



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning **AUG 1, 2012**, and ending **JUL 31, 2013**

Name of foundation POWERS FOUNDATION, INC. HEARD, MCELROY & VESTAL		A Employer identification number 75-6080974
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 1607		B Telephone number (318) 429-2029
City or town, state, and ZIP code SHREVEPORT, LA 71165		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,428,127. (Part I, column (d) must be on cash basis.)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		47,000.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		82,934.	82,934.		STATEMENT 1
4 Dividends and interest from securities		84,555.	84,555.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		53,943.			
b Gross sales price for all assets on line 6a 492,986.					
7 Capital gain net income (from Part IV, line 2)			53,943.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<17.>	<17.>		STATEMENT 3
12 Total. Add lines 1 through 11		268,415.	221,415.		
13 Compensation of officers, directors, trustees, etc		21,500.			6,250.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		1,730.	1,298.		432.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		1,370.	1,028.		342.
24 Total operating and administrative expenses. Add lines 13 through 23		24,600.	17,576.		7,024.
25 Contributions, gifts, grants paid		265,000.			265,000.
26 Total expenses and disbursements. Add lines 24 and 25		289,600.	17,576.		272,024.
27 Subtract line 26 from line 12		<21,185.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			203,839.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED OCT 28 2013

RECEIVED

OCT 15 2013

DOHEN, UT

E8

94

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		110,494.	148,028.	148,028.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 6	425,032.	425,032.	458,726.	
	b	Investments - corporate stock STMT 7	868,884.	1,009,481.	2,279,016.	
	c	Investments - corporate bonds STMT 8	151,231.	49,606.	62,144.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9	2,531,544.	2,428,842.	2,578,213.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)	59,623.	60,126.	902,000.		
16	Total assets (to be completed by all filers)	4,146,808.	4,121,115.	6,428,127.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	2,172,983.	2,172,983.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	475,579.	471,071.		
29	Retained earnings, accumulated income, endowment, or other funds	1,498,246.	1,477,061.			
30	Total net assets or fund balances	4,146,808.	4,121,115.			
31	Total liabilities and net assets/fund balances	4,146,808.	4,121,115.			

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	4,146,808.
2	Enter amount from Part I, line 27a	2	<21,185.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,125,623.
5	Decreases not included in line 2 (itemize) ▶ PREVIOUS YEAR'S EXCISE TAXES	5	4,508.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,121,115.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DORAL BANK, CD	P		07/17/13
b IRONSTONE, FT. MYERS, CD	P		01/16/03
c MIDFIRST BANK, CD	P		07/22/13
d H.J. HEINZ, 1,470 SHS	P		02/20/13
e LACLEDE GAS, FIRST MTGE	P	04/30/01	10/15/12

(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 99,988.		100,000.	<12.>
b 97,000.		97,000.	0.
c 90,000.		90,000.	0.
d 105,998.		50,418.	55,580.
e 100,000.		101,625.	<1,625.>

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<12.>
b			0.
c			0.
d			55,580.
e			<1,625.>

2 Capital gain net income or (net capital loss)	2	53,943.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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	254,054.	4,961,994.	.051200
2010	281,343.	4,751,629.	.059210
2009	248,033.	4,779,427.	.051896
2008	234,975.	4,710,414.	.049884
2007	257,037.	5,099,509.	.050404

2 Total of line 1, column (d)	2	.262594
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	.052519
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,221,468.
5 Multiply line 4 by line 3	5	274,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,038.
7 Add lines 5 and 6	7	276,264.
8 Enter qualifying distributions from Part XII, line 4 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	8	272,024.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	4,077.
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	4,077.
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	4,077.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,000.
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	2,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	34.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,111.
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
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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
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?		
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) ☐ 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

Form 990-PF (2012)

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)	STMT 11	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		13	X	
14	The books are in care of ► HEARD, MCELROY & VESTAL, CPAS Telephone no ► (318) 429-2029 Located at ► 333 TEXAS, STE. 1525, SHREVEPORT, LA ZIP+4 ► 71101				
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		N/A	
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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		1b X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ 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.)		2b N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		3b 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

Form 990-PF (2012)

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)?

