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

2012

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

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

The Powell Foundation
2121 San Felipe #110
Houston, TX 77019A Employer identification number
74-6104592B Telephone number (see the instructions)
713-523-7557C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 25,363,545.J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

600,000.

2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

34.

34.

N/A

4 Dividends and interest from securities

819,847.

819,847.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

271,732.

b Gross sales price for all assets on line 6a

675,106.

7 Capital gain net income (from Part IV, line 2)

271,732.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

1,691,613.

1,091,613.

13 Compensation of officers, directors, trustees, etc

141,659.

7,083.

134,576.

14 Other employee salaries and wages

12,128.

606.

11,522.

15 Pension plans, annuities, and benefits

14,485.

724.

13,761.

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

2,000.

1,000.

1,000.

45,778.

45,778.

17 Interest

18 Taxes (attach schedule) (see instrs)

31,826.

11,374.

19 Depreciation (attach sch) and depletion

20 Occupancy

15,408.

770.

14,638.

21 Travel, conferences, and meetings

12,232.

612.

11,620.

22 Printing and publications

23 Other expenses (attach schedule)

10,790.

1,062.

9,728.

24 Total operating and administrative expenses. Add lines 13 through 23

286,306.

69,009.

196,845.

25 Contributions, gifts, grants paid Part XV

962,685.

902,685.

26 Total expenses and disbursements. Add lines 24 and 25

1,248,991.

69,009.

1,099,530.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

442,622.

b Not investment income (if negative, enter -0-)

1,022,604.

c Adjusted net income (if negative, enter -0-)

REVENUE

ADMINISTRATIVE AND EXPENSES

2-18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		226,239.	340,715.	340,715.
	3	Accounts receivable	19,421.			
		Less: allowance for doubtful accounts		10,293.	19,421.	19,421.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		310.	310.	310.
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 5		482,486.	454,362.	454,362.
	b	Investments — corporate stock (attach schedule) Statement 6		22,378,274.	24,548,737.	24,548,737.
	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	4,335.				
	Less: accumulated depreciation (attach schedule) See Stmt 7	4,335.				
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)		23,097,602.	25,363,545.	25,363,545.	
LIABILITIES	17	Accounts payable and accrued expenses		16,256.	1,152.	
	18	Grants payable		30,000.	90,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		46,256.	91,152.	
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		23,051,346.	25,272,393.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		23,051,346.	25,272,393.	
	31	Total liabilities and net assets/fund balances (see instructions)		23,097,602.	25,363,545.	

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	23,051,346.
2	Enter amount from Part I, line 27a	2	442,622.
3	Other increases not included in line 2 (itemize) See Statement 8	3	1,778,425.
4	Add lines 1, 2, and 3	4	25,272,393.
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	25,272,393.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 675,106.		403,374.	271,732.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			271,732.
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	271,732.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	904,402.	22,485,608.	0.040221
2010	759,456.	18,845,501.	0.040299
2009	1,022,026.	16,464,316.	0.062075
2008	1,163,617.	20,567,997.	0.056574
2007	1,037,223.	23,974,590.	0.043263

2 Total of line 1, column (d)	2	0.242432
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	0.048486
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	24,606,927.
5 Multiply line 4 by line 3	5	1,193,091.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,226.
7 Add lines 5 and 6	7	1,203,317.
8 Enter qualifying distributions from Part XII, line 4	8	1,099,530.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	20,452.	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.	
3 Add lines 1 and 2	3	20,452.	
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	20,452.	
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	19,300.	
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	19,300.	
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	1,152.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2013 estimated tax. Refunded	11		

Part VII-A Statements Regarding Activities

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

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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>www.powellfoundation.org</u>	13	X	
14	The books are in care of <u>Caroline Sabin</u> Telephone no <u>713-523-7557</u> Located at <u>2121 San Felipe, Suite 110 Houston TX</u> ZIP + 4 <u>77019</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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		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
1 a 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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> <u>20</u> <u>20</u> <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions).	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		141,658.	4,190.	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 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	1 a
b	Average of monthly cash balances	1 b 367,001.
c	Fair market value of all other assets (see instructions)	1 c 24,614,651.
d	Total (add lines 1a, b, and c)	1 d 24,981,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 24,981,652.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 374,725.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 24,606,927.
6	Minimum investment return. Enter 5% of line 5	6 1,230,346.

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

1	Minimum investment return from Part X, line 6	1 1,230,346.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a 20,452.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b
c	Add lines 2a and 2b	2 c 20,452.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 1,209,894.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 1,209,894.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 1,209,894.

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	1 a 1,099,530.
b	Program-related investments — total from Part IX-B.	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,099,530.
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 1,099,530.

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				1,209,894.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			48,117.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,099,530.				
a Applied to 2011, but not more than line 2a			48,117.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				1,051,413.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 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				158,481.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)

(4) Gross investment income

[illegible]

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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				
Arts (See attached pgs 1-2)	N/A	Public	See attachment	131,850.
Conservation (See attached pgs 2-3)	N/A	Public	See attachment	148,500.
Education (See attached pgs 3-6)	N/A	Public	See attachment	506,760.
Health (See attached pgs 6-7)	N/A	Public	See attachment	103,575.
Other (See attached pg 7)	N/A	Public	See attachment	12,000.
Total			3a	902,685.
b Approved for future payment See Statement 11				
Total			3b	90,000.

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	34.	
4	Dividends and interest from securities			14	819,847.	
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	271,732.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,091,613.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,091,613.

