2012	13.18	13.15	0.03
JP Morgan High Yield Bond Fd	1.578	12/15/2010	4/17/2012	12.42	12.39	0.03
JP Morgan High Yield Bond Fd	6.577	1/3/2011	4/17/2012	51.76	51.62	0.14
JP Morgan High Yield Bond Fd	5.798	2/1/2011	4/17/2012	45.63	45.51	0.12
JP Morgan High Yield Bond Fd	5.218	3/1/2011	4/17/2012	41.07	40.96	0.11
JP Morgan High Yield Bond Fd	6.099	4/1/2011	4/17/2012	48.00	47.87	0.13
T. Rowe Price Int'l Bond Fund	53.210	1/25/2010	4/17/2012	525.72	517.17	8.55
T. Rowe Price Int'l Bond Fund	0.189	2/1/2010	4/17/2012	1.87	1.84	0.03
T. Rowe Price Int'l Bond Fund	102.775	2/8/2010	4/17/2012	1,015.42	998.92	16.50
T. Rowe Price Int'l Bond Fund	0.998	3/1/2010	4/17/2012	9.86	9.70	0.16

Capital Gains-2012 - Last year

1/1/2012 through 12/31/2012

10/2/2013

Page 5

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
T Rowe Price Int'l Bond Fund	102.564	3/9/2010	4/17/2012	1,013.33	996.86	16.47
T. Rowe Price Int'l Bond Fund	1.273	4/5/2010	4/17/2012	12.58	12.37	0.21
T. Rowe Price Int'l Bond Fund	103.842	4/8/2010	4/17/2012	1,025.96	1,009.29	16.67
T Rowe Price Int'l Bond Fund	1.548	5/3/2010	4/17/2012	15.29	15.05	0.24
T Rowe Price Int'l Bond Fund	106.724	5/10/2010	4/17/2012	1,054.43	1,037.30	17.13
T Rowe Price Int'l Bond Fund	1.603	6/1/2010	4/17/2012	15.84	15.58	0.26
T. Rowe Price Int'l Bond Fund	110.375	6/8/2010	4/17/2012	1,090.51	1,072.78	17.73
T. Rowe Price Int'l Bond Fund	1.762	7/1/2010	4/17/2012	17.41	17.13	0.28
T. Rowe Price Int'l Bond Fund	1.907	8/2/2010	4/17/2012	18.84	18.53	0.31
T. Rowe Price Int'l Bond Fund	1.816	9/1/2010	4/17/2012	17.94	17.65	0.29
T Rowe Price Int'l Bond Fund	1.754	10/4/2010	4/17/2012	17.33	17.05	0.28
T. Rowe Price Int'l Bond Fund	1.911	11/2/2010	4/17/2012	18.88	18.57	0.31
T Rowe Price Int'l Bond Fund	1.980	12/2/2010	4/17/2012	19.56	19.24	0.32
T. Rowe Price Int'l Bond Fund	18.369	12/20/2010	4/17/2012	181.49	178.54	2.95
T. Rowe Price Int'l Bond Fund	2.092	1/4/2011	4/17/2012	20.67	20.33	0.34
T. Rowe Price Int'l Bond Fund	1.833	2/2/2011	4/17/2012	18.11	17.82	0.29
T. Rowe Price Int'l Bond Fund	1.876	3/2/2011	4/17/2012	18.53	18.23	0.30
T Rowe Price Int'l Bond Fund	2.121	4/4/2011	4/17/2012	20.96	20.61	0.35
JP Morgan Core Bond Fd	138.588	1/27/2010	4/19/2012	1,656.13	1,572.38	83.75
Davis New York Venture Fund	165.508	1/27/2010	8/9/2012	5,814.30	5,035.87	778.43
Davis New York Venture Fund	33.944	2/10/2010	8/9/2012	1,192.45	1,032.80	159.65
Davis New York Venture Fund	31.656	3/11/2010	8/9/2012	1,112.08	963.19	148.89
Davis New York Venture Fund	30.637	4/12/2010	8/9/2012	1,076.28	932.18	144.10
Davis New York Venture Fund	32.873	5/12/2010	8/9/2012	1,154.83	1,000.22	154.61
Davis New York Venture Fund	34.674	6/10/2010	8/9/2012	1,218.10	1,055.02	163.08
Davis New York Venture Fund	3.762	12/2/2010	8/9/2012	132.16	114.47	17.69
Vanguard Inflation Protected ...	471.698	9/12/2008	3/2/2012	6,754.71	5,912.97	841.74
Vanguard Inflation Protected .	1,317.957	10/7/2008	3/2/2012	18,873.14	16,521.24	2,351.90
Vanguard Short Term Bond ...	5.073	4/12/2010	8/14/2012	54.03	511.32	-457.29
CRM Mid Cap Value Fund I	670.463	10/7/2008	11/2/2012	20,247.98	15,697.02	4,550.96
CRM Mid Cap Value Fund I	73.785	8/19/2011	11/2/2012	2,228.31	1,727.47	500.84
SPDR S&P Dividend ETF	149.000	5/3/2011	7/13/2012	8,169.70	8,244.17	-74.47
PowerShs. DB Base ETF US...	137.000	10/5/2011	10/10/2012	3,003.41	3,090.40	-86.99
SPDR Sector Consumer Disc...	29.000	5/3/2011	10/11/2012	1,361.38	1,173.11	188.27
PowerShs. DB Base ETF US...	101.000	10/5/2011	10/19/2012	2,187.61	2,278.33	-90.72
iShares Core US Bond Mkt. ...	12.000	5/3/2011	11/1/2012	1,346.09	1,274.85	71.24
iShares Core US Bond Mkt. ...	112.000	7/15/2011	11/1/2012	12,563.49	12,048.75	514.74
SPDR S&P Dividend ETF	122.000	5/3/2011	11/9/2012	6,946.47	6,750.26	196.21
SPDR Pharmaceuticals ETF	235.000	5/3/2011	12/14/2012	13,334.70	11,949.42	1,385.28
				245,023.52	236,610.83	8,412.69
				1,331,714.09	1,332,283.32	-569.23