☐ 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

N/A

5b

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

6b

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

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

7b

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

N/A

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

(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
C. CODY WHITE, JR. P. O. BOX 1607 SHREVEPORT, LA 71165	PRES & TREAS 10.00	18,000.	0.	0.
SARA MARGARET WHITE P. O. BOX 1607 SHREVEPORT, LA 71165	SEC. 1.00	1,000.	0.	0.
STEPHEN C. WHITE P. O. BOX 1607 SHREVEPORT, LA 71165	V.P. 1.00	1,000.	0.	0.
ELLEN H. WHITE P. O. BOX 1607 SHREVEPORT, LA 71165	V.P. 1.00	1,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2012)

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	5,184,526.
b	Average of monthly cash balances	1b	116,457.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,300,983.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,300,983.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,221,468.
6	Minimum investment return. Enter 5% of line 5	6	261,073.

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	261,073.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,077.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	256,996.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	256,996.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	256,996.

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	272,024.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	272,024.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	272,024.

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

Form 990-PF (2012)

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				256,996.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				4,337.
d From 2010				46,676.
e From 2011				10,462.
f Total of lines 3a through e	61,475.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 272,024.				
a Applied to 2011, but not more than line 2a			0.	
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				256,996.
e Remaining amount distributed out of corpus	15,028.			
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	76,503.			
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 instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	76,503.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				4,337.
c Excess from 2010				46,676.
d Excess from 2011				10,462.
e Excess from 2012				15,028.