See worksheet in line 13 instructions to verify calculations)

[illegible]

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

The Powell Foundation

Employer identification number

74-6104592

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The Powell Foundation

74-6104592

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kitty King Powell 4718 Hallmark, AL 11 Houston, TX 77056	\$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			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

Employer identification number

The Powell Foundation

74-6104592

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

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

The Powell Foundation

Employer identification number

74-6104592

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.)

► \$ N/A

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

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

The Powell Foundation

74-6104592

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Compliance Services	\$ 2,000.	\$ 1,000.		\$ 1,000.
Total	<u>\$ 2,000.</u>	<u>\$ 1,000.</u>		<u>\$ 1,000.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Counseling	\$ 45,778.	\$ 45,778.		
Total	<u>\$ 45,778.</u>	<u>\$ 45,778.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	\$ 20,452.			
Foreign Tax	11,374.	\$ 11,374.		
Total	<u>\$ 31,826.</u>	<u>\$ 11,374.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 673.	\$ 673.		
Dues and subscriptions	748.			\$ 748.
Grant administration/monitoring	1,606.			1,606.
Insurance	1,561.	78.		1,483.
Office supplies	2,450.	123.		2,327.
Payroll processing	1,274.	64.		1,210.
Telephone expense	2,478.	124.		2,354.
Total	<u>\$ 10,790.</u>	<u>\$ 1,062.</u>		<u>\$ 9,728.</u>

The Powell Foundation

74-6104592

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Treasury Bonds - See attachment (p.1)	Mkt Val	\$ 299,691.	\$ 299,691.
Fed. Agency Bds - See attachment (p.1)	Mkt Val	154,671.	154,671.
		\$ 454,362.	\$ 454,362.
	Total	<u>\$ 454,362.</u>	<u>\$ 454,362.</u>

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - See attachment (p.2-5)	Mkt Val	\$ 18,134,270.	\$ 18,134,270.
Vanguard Total Int'l Stock Index	Mkt Val	3,869,078.	3,869,078.
Vanguard Mid-Cap Index Signal	Mkt Val	2,545,389.	2,545,389.
	Total	<u>\$ 24,548,737.</u>	<u>\$ 24,548,737.</u>

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

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Machinery and Equipment	\$ 4,335.	\$ 4,335.	\$ 0.	\$ 0.
Total	<u>\$ 4,335.</u>	<u>\$ 4,335.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 8
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments Total \$ 1,778,425.

The Powell Foundation

74-6104592

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Kitty King Powell 2121 San Felipe, Ste 110 Houston, TX 77019	Founding Dir. 1.00	\$ 0.	\$ 0.	\$ 0.
Nancy Powell Moore 2121 San Felipe, Ste 110 Houston, TX 77019	Pres/Treas/Dir. 3.00	1,986.	0.	0.
Ben H. Powell, V 2121 San Felipe, Ste 110 Houston, TX 77019	Vice Pres/Dir 2.00	0.	0.	0.
Albert S. Tabor 2121 San Felipe, Ste 110 Houston, TX 77019	VP/Sec/Dir. 2.00	0.	0.	0.
Marian P. Harrison 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Katherine P. Hill 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Harvin C. Moore IV 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Katherine Osborne Valdez 2121 San Felipe, Ste 110 Houston, TX 77019	Director 2.00	0.	0.	0.
Molly N. Kidd 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Caroline Sabin 2121 San Felipe, Ste 110 Houston, TX 77019	Executive Direc 40.00	139,672.	4,190.	0.
Total		\$ 141,658.	\$ 4,190.	\$ 0.

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

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

The Powell Foundation

74-6104592

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

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

Statement 11
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Change Happens! 3353 Elgin Houston, TX 77004	N/A	509(a)(1)	Juvenile offenders mentoring program	\$ 20,000.
Hermann Park Conservancy 6201-A Golf Course Drive Houston, TX 77030	N/A	509(a)(1)	Centennial Gardens project	35,000.
Neuhaus Education Center 4433 Bissonnet Bellaire, TX 77401	N/A	509(a)(1)	Language Arts curriculum to conform to state standards/STAAR	25,000.
Austin Foundation - TX Educ Grantmaker 4315 Guadalupe, Ste 300 Austin, TX 78751	N/A	509(a)(1)	Build awareness and support/improve public education	10,000.
Total				\$ <u>90,000.</u>

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PORTFOLIO APPRAISAL
Powell Foundation
As of December 31, 2012
PAGE 1

	PURCHASE COST	CURRENT MARKET PRICE	VALDE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
CASH AND SHORT TERM INVESTMENTS							
CASH EQUIVALENTS							
B 10,271 Cash and Short Term	10,270.94	---	10,271	0.1		2	
B 25,871 Cash and Short Term	25,870.54	---	25,871	0.1		5	
TOTAL CASH EQUIVALENTS	36,141.48		36,141	0.2		7	
TOTAL CASH AND SHORT TERM INVESTMENTS	36,141.48		36,141	0.2		7	
FIXED INCOME							
BONDS, NOTES AND MORTGAGES							
TAXABLE							
US TREASURY BONDS							
B 90,000 U S Treasury Note	87,085.55	110.180	99,182	0.5	0.3	3,825	3.9
B 50,000 U S Treasury Note	50,156.75	101.242	50,621	0.3	0.2	625	1.2
B 45,000 U S Treasury Note	44,451.56	105.125	47,306	0.3	1.5	956	2.0
B 100,000 U S Treasury Note	99,218.75	102.602	102,602	0.6	0.9	1,375	1.3
TOTAL US TREASURY BONDS	280,912.11		299,691	1.6		6,781	2.3
FEDERAL AGENCY BONDS							
B 50,000 Federal Home Loan Mtg MTN	49,812.50	100.157	50,079	0.3	1.2	625	1.2
B 95,000 Federal Nat'l Mtg Assn	94,525.00	110.097	104,592	0.6	0.3	4,750	4.5
TOTAL FEDERAL AGENCY BONDS	144,337.50		154,671	0.8		5,375	3.5
TOTAL TAXABLE	425,249.61		454,362	2.4		12,156	2.7
TOTAL FIXED INCOME	425,249.61		454,362	2.4		12,156	2.7

