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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE POWER FOUNDATION		A Employer identification number 38-6119490	
% THE CONNABLE OFFICE INC		B Telephone number (see instructions) (269) 382-5800	
Number and street (or P O box number if mail is not delivered to street address) 136 E MICHIGAN AVE STE 1201 Suite		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code KALAMAZOO, MI 49007		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 9,859,265		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	300,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	94	94		
	4 Dividends and interest from securities.	163,982	163,982		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	215,626			
	b Gross sales price for all assets on line 6a 2,305,994				
	7 Capital gain net income (from Part IV, line 2) . . .		224,672		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	679,702	388,748		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,788	0	0	3,788
	c Other professional fees (attach schedule)	95,261	30,484		64,777
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,843			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,090	7,386		2,704
	24 Total operating and administrative expenses. Add lines 13 through 23	116,982	37,870	0	71,269
	25 Contributions, gifts, grants paid	407,500			407,500
	26 Total expenses and disbursements. Add lines 24 and 25	524,482	37,870	0	478,769
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	155,220			
	b Net investment income (if negative, enter -0-)		350,878		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	252,119	252,227	252,227
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,482,679	7,493,719	9,607,038
	c	Investments—corporate bonds (attach schedule).	0		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,734,798	7,745,946	9,859,265	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	7,734,798	7,745,946	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0		
	30	Total net assets or fund balances (see page 17 of the instructions)	7,734,798	7,745,946	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,734,798	7,745,946	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	7,734,798
2	Enter amount from Part I, line 27a	2	155,220
3	Other increases not included in line 2 (itemize) ▶ _____	3	40,899
4	Add lines 1, 2, and 3	4	7,930,917
5	Decreases not included in line 2 (itemize) ▶ _____	5	184,971
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,745,946

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	LONG-TERM PUBLICLY TRADED SECURITIES	P		
b	SHORT-TERM PUBLICLY TRADED SECURITIES	P		
c	CAPITAL GAIN DIVIDENDS	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,838,119		1,701,697	136,422
b 420,335		379,625	40,710
c			47,540
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			136,422
b			40,710
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	224,672
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	441,595	8,496,161	0 051976
2011	225,537	8,326,956	0 027085
2010	718,653	7,779,675	0 092376
2009	523,541	6,858,348	0 076336
2008	1,154,769	8,089,470	0 14275

2 Total of line 1, column (d).	2	0 390523
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 078105
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	9,368,984
5 Multiply line 4 by line 3.	5	731,764
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,509
7 Add lines 5 and 6.	7	735,273
8 Enter qualifying distributions from Part XII, line 4.	8	478,769

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,018
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	7,018
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,018
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,200
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	7,700
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	682
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 682 Refunded	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input type="checkbox"/>		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes.</i> <input type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input type="checkbox"/>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> MI _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of THE CONNABLE OFFICE INC Telephone no (269) 382-5800 Located at 136 E MICHIGAN AVE 1201 Kalamazoo MI ZIP+4 49007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.			
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 2013?	1b		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	1c		No
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

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

Yes

No

b

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

5b

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

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

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

7b

No

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,248,449
b	Average of monthly cash balances.	1b	263,210
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,511,659
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	9,511,659
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	142,675
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,368,984
6	Minimum investment return. Enter 5% of line 5.	6	468,449

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	468,449
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,018
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,018
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	461,431
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	461,431
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	461,431

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	478,769
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	478,769
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	478,769
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 2012	(c) 2012	(d) 2013
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only. 0			
b		Total for prior years 2011 , 2010 , 2009 0			
3		Excess distributions carryover, if any, to 2013			
a		From 2008. 665,426			
b		From 2009. 183,148			
c		From 2010. 338,439			
d		From 2011.			
e		From 2012. 22,985			
f		Total of lines 3a through e. 1,209,998			
4		Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 478,769			
a		Applied to 2012, but not more than line 2a 0			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount. 461,431			
e		Remaining amount distributed out of corpus 17,338			
5		Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 1,227,336			
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.			
d		Subtract line 6c from line 6b Taxable amount—see instructions 0			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions 0			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . 665,426			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 561,910			
10		Analysis of line 9			
a		Excess from 2009. 183,148			
b		Excess from 2010. 338,439			
c		Excess from 2011.			
d		Excess from 2012. 22,985			
e		Excess from 2013. 17,338			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