Federal Supporting Statements

2012 PG 02

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

Form 990PF, Part I, Line 6(a)

Statement #139

Gain(Loss) from Sale of Other Assets Schedule

Name	THRU CLATOR EQUITY PARTNERS
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 30,450
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 30,450

Name	THRU CLATOR EQUITY PARTNERS
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 3,419
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 3,419

Federal Supporting Statements

2012 PG 03

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

Form 990PF, Part I, Line 6(a)
Gain(Loss) from Sale of Other Assets Schedule

Statement #139

Name	L.T.CAPITAL GAIN DISTRIBUTIONS
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	VARIOUS
Gross Sales	\$ 22,372
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 22,372

Name	S.T.CAPITAL GAIN DISTRIBUTIONS
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	VARIOUS
Gross Sales	\$ 26
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 26

STM139

Form 990PF, Part I, Line 6(a)
Gain(Loss) from Sale of Other Assets Schedule

PG 04
 Statement #139

Name	RETURN OF CAPITAL
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 600,616
Basis	\$ 600,616
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$

Federal Supporting Statements

2012 PG01

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

Form 990PF, Part VIII
Compensation Explanation

Statement #A01

Name

PAUL POWELL JR

Explanation

TRUSTEE FEES

Federal Supporting Statements

2012 PG 01

Your Social Security Number

65-1175747

Name(s) as shown on return

POWELL CHARITABLE FOUNDATION

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
BANK FEES	22	11	0	11
OFFICE SUPPLIES	120	60	0	60
POSTAGE	292	146	0	146
INVESTMENT EXPENSES	299	299	0	0
MISCELLANEOUS MEETING EXPENSES	26	19	0	7
OTHER MISCELLANEOUS EXPENSES	789	592	0	197
Totals	1,548	1,127	0	421

PG 01

Statement #107

Form 990PF, Part I, Line 16(a) - Legal Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
LEGAL FEES	329	164	0	165
Totals	329	164	0	165

Federal Supporting Statements

2012 PG 01

Your Social Security Number

65-1175747

Name(s) as shown on return

POWELL CHARITABLE FOUNDATION

Statement #108

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

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
ACCOUNTING FEES	4,172	3,129	0	1,043
Totals	4,172	3,129	0	1,043

PG 01

Statement #109

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

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
PORTFOLIO MANAGEMENT FEES	36,494	27,371	0	9,123
TRUSTEE FEES	140,000	105,000	0	35,000
FOUNDATION MEETING FEES	50,000	37,500	0	12,500
Totals	226,494	169,871	0	56,623

Federal Supporting Statements

2012 PG 01

Your Social Security Number

65-1175747

Name(s) as shown on return

POWELL CHARITABLE FOUNDATION

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FOREIGN TAX W/H	803	803	0	0
TAX REFUND	(591)	(591)	0	0
Totals	212	212	0	0

COPY

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 ☒
- 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	Employer identification number (EIN) or
	POWELL CHARITABLE FOUNDATION	65-1175747
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O 6629 FAIRWAY VIEW TRAIL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ROANOKE, VA 24018	

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 ► **PAUL A POWELL, JR.,**

Telephone No. ► **540-389-1811** 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 **AUGUST 15**, 20 **13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ 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	\$	-0-
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	\$	591
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	\$	NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No 27916D

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	POWELL CHARITABLE FOUNDATION	65-1175747
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O 6629 FAIRWAY VIEW TRAIL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ROANOKE, VA 24018	

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.

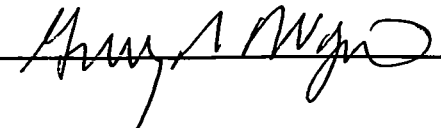
- The books are in the care of ► **PAUL A POWELL, JR., 303 APPERSON DRIVE, SALEM, VA 24153**
Telephone No. ► **540-389-1811** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four 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 **NOVEMBER 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 **THE FOUNDATION IS COLLECTING INFORMATION FROM OUTSIDE SOURCES THAT IS NECESSARY FOR A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	591.
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	\$	NONE

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 ► **7/6/13**

Form **8868** (Rev. 1-2013)