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Powell Foundation PAGE 2

	PURCHASE COST	CURRENT PRICE	MARKET VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
FINANCIALS							
DIVERSIFIED FINANCIALS							
1,000 Blackrock Inc	172,398.00	206.710	206,710	1.1	6.000	6,000	2.9
1,300 Franklin Resources Inc	129,976.79	125.700	163,410	0.9	1.160	1,508	0.9
10,000 JPMorgan Chase & Co.	224,521.31	43.969	439,691	2.4	1.200	12,000	2.7
TOTAL DIVERSIFIED FINANCIALS	526,896.10		809,811	4.3		19,508	2.4
CONSUMER DISCRETIONARY							
CONSUMER SERVICES							
5,500 McDonalds Corp	345,948.90	88.210	485,155	2.6	3.080	16,940	3.5
MEDIA							
4,500 Walt Disney Co	161,351.10	49.790	224,055	1.2	750	3,375	1.5
4,400 McGraw-Hill Inc	199,365.00	54.670	240,548	1.3	1.020	4,488	1.9
1,200 Time Warner Cable Inc	75,033.00	97.190	116,628	0.6	2.240	2,688	2.3
TOTAL MEDIA	435,749.10		581,231	3.1		10,551	1.8
RETAILING							
3,900 Home Depot Inc	162,150.98	61.850	241,215	1.3	1.160	4,524	1.9
6,100 Target Corp	333,873.02	59.170	360,937	1.9	1.440	8,784	2.4
TOTAL RETAILING	496,024.00		602,152	3.2		13,308	2.2
TOTAL CONSUMER DISCRETIONARY	1,277,722.00		1,668,538	9.0		40,799	2.4
CONSUMER STAPLES							
FOOD & STAPLES RETAILING							
3,000 Wal-Mart Stores Inc	149,036.00	68.230	204,690	1.1	1.590	4,770	2.3
5,400 Walgreen Co	45,496.11	37.010	199,854	1.1	1.100	5,940	3.0
TOTAL FOOD & STAPLES RETAILING	194,532.11		404,544	2.2		10,710	2.6
FOOD BEVERAGE & TOBACCO							

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PORTFOLIO APPRAISAL
Powell Foundation
As of December 31, 2012
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	PURCHASE COST	CURRENT PRICE	MARKET VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
17,500 Altria Group Inc.	54,634.14	31.440	550,200	3.0	1.760	30,800	5.6
43,780 Coca-Cola Co	200,260.27	36.250	1,587,025	8.5	1.020	44,656	2.8
9,250 Nestle Sponsored ADR	215,866.22	65.112	602,283	3.2	1.772*	16,391	2.7
5,800 PepsiCo Inc	56,896.56	68.430	396,894	2.1	2.150	12,470	3.1
17,500 Philip Morris Int'l Inc.	124,494.18	83.640	1,463,700	7.9	3.400	59,500	4.1
4,400 SABMiller PLC	183,769.01	45.916	202,032	1.1	810*	3,564	1.8
(Ordinary- Sedol 0483548)							
TOTAL FOOD BEVERAGE & TOBACCO	835,920.38		4,802,134	25.8		167,381	3.5
HOUSEHOLD & PERSONAL PRODUCTS							
3,000 Estee Lauder Co Cl A	159,474.95	59.860	179,590	1.0	.720	2,160	1.7
8,290 Procter & Gamble	81,589.18	67.890	562,808	3.0	2.248	18,636	3.3
TOTAL HOUSEHOLD & PERSONAL PRODUCTS	251,064.13		742,388	4.0		20,796	2.8
TOTAL CONSUMER STAPLES	1,281,516.62		5,949,066	31.9		198,887	3.3
HEALTH CARE							
HEALTH CARE EQUIPMENT & SERVICES							
1,700 Becton Dickinson	119,033.51	78.190	132,923	0.7	1.980	3,366	2.5
450 Intuitive Surgical Inc.	130,306.00	490.370	220,667	1.2	---		
TOTAL HEALTH CARE EQUIPMENT & SERVICES	249,339.51		353,590	1.9		3,366	1.0
PHARMACEUTICALS AND BIOTECHNOLOGY							
6,000 Abbott Laboratories	46,887.39	65.500	393,000	2.1	2.040	12,240	3.1
7,000 Johnson & Johnson	82,455.37	70.100	490,700	2.6	2.440	17,080	3.5
5,000 Merck & Co Inc	97,006.68	40.940	204,700	1.1	1.720	8,600	4.2
2,000 Novo-Nordisk A S ADR	104,475.00	163.210	326,420	1.8	1.832*	3,664	1.1
6,000 Roche Holding AG ADR	237,147.05	50.254	301,524	1.6	1.542*	9,252	3.1
Sponsored ADR(non-voting)							
TOTAL PHARMACEUTICALS AND BIOTECHNOLOGY	567,971.49		1,716,344	9.2		50,836	3.0