PHILIP H POWER

b

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

NONE

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	407,500
b <i>Approved for future payment</i> UNIVERSITY OF MICHIGANCEW 330 EAST LIBERTY ANN ARBOR, MI 48104	NONE	PC	CENTER FOR THE EDUCATION OF WOMEN - MARGIN OF DIFFERENCE ENDOWMENT	80,000
Total			3b	80,000

Enter gross amounts unless otherwise indicated


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

[illegible]


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Philip H Power	President/Trustee 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
Kathleen K Power	VICE PRESIDENT/Trustee 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
James C Melvin	SECRETARY/TRUSTEE 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
LOYAL A ELDRIDGE III	ASSISTANT SECRETARY/TRUSTEE 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
DAVID S KRUIS	TREASURER 2 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				
JAMES S HILBOLDT	EMERITUS TRUSTEE 1 0	0		
136 E MICHIGAN AVE STE 1201 KALAMAZOO,MI 49007				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN FRIENDS OF UNIVERSITY COLLEGE IN OXFORD PO BOX 391 COVINGTON,KY 41012	NONE	PC	ANNUAL FUND	2,000
HURON MOUNTAIN WILDLIFE FOUNDATION INC 5075 WARREN ROAD ANN ARBOR,MI 48105	NONE	PC	OPERATING SUPPORT	2,000
MARQUETTE COMMUNITY FOUNDATION 205 S FRONT STREET STE F MARQUETTE,MI 49855	NONE	PC	HURON MOUNTAIN CLUB FUND	1,000
UNIVERSITY OF MICHIGAN 3003 S STATE STREET ROOM 8070 ANN ARBOR,MI 48109	NONE	PC	MICHIGAN RADIO	500
UNIVERSITY OF WISCONSIN FOUNDATION PO BOX 8860 MADISON,WI 53780	NONE	PC	SCHOOL OF BUSINESS SCHOLARSHIP FUND	1,000
ST ANDREWS EPISCOPAL CHURCH 306 N DIVISION STREET ANN ARBOR,MI 481041441	NONE	PC	OPERATING SUPPORT	25,000
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA,CO 811013708	NONE	PC	OPERATING SUPPORT	10,000
UNITED WAY OF WASHTENAW COUNTY 101 N MAIN STREET ANN ARBOR,MI 481045507	NONE	PC	OPERATING SUPPORT	10,000
CITIZENS RESEARCH COUNCIL OF MICHIGAN INC 38777 SIX MILE ROAD SUITE 208 LIVONIA,MI 481522660	NONE	PC	OPERATING SUPPORT	1,000
THE CORY PTA 1550 SOUTH STEELE STREET DENVER,CO 80210	NONE	PC	FRIENDS OF CORY	7,000
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON,DC 20006	NONE	PC	NORTHERN COLORADO CHAPTER FOR FRONT RANGE FLOOD RELIEF EFFORT	5,000
CORY ELEMENTARY 1550 SOUTH STEELE STREET DENVER,CO 80210	NONE	PC	CORY AUCTION 2013	1,000
THE CENTER FOR MICHIGAN 4100 NORTH DIXBORO ROAD ANN ARBOR,MI 48105	NONE	PC	OPERATING SUPPORT	300,000
UNIVERSITY OF MICHIGANCEW 330 EAST LIBERTY ANN ARBOR,MI 48104	NONE	PC	CENTER FOR THE EDUCATION OF WOMEN - MARGIN OF DIFFERENCE ENDOWMENT	20,000
ROSE COMMUNITY FOUNDATION 600 S CHERRY STREET SUITE 1200 DENVER,CO 802461712	NONE	PC	ROSE WOMEN'S ORGANIZATION	1,000
Total  3a				407,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MICHIGAN OFFICE OF STUDENT PUBLICATIONS 420 MAYNARD STREET ANN ARBOR, MI 48104	NONE	PC	ECONOMIC STUDY OF STUDENT PUBLICATIONS	20,000
THE CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E 16TH AVENUE BOX 045 AURORA, CO 80045	NONE	PC	OPERATING SUPPORT	1,000
Total  3a				407,500