2012.04030 POWERS FOUNDATION, INC. HEA 02986-01

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				
ALLIANCE FOR EDUCATION 820 JORDAN STREET, SUITE 485 SHREVEPORT, LA 71101	NONE	PUBLIC	EDUCATIONAL	1,000.
AMERICAN RED CROSS NORTHWEST LOUISIANA CHAPTER 805 BROOK HOLLOW DRIVE SHREVEPORT, LA 71105	NONE	PUBLIC	CHARITABLE	15,000.
ANEURYSM OUTREACH, INC BATON ROUGE, LA	NONE	PUBLIC	MEDICAL	1,000.
BETTY AND LEONARD PHILIPS DEAF ACTION CENTER 601 JORDAN STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	2,500.
CADA 2015 FAIRFIELD AVENUE SHREVEPORT, LA 71104	NONE	PUBLIC	CHARITABLE	1,000.
Total	SEE CONTINUATION SHEET(S)			265,000.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  C. C. White, Jr. 10-11-13  President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	C. CODY WHITE, JR.	<i>C. Cody White, Jr.</i>	10-11-13		P00434160
	Firm's name ▶ HEARD MCELROY & VESTAL, L.L.C.			Firm's EIN ▶ 72-0398470	
	Firm's address ▶ 333 TEXAS STREET, SUITE 1525 SHREVEPORT, LA 71101			Phone no 318-429-2029	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHRISTIAN SERVICE PROGRAM PO BOX 21 SHREVEPORT, LA 71161	NONE	PUBLIC	CHARITABLE	5,000.
COMMUNITY RENEWAL INTERNATIONAL PO BOX 4678 SHREVEPORT, LA 71134	NONE	PUBLIC	CHARITABLE	20,000.
DAVID TOMS FOUNDATION 1545 EAST 70TH SHREVEPORT, LA 71105	NONE	PUBLIC	CHARITABLE	10,000.
FILM PRIZE FOUNDATION 401 MARKET STREET, SUITE 860 SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	5,000.
FISCHER CENTER FOR ALZHEIMERS ONE INTREPID SQ, W 46TH & 12TH NEW YORK, NY 10036	NONE	PUBLIC	MEDICAL RESEARCH	5,000.
GREAT 7141 GREENWOOD-SPRINGRIDGE RD GREENWOOD, LA 71033	NONE	PUBLIC	CHARITABLE	1,000.
IRAQ AND AFGHANISTAN VETERANS OF AMERICA 292 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC	CHARITABLE	5,000.
JUNIOR ACHIEVEMENT OF NORTH LOUISIANA 3825 GILBERT DRIVE SHREVEPORT, LA 71104	NONE	PUBLIC	EDUCATIONAL	2,500.
LITERACY VOLUNTEERS OF AMERICA (CENTENARY COLLEGE) PO BOX 1188 SHREVEPORT, NY 71134	NONE	PUBLIC	EDUCATIONAL	2,500.
LOUISIANA PUBLIC BROADCASTING 77733 PERKINS ROAD BATON ROUGE, LA 70810	NONE	PUBLIC	CHARITABLE	1,000.
Total from continuation sheets				244,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LSUS FOUNDATION - PIONEER HERITAGE CENTER ONE UNIVERSITY PLACE SHREVEPORT, LA 71115	NONE	PUBLIC	EDUCATIONAL2	2,000.
MARTIN LUTHER KING HEALTH CENTER PO BOX 393 SHREVEPORT, LA 71162	NONE	PUBLIC	MEDICAL	5,000.
MSF-DOCTORS WITHOUT BORDERS PO BOX 5022 HAGERSTOWN, MD 21741	NONE	PUBLIC	MEDICAL	5,000.
NATIONAL ASSOC OF FREE CLINICS 1800 DIAGONAL ROAD, SUITE 600 ALEXANDRIA, VA 22314	NONE	PUBLIC	MEDICAL	5,000.
NORTHWEST LOUISIANA FOOD BANK 2307 TEXAS STREET SHREVEPORT, LA 71103	NONE	PUBLIC	CHARITABLE	10,000.
NORWELA COUNCIL, BOY SCOUTS OF AMERICA PO BOX 4341 SHREVEPORT, LA 71134	NONE	PUBLIC	CHARITABLE	2,500.
ONE GREAT RIVER PO BOX 44349 SHREVEPORT, LA 71134	NONE	PUBLIC	CHARITABLE	1,000.
PETSAVERS OF SHREVEPORT 632 DUDLEY DRIVE SHREVEPORT, LA 71106	NONE	PUBLIC	CHARITABLE	2,000.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC	CHARITABLE	5,000.
PROVIDENCE HOUSE, SHREVEPORT, LA 814 COTTON STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RED RIVER RADIO ONE UNIVERSITY PLACE SHREVEPORT, LA 71115	NONE	PUBLIC	CHARITABLE	1,000.
RED RIVER REVEL 101 CROCKETT STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	1,000.
ROBINSON FILM CENTER 617 TEXAS STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	5,000.
ROBINSON'S RESCUE 504 EAST KINGS HIGHWAY SHREVEPORT, LA 71105	NONE	PUBLIC	CHARITABLE	2,000.
RUTHERFORD HOUSE, SHREVEPORT, LA 1707 LINE AVENUE SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	3,500.
SCI-PORT 820 CLYDE FANT PARKWAY SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	2,500.
SHREVEPORT GREEN, SHREVEPORT, LA 3625 SOUTHERN AVENUE SHREVEPORT, LA 71104	NONE	PUBLIC	CHARITABLE	1,000.
SHREVEPORT LITTLE THEATRE 812 MARGARET PLACE SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	1,000.
SHREVEPORT METROPOLITAN BALLET 6654 ST VINCENT AVENUE SHREVEPORT, LA 71106	NONE	PUBLIC	CHARITABLE	1,000.
SHREVEPORT OPERA, SHREVEPORT, LA 212 TEXAS STREET SHREVEPORT, LA 71101	NONE	PUBLIC	EDUCATIONAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SHREVEPORT REGIONAL ARTS COUNCIL 400 CLYDE FANT PARKWAY SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	20,000.
SHREVEPORT SYMPHONY PO BOX 205 SHREVEPORT, LA 71162	NONE	PUBLIC	CIVIC	5,000.
SUTTON CHILDREN'S HOSPITAL ONE SAINT MARY PLACE SHREVEPORT, LA 71101	NONE	PUBLIC	MEDICAL	10,000.
THE GLEN RETIREMENT SYSTEM 403 EAST FLOURNOY LUCAS RD SHREVEPORT, LA 71115	NONE	PUBLIC	CHARITABLE	1,000.
THE HIGHLAND CENTER CORPORATION 333 TEXAS STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	25,000.
THE SMITH FUND PO BOX 340029 BOSTON, MA 02241	NONE	PUBLIC	CHARITABLE	5,000.
THE STRAND THEATRE PO BOX 1547 SHREVEPORT, LA 71165	NONE	PUBLIC	CHARITABLE	5,000.
VOLUNTEERS FOR YOUTH JUSTICE 900 JORDAN STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	1,000.
VOLUNTEERS OF AMERICA OF NORTH LOUISIANA 360 JORDAN STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	30,000.
WOMEN FOR WOMEN INTERNATIONAL GLOBAL SUPPORT CENTER PO BOX 9224 CENTRAL ISLIP, NY 11722	NONE	PUBLIC	CHARITABLE	5,000.
Total from continuation sheets				