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	PURCHASE COST	CURRENT PRICE	MARKET VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
TOTAL HEALTH CARE	817,311.00		2,069,934	11.1		54,202	2.6
ENERGY							
6,700 Chevron Corp.	277,829.87	108.140	724,538	3.9	3.600	24,120	3.3
5,500 ConocoPhillips	210,076.80	57.990	318,945	1.7	2.640	14,520	4.6
14,860 Exxon Mobil Corp	346,961.35	86.550	1,286,133	6.9	2.280	33,881	2.6
5,500 Kinder Morgan Inc.	156,552.55	35.330	194,315	1.0	1.440	7,920	4.1
5,200 Occidental Petroleum Corp	310,308.40	76.610	398,372	2.1	2.160	11,232	2.8
2,750 Phillips 66	62,431.70	53.100	146,025	0.8	1.250	3,438	2.4
6,400 Royal Dutch Shell plc ADR	364,544.74	68.950	441,280	2.4	2.924*	18,714	4.2
8,000 Total S A ADR	442,489.21	52.010	416,080	2.2	2.507*	20,056	4.8
TOTAL ENERGY	2,171,194.62		3,925,686	21.1		133,881	3.4
INFORMATION TECHNOLOGY							
SOFTWARE & SERVICES							
3,100 Automatic Data Processing	131,029.14	56.930	176,483	0.9	1.740	5,394	3.1
TECHNOLOGY HARDWARE & EQUIPMENT							
2,000 Apple Inc.	472,457.00	532.173	1,064,346	5.7	10.600	21,200	2.0
2,000 Intl Business Machines	268,595.98	191.550	383,100	2.1	3.400	6,800	1.8
TOTAL TECHNOLOGY HARDWARE & EQUIPMENT	741,052.98		1,447,446	7.8		28,000	1.9
SEMICONDUCTORS & SEMICONDUCTOR EQUIPMENT							
15,800 Intel Corporation	556,243.75	20.620	325,796	1.7	.900	14,220	4.4
7,000 Texas Instruments	240,311.00	30.890	216,230	1.2	.840	5,880	2.7
TOTAL SEMICONDUCTORS & SEMICONDUCTOR EQU	796,554.75		542,026	2.9		20,100	3.7
TOTAL INFORMATION TECHNOLOGY	1,668,636.87		2,165,955	11.6		53,494	2.5
INDUSTRIALS							

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PORTFOLIO APPRAISAL
Powell Foundation

As of December 31, 2012
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	PURCHASE COST	CURRENT MARKET PRICE	VALUE	% OF PORTFOLIO**	YTM/ DIVIDEND	INDICATED CURRENT INCOME	CURRENT YIELD
CAPITAL GOODS							
2,500 Caterpillar Inc	202,296.95	89.609	224,021	1.2	2.080	5,200	2.3
14,200 General Electric Co	82,326.28	20.990	298,058	1.6	.760	10,792	3.6
4,150 United Technologies Corp	278,900.51	82.010	340,342	1.8	2.140	8,881	2.6
TOTAL CAPITAL GOODS	563,523.74		862,421	4.6		24,873	2.9
MATERIALS							
900 Air Products & Chemicals	79,221.96	84.020	75,618	0.4	2.560	2,304	3.0
3,000 Freeport McMoran Copper & Gold Inc (Class B)	164,639.25	34.200	102,600	0.6	1.250	3,750	3.7
2,700 Praxair Inc	132,421.98	109.450	295,515	1.6	2.200	5,940	2.0
3,600 Rio Tinto PLC Spon ADR	239,486.96	58.090	209,124	1.1	1.655*	5,958	2.9
TOTAL MATERIALS	615,770.15		682,857	3.7		17,952	2.6
TOTAL EQUITIES	8,922,571.10 ✓		18,134,270	97.4		543,596	3.0

POWELL FOUNDATION 2013 GRANT GUIDELINES

GRANTS CRITERIA

The Powell Foundation will support nonprofit organizations with the potential to achieve high impact within the arts, education, conservation and health sectors. The Foundation looks for innovators in their respective fields and supports organizations with strong board and administrative leadership that have the capacity to conduct meaningful and effective work. The Foundation practices transparency and expects that of its grant recipients. A strong balance sheet and broad financial support as well as a record of successful outcomes are all essential for consideration. Additionally, organizations are assessed on their planning capabilities and ability to leverage their strengths with other community organizations.

ELIGIBILITY

❖ The requesting organization must be tax-exempt.

❖ Each request must be in writing and should be accompanied by the Foundation's proposal summary form, governance questionnaire, tax exempt affirmation form and the required list of attachments.

❖ The Powell Foundation's Directors must be persuaded that the requesting organization engages in sound financial planning and solid management practices. The Foundation reserves the right at any time to request information on the destination of funds granted.

❖ Normally, the Foundation will not consider requests for building funds or grant commitments extending into successive calendar years.

❖ The Foundation Directors are interested principally in grants to be spent in the Foundation's geographic areas of interest, i.e., Harris, Travis, or Walker Counties, Texas.

❖ Special consideration will be given to those requests addressing critical and/or basic needs and/or having timing of the essence.

The Foundation does not expect to support:

❖ Grants to religious organizations for religious purposes.

❖ Fund raising events or advertising.

❖ Grants to other private foundations.

❖ Grants to cover past operating deficits or debt retirement.

❖ Grants for support to individuals.

❖ The Powell Foundation operates on a calendar year and its Board meets twice a year in the spring and in the fall. Deadlines are not set due to staff capacity. To allow for optimum consideration and due diligence, submission of proposals is required at least two months prior to a board meeting for consideration. Those seeking funds are encouraged to apply to the Foundation at their own discretion. Grants that do not make the internal deadline for one meeting will be considered for the next meeting.