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2013</div>
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<div>Name of the organization</div> <div>THE POWER FOUNDATION</div>	<div>Employer identification number</div> <div>38-6119490</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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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 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE POWER FOUNDATION	Employer identification number 38-6119490
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>1</div>	<div>PHILIP H POWER</div> <div>136 E MICHIGAN STE 1201</div> <div>KALAMAZOO, MI 49007</div>	<div>\$ 300,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions)</div>

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

Name of organization THE POWER FOUNDATION	Employer identification number 38-6119490
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

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

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

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

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

TY 2013 Accounting Fees Schedule

Name: THE POWER FOUNDATION

EIN: 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,788			3,788

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

TY 2013 Depreciation Schedule

Name: THE POWER FOUNDATION

EIN: 38-6119490

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule****Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	1,427,406	1,477,406
U.S. EQUITY FUNDS	908,290	1,580,064
COMMON STOCK	1,164,317	1,763,846
INTERNATIONAL EQUITY FUNDS	2,164,067	2,859,348
ABSOLUTE RETURN	835,113	816,433
COMMODITIES	519,414	596,438
REAL ESTATE INVESTMENTS	475,112	513,503

TY 2013 Investments - Land Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

TY 2013 Land, Etc. Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

TY 2013 Other Decreases Schedule

Name: THE POWER FOUNDATION

EIN: 38-6119490

Description	Amount
THE ENDOWMENT TEI FUND SALE ON 12/31/13	184,971

TY 2013 Other Expenses Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MICHIGAN ANNUAL REPORT FEE	20			20
FOUNDATION RENEWAL FEE	1,044			1,044
MISCELLANEOUS FEES	1,640			1,640
THE ENDOWMENT TEI FUND K-1	7,386	7,386		

TY 2013 Other Increases Schedule

Name: THE POWER FOUNDATION

EIN: 38-6119490

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

TY 2013 Other Professional Fees Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	30,484	30,484		
CLERICAL FEES	64,777			64,777

TY 2013 Taxes Schedule

Name: THE POWER FOUNDATION

EIN: 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	7,843			

**THE POWER FOUNDATION
38-6119490**

**136 E. MICHIGAN AVENUE, SUITE 1201, KALAMAZOO, MI 49007
2013 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF**

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

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

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

Account Name : The Power Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
<u>Fixed Income Funds</u>			
22,485.915	PIMCO High Yield Fund	176,092.21	216,089.64
10,171.726	PIMCO Total Return Fund-CI I	110,151.89	108,735.75
31,847.506	PIMCO Unconstrained Bond Fund-CI I	360,706.55	353,188.84
37,458.319	VG Short Term Bond Index Fund	395,000.00	392,937.77
38,489.929	VG Total Bond Market Index Fund	385,455.73	406,453.65
<i>Sub Total</i>		\$ 1,427,406.38	1,477,405.65
<u>U S Equity Funds</u>			
4,582.291	Baron Growth Fund	190,563.15	331,620.40
7,229.791	Hennessy Small Cap Financial Fund-CI I	79,600.00	110,615.80
3,438	ProShares Short S&P 500 ETF	96,652.15	86,740.74
4,047	SPDR S&P 500 ETF Trust	355,679.29	747,440.43
11,013.656	Third Avenue Small Cap Value Fund	185,795.61	303,646.50
<i>Sub Total</i>		\$ 908,290.20	1,580,063.87
<u>Common Stocks</u>			
282	3M Company	13,243.03	39,550.50
373	Amgen Inc	20,212.65	42,551.84
375	Aon Corporation	21,536.43	31,458.75
326	Apache Corporation	31,141.60	28,016.44
102	Apple Computer Inc	40,856.15	57,224.04
306	Baker Hughes Inc	14,431.45	16,909.56
1,685	Bank of New York Mellon Corp	45,474.98	58,873.90
656	Baxter International Inc	30,851.52	45,624.80
224	Becton Dickinson & Company	15,774.38	24,749.76
851	Chesapeake Energy Corp	19,274.28	23,096.14
128	ChevronTexaco	8,854.73	15,988.48
2,743	Cisco Systems Inc	50,304.53	61,525.49
296	Citigroup Inc Com New	11,005.92	15,424.56
575	Covidien PLC	24,850.60	39,157.50