75-6080974

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NOTES AND BONDS	65,372.
THE HIGHLAND CENTER CORPORATION	2,250.
US TREASURY	15,312.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	82,934.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE STOCKS	84,555.	0.	84,555.
TOTAL TO FM 990-PF, PART I, LN 4	84,555.	0.	84,555.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BKE THEALL, LLC	<17.>	<17.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<17.>	<17.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEARD, MCELROY & VESTAL	1,730.	1,298.		432.
TO FORM 990-PF, PG 1, LN 16B	1,730.	1,298.		432.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES	1,000.	750.		250.	
FEE CT CORP	365.	274.		91.	
TEXAS FILING FEE	5.	4.		1.	
TO FORM 990-PF, PG 1, LN 23	1,370.	1,028.		342.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT SECURITIES	X		425,032.	458,726.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			425,032.	458,726.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			425,032.	458,726.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK			1,009,481.	2,279,016.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,009,481.	2,279,016.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	49,606.	62,144.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	49,606.	62,144.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	COST	1,961,038.	1,989,196.
ASSET & MORTGAGE BACKED SECURITIES	COST	8,897.	8,485.
ALERIAN MLP ETF	COST	149,414.	164,036.
S&P & TECH SELECT SPDR	COST	249,493.	356,496.
NOTE RECEIVABLE - HC CORPORATION	COST	60,000.	60,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,428,842.	2,578,213.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BKE-THEALL, LLC	48,143.	48,126.	0.
THE HIGHLAND CENTER CORPORATION	10,000.	10,000.	900,000.
PREPAID TAXES	1,480.	2,000.	2,000.
TO FORM 990-PF, PART II, LINE 15	59,623.	60,126.	902,000.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

THE HIGHLAND CENTER CORPORATION

27-2489481

ADDRESS

333 TEXAS STREET
SHREVEPORT, LA 71101

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

C. CODY WHITE, JR., P. O. BOX 1607, SHREVEPORT, LA 71165 (318)429-1525

FORM AND CONTENT OF APPLICATIONSNO SPECIFIC FORM IS REQUIRED FOR APPLICATIONS. APPLICATIONS SHOULD INCLUDE
A COPY OF INTERNAL REVENUE SERVICE TAX EXEMPTION LETTER.ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDSNEW GRANTS ARE MADE PRIMARILY TO ORGANIZATIONS IN THE SHREVEPORT, LOUISIANA
AND BOSSIER CITY, LOUISIANA AREAS.