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

Required Proposal Attachments.

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

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
ARTS			
Alley Theatre 615 Texas Avenue, Houston, TX 77002	509(a)(2)	For support of Alley's current educational programs	\$ 10,000
American Festival for the Arts 3311 Richmond, Ste 350, Houston, TX 77098	509(a)(1)	To support the AFA Scholarship/Enrichment Fund to provide need-based scholarships	10,000
Ballet Austin 501 West 3rd Street, Austin, TX 78701	509(a)(2)	Support of the "Arts Blitz" project to bring dance-theatre productions to area schools	5,000
HITS Theatre 311 West 18th, Houston, TX 77008	509(a)(1)	Support of scholarships for students and support for the closed captioned performances.	5,000
Hope Stone, Inc 1210 W Clay, #3, Houston, TX 77019	509(a)(1)	Support of after-school arts education for at-risk students	5,000
Houston Ballet Foundation 1921 W Bell, Houston, TX 77019	509(a)(1)	For support of the current artistic season and related educational outreach efforts	10,000
Houston Grand Opera Association 510 Preston, Houston, TX 77002-1594	509(a)(2)	For support of the general operations for the upcoming season	10,000
Houston Symphony Society 615 Louisiana St, Ste. 102, Houston, TX 77002	509(a)(2)	Support of the current artistic season	10,000
Lensic Performing Arts Center 211 W San Francisco St., Santa Fe, NM 87501	509(a)(1)	Trustee's Discretionary Grant for support of programs	3,000
Lensic Performing Arts Center 211 W San Francisco St., Santa Fe, NM 87501	509(a)(1)	Trustee's Matching Grant for support of programs	1,500
Menil Collection 1511 Branard, Houston, TX 77006	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500
Menil Collection 1511 Branard, Houston, TX 77006	509(a)(1)	Trustee's Matching Grant for support of programs	1,250
Museum of Fine Arts/Bayou Bend Collection P.O. Box 6826, Houston, TX 77265	509(a)(1)	For support of educational programs at Bayou Bend Collections and Gardens	10,000
Museum of Fine Arts/Bayou Bend Collection P O Box 6826, Houston, TX 77265	509(a)(1)	Trustee's Matching Grant for support of programs	1,000
Museum of Fine Arts/Glassell School of Art 5100 Montrose, Houston, TX 77006	509(a)(1)	To support the CORE Artist-in-Residence Program	10,000
Museum of Fine Arts/Glassell School of Art 5100 Montrose, Houston, TX 77006	509(a)(1)	Trustee's Matching Grant for support of programs	500
Museum of Fine Arts/Glassell School of Art 5100 Montrose, Houston, TX 77006	509(a)(1)	Trustee's Matching Grant for support of the Core Program	1,000
Project Grad Houston 3000 Richmond, Ste 400, Houston, TX 77098	509(a)(1)	For continued support of the Fine Arts Program in elementary & middle schools	20,000
River Oaks Chamber Orchestra 1973 West Gray, Ste 3, Houston, TX 77019	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500
River Oaks Chamber Orchestra 1973 West Gray, Ste 3, Houston, TX 77019	509(a)(1)	Trustee's Matching Grant for support of programs	100
Shakespeare Globe Centre Southwest, Inc. Drama Dept, UH, Houston, TX 77204-5071	509(a)(1)	To support the free tour performances in area schools and the residency program	5,000
Theatre Under The Stars 800 Bagby, Suite 200, Houston, TX 77002	509(a)(1)	Trustee's Discretionary Grant for support of programs	3,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Young Audiences of Houston 1800 St. James Pl, #600, Houston, TX 77056	509(a)(1)	Support of the Assistance Fund to subsidize critically underprivileged, at-risk schools and community groups	7,500
TOTAL ARTS			131,850