Account Name : The Power Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
270	CVS Caremark Corp	15,498.97	19,323.90
446	Danaher Corporation	16,857.02	34,431.20
357	Devon Energy Corp	24,462.56	22,087.59
396	Dover Corporation	23,966.79	38,229.84
251	Ecolab Inc	9,276.37	26,171.77
415	Emerson Electric Co	20,334.22	29,124.70
208	Exxon Mobil Corp	13,839.94	21,049.60
727	General Electric Company	8,949.77	20,377.81
66	Google Inc	36,199.94	73,966.86
1,207	Hewlett Packard Company	16,222.83	33,771.86
214	Johnson & Johnson	6,129.49	19,600.26
1,173	Johnson Controls Inc	32,137.27	60,174.90
635	JPMorgan Chase & Company	24,622.87	37,134.80
1,167	Juniper Networks Inc	19,208.97	26,339.19
613	Medtronic Inc	23,736.87	35,180.07
1,435	Microsoft Corp	39,197.69	53,683.35
492	Monsanto Co	36,857.99	57,342.60
353	Occidental Petroleum Corp	29,511.00	33,570.30
714	Oracle Corporation	16,158.99	27,317.64
365	Pepsico Inc	23,283.11	30,273.10
333	Procter & Gamble Co	19,665.32	27,109.53
632	Prudential Financial Inc	34,451.94	58,283.04
444	Qualcomm Inc	16,889.43	32,967.00
356	Schlumberger Limited	26,960.75	32,079.16
1,493	SPDR S&P Bank ETF	32,224.00	49,522.81
467	Stryker Corporation	24,131.35	35,090.38
1,124	Symantec Corporation	28,301.45	26,503.92
662	The Coca Cola Company	10,557.43	27,347.22
427	Thermo Fisher Scientific Inc	21,569.66	47,546.45
674	Tyco International Ltd	25,137.64	27,660.96
307	United Technologies Corp	17,800.62	34,936.60

Account Name : The Power Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
508	Wal-Mart Stores Inc	34,203.32	39,974.52
2,598	Weatherford International Ltd	32,894.68	40,243.02
1,210	Wells Fargo & Co	33,559.70	54,934.00
877	Xylem Inc	21,704.79	30,344.20
Sub Total		\$ 1,164,316.99	1,763,845.91
<u>International Equity Funds</u>			
10,503.26	Harbor International Fund	413,467.28	745,836.49
4,319	iShares MSCI Emerging Markets ETF	122,420.74	180,512.61
8,204	iShares MSCI EMU ETF	276,420.00	339,481.52
39,246.978	Lazard International Equity Open Fund	556,976.75	706,445.60
13,926.379	Matthews Asian Growth and Income Fund-CI I	230,743.00	263,208.56
12,180.521	Matthews Japan Fund-CI I	155,063.50	197,324.44
17,304.039	Virtus Emerging Markets Opportunities Fd-CI I	168,238.40	165,253.57
98,598.371	Wasatch Emerging Markets Small Cap Fund	240,737.00	261,285.68
Sub Total		\$ 2,164,066.67	2,859,348.47
<u>Absolute Return</u>			
8,809.804	AQR Diversified Arbitrage Fund CI N	95,049.46	93,502.47
7,106.599	Eaton Vance Global Macro Abs Return Fund-CI A	70,000.00	67,015.23
4,761.877	IVA Worldwide Fund-CI A	78,865.08	84,856.65
8,072.324	PIMCO All Asset All Authority Fund-CI I	83,000.00	79,916.01
11,032.217	The Endowment TEI Fund	447,198.41	429,518.00
5,531.858	Wells Fargo Advantage Absolute Return Fd-CI A	61,000.00	61,624.90
Sub Total		\$ 835,112.95	816,433.26
<u>Commodities</u>			
5,445	First Trust ISE-Revere Natural Gas Index	88,705.11	106,177.50
1,630	iShares US Oil Equipment & Services ETF	89,732.92	105,640.30
1,992	Market Vectors Junior Gold Miners ETF	69,933.14	61,851.60
5,164	SPDR S&P Metals & Mining	194,600.71	217,301.12