CONSERVATION

Bamberger Charitable Trust (San Antonio Area Fdn) 2341 Blue Ridge Dr, Johnson City, TX 78636	509(a)(1)	To support the science-based field trip to Bamberger Ranch for 5th grade students at J.J. Pickle Elementary School	12,000
Bayou Land Conservancy 10330 Lake Road, Bldg J, Houston, TX 77070	509(a)(1)	To support programs for the Watershed Protection education program for middle school students	10,000
Buffalo Bayou Partnership 1113 Vine, Ste 200, Houston, TX 77002	509(a)(2)	Support of the master plan improvement projects to develop Buffalo Bayou	10,000
Buffalo Bayou Partnership 1113 Vine, Ste. 200, Houston, TX 77002	509(a)(2)	Trustee's Discretionary Grant for support of programs	1,500
Camp Allen -The Episcopal Diocese of Texas 18800 FM 362, Navasota, TX 77868	509(a)(1)	For scholarships for children of incarcerated parents to attend Camp Good News	5,200
Conservacion Patagonica 1062 Fort Cronkhite, Sausalito, CA 94965	509(a)(1)	Trustee's Discretionary Grant to support future Patagonia National Park	1,000
Environmental Defense Fund 301 Congress, Ste. 1300, Austin, TX 78701	509(a)(1)	For support of Clean Air and Climate Change Plan for Houston	10,000
Houston Arboretum & Nature Center 4501 Woodway Drive, Houston, TX 77024	509(a)(1)	Support of the Guided Field Experience educational experience for students	10,000
Houston Audubon Society 440 Wilchester Blvd, Houston, TX 77079	509(a)(2)	Trustee's Matching Grant for support of programs	500
Hermann Park Conservancy 6201-A Golf Course Drive, Houston, TX	509(a)(1)	First of three year capital pledge for the Centennial Gardens Project.	15,000
Houston Zoo, Inc. 1513 N. MacGregor, Houston, TX 77030	509(a)(2)	Support of science-based programs for disadvantaged children and families	10,000
Memorial Park Conservancy 5601 Memorial Drive, Houston, TX 77007	509(a)(1)	Trustee's Discretionary Grant to support the Forestry Program at Memorial Park	3,000
National Parks Conservation Association 777 6th St NW, #700, Washington, DC 20001	509(a)(1)	Trustee's Matching Grant for support of programs	500
National Wildlife Federation 44 East Ave., Ste. 200, Austin, TX 78701	509(a)(2)	Support of the Eco School program in HISD	10,000
Orange Show Foundation 2402 Munger Street, Houston, TX 77023	509(a)(1)	Support of Smither Park to be created next to Orange Show location	5,000
Orange Show Foundation 2402 Munger Street, Houston, TX 77023	509(a)(1)	Trustee's Discretionary Grant to support the Smither Park Project	2,000
SPARK P. O. Box 1562, Houston, TX 77251	509(a)(1)	For construction of new parks and the "re-sparking" of existing parks at schools	5,000
Travis Audubon Society 3710 Cedar Street, Box 5, Austin, TX 78705	509(a)(1)	For education and outreach programs to educate Central Texas on need to protect and restore	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Trust for Public Land 7900 Red Rd., #25, South Miami, FL, 33143	509(a)(2)	To support Conservation Finance work in Harris and Travis Counties	5,000
Trees for Houston P.O. Box 270477, Houston, TX 77277	509(a)(2)	Support of programs for trees and conservation in Houston	5,000
Trees for Houston P.O. Box 270477, Houston, TX 77277	509(a)(2)	Trustee's Discretionary Grant for support of programs	1,000
Urban Harvest 1900 Kane St., Houston, TX 77098	509(a)(1)	Support of gardening programs to address hunger and neighborhood education	10,000
Woods Project, The 6 Sleepy Oaks, Houston, TX 77024	509(a)(1)	Support of high school outward bound program for at-risk youth outdoors	10,000
YMCA of the Rockies 2515 Tunnel Road, Estes Park, CO 80511	509(a)(1)	Trustee's Matching Grant for support of programs	500
YMCA of the Rockies 2515 Tunnel Road, Estes Park, CO 80511	509(a)(1)	Trustee's Matching Grant for support of programs	1,300
TOTAL CONSERVATION			148,500

EDUCATION

Academy of Sacred Heart 1821 Academy Rd, Grand Coteau, LA, 70541	School	Trustee's Matching Grant for support of programs	2,166
Ann Richards School Foundation 2206 Prather Lane, Austin, TX 78704	509(a)(1)	To support programs of an all-girl college preparatory school in AISD	10,000
Army War College Foundation 122 Forbes Avenue, Carlisle, PA 17013-5248	509(a)(1)	Trustee's Matching Grant to support educational programs	510
Association for Community Broadcasting 4343 Elgin, Houston, TX 77204	509(a)(1)	Trustee's Matching Grant to support educational programs	500
Austin Foundation-Texas Education Grantmaker Advocacy Consortium 4315 Guadalupe, Suite 300, Austin, TX 78751	509(a)(1)	Three year pledge to help build awareness and support and improve public education	5,000
Austin Trinity School 3901 Bee Cave Road, Austin, TX 78746	509(a)(1)	Trustee's Matching Gift for support of programs	2,500
AVANCE - Austin 4818 E Ben White, #205, Austin, TX 78741	509(a)(1)	Support for the Early Childhood Education and parenting Support Programming	10,000
Big Brothers Big Sisters of North Texas 450 E. John Carpenter Fwy, Irving, TX 75062	509(a)(1)	For the after-school mentoring programming	10,000
Boys and Girls Clubs of Austin Area 5407 N. IH35, Suite 400, Austin, TX 78723	509(a)(1)	To support the Power Hour -school and apartment housing based afterschool program.	10,000
Boys and Girls Clubs of Greater Houston 1520-A Airline Drive, Houston, TX 77009	509(a)(1)	To support the Summer Learning Camp program to help at-risk children prevent the "summer slide"	10,000
Boys and Girls Clubs of Walker County P O Box 8600, Huntsville, TX 77340	509(a)(1)	To support the before and after school and summer programs at Scott Johnson Elementary School	10,000
Breakthrough Austin 1 University Station G6000, Austin, TX 78712	509(a)(1)	Support of programs that prepares low-income students for college.	10,000
Breakthrough Houston (St. John's School) 2401 Claremont Lane, Houston, TX 77019	School	Support of programs that prepare low-income students for college.	10,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Centre College 600 West Walnut Street, Danville, KY 40422	School	Trustee's Matching Grant for support of programs	1,006
Change Happens! 3353 Elgin, Houston, TX 77004	509(a)(1)	First of a 3 yr pledge for juvenile offenders mentoring program	10,000
Children's Center, The 1423 San Saba, Dallas, TX 75218	School	Trustee's Discretionary Grant for support of programs	1,500
Children's Museum, Inc 1500 Binz, Houston, TX 77004	509(a)(1)	For support of the Family Literacy Involvement Program	10,000
Chisholm Trail Heritage Museum P.O. Box 866, Cuero, Texas 77954	509(a)(1)	Trustee's Discretionary Grant for support of education programs	2,000
Citizen Schools 2503 Robinhood, #100, Houston TX 77005	509(a)(1)	To deepen and expand high-quality, high-impact after-school programs - Extended Learning Times	20,000
Citizen Schools 2503 Robinhood, #100, Houston TX 77005	509(a)(1)	Trustee's Discretionary Grant for support of educational programs	1,500
Collaborative for Children 3800 Buffalo Sp., #300, Houston, Texas 77098	509(a)(2)	For support of the "College Bound-Beginning at Birth" initiative. Last of 3yr pledge	20,000
Communities in Schools Houston 2105 W. 18th St, Ste 100, Houston, TX 77008	509(a)(1)	To provide program support for students at Kennedy and Burrus Elem. for current year	20,000
Con Mi Madre 1925 San Jacinto Blvd, Austin, TX 78712	509(a)(1)	Support of programs that offer bilingual services for mothers and daughters to keep 6th-12th grade girls in school.	5,000
Dartmouth College Office of Gift Recording, Hanover, NH 03755	School	Trustee's Matching Grant	1,300
Discover U P.O. Box 4059, Houston, TX 77210	509(a)(1)	Support of programs to help students take the next step to higher education	5,000
Education Pioneers, Inc 2434 Robinhood, Ste. C, Houston, TX 77005	509(a)(1)	Support of programs to place highly qualified graduate students in public school administrative positions.	10,000
Fifth Ward Enrichment Program 4014 Market, Ste., W145, Houston, TX 77020	509(a)(1)	Support of the Schools Project Program at 5 HISD schools.	10,000
Georgetown University P O Box 0734, Washington, D.C. 20073-0734	509(a)(1)	Trustee's Matching Grant for Main Campus Georgetown Fund	250
Genesys Works, Inc 601 Jefferson, Suite 3760, Houston, TX 77002	509(a)(1)	Funding to serve more students in Houston through their innovative technical training/internship program.	25,000
Great Expectations Foundation P.O. Box 1710, Tahlequah, OK 74465-1710	509(a)(1)	Support of Teacher Professional Development Program in Houston area schools.	10,000
Houston Achievement Place 245 West 17th, Houston, TX 77008	509(a)(1)	Support of Project CLASS" Children Learning Appropriate Social Skills	5,000
Houston Center for Literacy P.O. Box 2049, Houston, TX 77252-2049	509(a)(1)	Support of the "Campaign for Literacy Awareness Houston" to help with Houston's low-literacy rate	5,000
Houston Museum of Natural Science One Hermann Circle Dr, Houston, TX 77030	509(a)(2)	Support of annual fund for many outreach and educational programs	10,000
Kinkaid School, The 201 Kinkaid School Drive, Houston, TX 77024	School	Trustee's Discretionary Grant for support of programs	1,500
KIPP: Houston 10711 KIPP Way, Houston, TX 77009	School	For support of the programs of Charter School	25,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
KIPP: Houston 10711 KIPP Way, Houston, TX 77009	School	Trustee's Matching Grant for support of programs	1,000
Lakehill Preparatory School 2720 Hillside Drive, Dallas, TX 75214-3428	School	Trustee's Discretionary Grant for support of programs	1,500
Literacy Advance of Houston 2424 Wilcrest Dr., Ste. E, Houston, TX 77042	509(a)(2)	For continued operation of its free adult and family literacy programs in greater Houston	10,000
LSU Foundation 3838 W. Lakeshore, Baton Rouge, LA 70808	School	Trustee's Matching Grant for support of programs	828
Making It Better 12438 Deep Spring Lane, Houston, TX 77077	509(a)(1)	Support of after-school programming for low -income area in Houston.	5,000
Manned Space Flight Education Fdn, Inc 1601 NASA Parkway, Houston, TX 77058	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,500
Memorial Assistance League 1625 Blalock Road, Houston, TX 77080	509(a)(2)	Support of English as Second Language program for adults	5,000
Neighborhood Centers, Inc. P O Box 271389, Houston, TX 77277-1389	509(a)(1)	Support of the Comprehensive Family Literacy program in the Gulfton area.	10,000
Neuhaus Education Center 4433 Bissonnet, Bellaire, TX 77401	509(a)(1)	First of 2 yr. grant to create language arts curriculum to conform to state standards and STAAR assessment	25,000
Phillips Academy- Andover 180 Main Street, Andover, MA 01810-4161	509(a)(1)	Trustee's Matching Gift for support of programs	500
Positive Coaching Alliance 1050 N Post Oak, Ste 210, Houston, TX 77050	509(a)(1)	Support of programs to provide character education from examples of trained coaches	5,000
Pro-Vision, Inc 4422 Balkin, Houston, TX 77021	School	Support for a Charter School for inner-city male students	12,500
Reasoning Mind, Inc. 3050 Post Oak Blvd, #500, Houston, TX 77056	509(a)(1)	To support program of bringing additional schools to on-line mathematics.	10,000
Rice University-Center for Education P.O Box 1892, MS 84, Houston, TX 77251	509(a)(1)	School Literacy/Culture Project to train teachers, improve literacy & reach young children who are Eng. language learners	20,000
Stanford University 326 Galvez Street, Stanford, CA 94305-6105	School	Trustee's Matching Grant for support of programs	1,000
Teach For America 4669 SW Fwy., Ste 600, Houston, TX 77027	509(a)(1)	Support of the recruitment & training of Houston teacher corps	25,000
Teach For America 4669 SW Fwy., Ste 600, Houston, TX 77027	509(a)(1)	Trustee's Matching Grant for support of educational programs to train Houston teacher corps	1,000
Texans Care for Children 811 Trinity, Suite A, Austin, TX 78701	509(a)(1)	Continued support for policies and advocacy work begun by Texas Early Childhood Education Coalition.	10,000
UH Downtown- Houston PREP One Main St, Ste 990-S, Houston, TX 77002	School	Support for Houston PREP- a pre-college, youth enrichment STEM program	10,000
UH College of Education - Step Project 400 E Cullen Bldg., Houston, TX 77204-2013	School	For support of the the STEP project- hands on science training for elementary teachers	10,000
Univ. of Texas at Austin P O Box 7458, Austin, TX 78713-7458	School	Trustee's Matching Grant for several of the Colleges and Schools	1,200