Account Name : The Power Foundation

Shares	Asset Description	Cost	Market
Prices As Of : 12/31/2013			
1,539	SPDR S&P Oil & Gas Exploration & Prod	76,442.38	105,467.67
<i>Sub Total</i>		\$ 519,414.26	596,438.19
<u>Real Estate Investments</u>			
4,065.261	Baron Real Estate Fund	86,793.33	91,183.80
6,175.575	EII International Property Fund	107,838.00	120,361.96
3,689	SPDR DJ Wilshire International Real Estate Fd	139,980.72	151,986.80
5,203.704	Third Avenue Real Estate Value Fund	140,500.00	149,970.75
<i>Sub Total</i>		\$ 475,112.05	513,503.31
<u>Bank Accounts</u>			
32.9	Fifth Third Sweep Account	32.90	32.90
<i>Sub Total</i>		\$ 32.90	32.90
<u>Money Market Funds</u>			
94,000	Federated Inst Prime Obligations MM Cash Res	94,000.00	94,000.00
158,193.33	Northern Trust Inst USGS MM Invested Cash	158,193.33	158,193.33
<i>Sub Total</i>		\$ 252,193.33	252,193.33
<i>Grand Total</i>		\$ 7,745,945.73	9,859,264.89

The Power Foundation
As of December 31, 2013

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
3,687.050	AQR Diversified Arbitrage Fund C1 N	Buy	02/14/2013	05/15/2013	Short	41,000	40,816	184
430.000	Cliffs Natural Resources Inc	Buy	11/16/2012	03/07/2013	Short	10,765	15,201	(4,436)
882.000	GameStop Corp	Buy	09/21/2012	06/06/2013	Short	30,395	19,703	10,692
730.000	Hertz Global Holdings Inc	Buy	05/17/2013	11/13/2013	Short	17,037	18,861	(1,823)
466.000	Juniper Networks Inc	Buy	03/22/2012	02/14/2013	Short	10,088	9,782	307
33.750	Mallinckrodt PLC	Spin	11/16/2012	07/18/2013	Short	1,436	1,328	108
1,252.000	Materials Select Sector SPDR	Buy	04/05/2013	08/15/2013	Short	51,082	47,953	3,128
1,158.000	Materials Select Sector SPDR	Buy	5/2/2013	08/15/2013	Short	47,247	45,381	1,866
1,640.000	Micron Technology Inc	Buy	05/17/2013	10/08/2013	Short	29,348	18,677	10,671
639.000	Micron Technology Inc	Buy	06/06/2013	10/08/2013	Short	11,435	7,905	3,530
973.000	ProShares Short S&P 500 ETF	Buy	05/17/2013	06/05/2013	Short	28,795	27,986	809
1,441.000	ProShares Short S&P 500 ETF	Buy	10/08/2013	10/11/2013	Short	39,771	40,896	(1,125)
727.000	SPDR S&P Bank ETF	Buy	11/16/2012	02/14/2013	Short	19,122	16,416	2,707
991.000	SPDR S&P Metals & Mining	Buy	06/26/2012	04/05/2013	Short	37,529	38,134	(605)
960.000	Wisdom Tree Japan Hedged Equity Fund	Buy	11/15/2012	08/05/2013	Short	45,284	30,588	14,696
184.000	Amgen Inc	Buy	04/05/2011	05/17/2013	Long	19,380	9,971	9,410
123.000	Apache Corporation	Buy	02/14/2011	02/14/2013	Long	9,884	14,909	(5,025)
1.000	Apache Corporation	Buy	03/15/2011	02/14/2013	Long	80	118	(38)
778.000	Avon Products Inc	Buy	01/12/2012	08/29/2013	Long	15,558	14,005	1,553
744.000	Broadcom Corp	Buy	02/22/2011	11/13/2013	Long	20,403	30,363	(9,961)
154.000	Broadcom Corp	Buy	10/21/2011	11/13/2013	Long	4,223	5,720	(1,497)
26.000	ChevronTexaco	Buy	12/09/2008	02/14/2013	Long	3,008	1,990	1,018
114.000	ChevronTexaco	Buy	12/09/2008	05/17/2013	Long	14,000	8,726	5,274
97.000	ChevronTexaco	Buy	12/14/2010	02/14/2013	Long	11,222	8,566	2,656
360.000	Cisco Systems Inc	Gift	04/01/2008	03/07/2013	Long	7,877	6,192	1,685
124.000	Cisco Systems Inc	Buy	11/20/2009	03/07/2013	Long	2,713	2,906	(193)
671.743	Cohen & Steers Institutional Realty Shares	Buy	03/19/2009	12/03/2013	Long	28,287	11,292	16,995
1,371.436	Cohen & Steers Institutional Realty Shares	Buy	04/03/2009	12/03/2013	Long	57,751	25,783	31,968
59.495	Cohen & Steers Institutional Realty Shares	Buy	07/22/2009	12/03/2013	Long	2,505	1,272	1,233
1,966.546	Cohen & Steers Institutional Realty Shares	Buy	07/22/2009	07/03/2013	Long	87,000	42,045	44,955
347.000	Dover Corporation	Buy	08/11/2011	02/14/2013	Long	24,912	18,883	6,029