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
UT Health Science Ctr- Children's Inst 7000 Fannin, Suite 2300, Houston, TX 77003	School	To continue the expansion of the "Texas School Ready!" project, teacher training, to pre-K in Houston	15,000
Wesley Community Center, Inc 1410 Lee Street, Houston, TX 77009-8299	509(a)(1)	For after school, early childhood, and basic needs programs	10,000
World Affairs Council of Houston P.O. Box 920905, Houston, TX 77292-0905	509(a)(1)	Support of educational outreach for area schools students	5,000
YES Prep Public Schools 6201 Bonhomme, #168N, Houston, TX 77036	School	Support of a Charter School that prepares inner-city students for successful matriculation to a four-year college.	20,000
YES Prep Public Schools 6201 Bonhomme, #168N, Houston, TX 77036	School	Trustee's Matching Grant for support of programs	1,000
<u>TOTAL EDUCATION</u>			<u>506,760</u>
<u>HEALTH</u>			
Bo's Place 10050 Buffalo Speedway, Houston, TX 77054	509(a)(1)	Trustee's Matching Grant for support of programs	875
Cathedral Health & Outreach Ministries 1117 Texas Avenue, Houston, TX 77002	509(a)(1)	Support of programs to provide medical and behavioral healthcare services to the homeless	5,000
Cathedral Health & Outreach Ministries 1117 Texas Avenue, Houston, TX 77002	509(a)(1)	Trustee's Matching Grant for support of homeless programs	1,000
Center for Hearing and Speech 3636 West Dallas, Houston, TX 77019	509(a)(1)	Trustee's Matching Grant for support of programs	500
ChildBuilders 2425 Fountainview, #210, Houston, TX 77057	509(a)(1)	Support of programs to provide prevention and education to assist children and families	5,000
Children's Organ Transplant Association 2501 West COTA, Bloomington, IN 47403	509(a)(1)	Trustee's Discretionary Grant for support of programs	2,000
Community of the Streets Outreach 3401 Fannin, Houston, TX 77004	509(a)(1)	For support of the Homeless Street Outreach Project	10,000
DePelchin Children's Center 4950 Memorial Drive, Houston, TX 77007	509(a)(1)	For counseling services for underserved children in HISD's Frost Elementary school	10,000
ESCAPE Family Resource Center 3210 Eastside, Houston, TX 77098	509(a)(1)	For the "Building Confident Families-Spanish" program for child abuse prevention.	10,000
Houston Area Parkinson Society 2700 SW Fwy, #284, Houston, TX 77098	509(a)(1)	Trustee's Discretionary Grant for support of programs	1,000
Houston Area Women's Center 1010 Waugh Drive, Houston, TX 77019	509(a)(1)	To support services and programs for children living in the shelter at the Women's Center	10,000
Houston COMPASS, Inc 1117 Texas Ave, Houston, TX 77002	509(a)(1)	Support of general operations-critical direct assistance to aid homeless with transportation needs.	5,000
Houston Food Bank 535 Portwall, Houston, TX 77026	509(a)(1)	Trustee's Discretionary Grant for support of general operations	3,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Grantee Name and Address	Status	Purpose	Amount
Houston Food Bank 535 Portwall, Houston, TX 77026	509(a)(1)	Trustee's Matching Grant for support of programs	200
Kids' Meals, Inc 205 West Crosstimbers, Houston, TX 77018	509(a)(1)	For meal preparation and delivery program for 1200-1400 pre-school children 5 days a week	5,000
Meals on Wheels and More 3227 East 5th Street, Austin, TX 78702	509(a)(1)	For the Meals for Kids program in low-income area of Austin, Texas	5,000
Mental Health America of Greater Houston 2211 Norfolk, Houston, TX 77098	509(a)(1)	For Education and Training Programs	10,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway, Houston, TX 77023	509(a)(2)	To provide reproductive health care and education to many women, men and their families.	10,000
SEARCH Homeless Services 2505 Fannin, Houston, TX 77027	509(a)(1)	Support of a case manager in SEARCH's Adult Learning Center to aid students in transitioning to higher learning.	5,000
St. James House of Baytown 5800 West Baker, Baytown, TX 77520-1694	509(a)(2)	To aid older citizens with financial assistance in a non-profit nursing home.	5,000
<u>TOTAL HEALTH</u>			<u>103,575</u>
<u>OTHER</u>			
Association of Small Foundations 1720 N Street NW, Washington, DC 20036	509(a)(2)	For philanthropic education programs for current year	500
Conference of Southwest Foundations 3102 Maple Ave, #260, Dallas, TX 75201	509(a)(2)	For philanthropic education programs for current year	1,000
Houston Ballet Foundation 1921 W. Bell, Houston, TX 77019	509(a)(1)	3rd year payment of a 4 year Capital Grant pledge (\$40,000)	10,000
Philanthropy Roundtable 1150 17th St NW #503, Wash., D.C 20036	509(a)(1)	For philanthropic education programs	500
<u>TOTAL OTHER</u>			<u>12,000</u>
<u>TOTAL FOR YEAR</u>			<u>\$ 902,685</u>