The Power Foundation
As of December 31, 2013

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
256 000	Emerson Electric Co	Buy	01/31/2012	02/14/2013	Long	14.930	13.163	1.767
168 000	Exxon Mobil Corp	Gift	01/03/2008	02/14/2013	Long	14.858	9.465	5.393
15 000	Exxon Mobil Corp	Buy	11/20/2009	02/14/2013	Long	1.327	1.116	211
39 000	Exxon Mobil Corp	Buy	11/20/2009	09/12/2013	Long	3.430	2.901	529
42 000	Exxon Mobil Corp	Buy	01/14/2010	09/12/2013	Long	3.694	2.924	769
622 000	General Electric Company	Buy	01/04/2011	02/14/2013	Long	14.530	11.432	3.098
533 000	Hewlett Packard Company	Buy	08/27/2010	05/17/2013	Long	11.235	20.168	(8.934)
140 000	Hewlett Packard Company	Buy	09/27/2010	05/17/2013	Long	2.951	5.823	(2.872)
96 000	Hewlett Packard Company	Buy	10/01/2010	05/17/2013	Long	2.024	3.907	(1.883)
539 000	Hewlett Packard Company	Buy	03/06/2012	05/17/2013	Long	11.361	13.124	(1.763)
534 000	Intel Corp	Buy	11/10/2008	03/07/2013	Long	11.634	7.784	3.849
259 000	Intel Corp	Buy	11/20/2009	03/07/2013	Long	5.643	4.994	649
133 000	Intel Corp	Buy	01/14/2010	03/07/2013	Long	2.898	2.856	42
942 000	iShares MSCI Emerging Markets ETF	Buy	09/17/2010	10/16/2013	Long	40.529	40.563	(33)
651 000	iShares MSCI Emerging Markets ETF	Buy	08/09/2011	10/16/2013	Long	28.009	26.052	1.957
634 000	iShares MSCI Emerging Markets ETF	Buy	07/16/2012	10/16/2013	Long	27.278	24.408	2.870
179 000	JPMorgan Chase & Company	Buy	01/04/2011	09/12/2013	Long	9.367	7.817	1.550
639 000	Juniper Networks Inc	Buy	08/03/2011	02/14/2013	Long	13.833	14.523	(690)
180 000	Kohls Corporation	Buy	05/05/2011	05/17/2013	Long	9.304	9.494	(190)
64 000	Kohls Corporation	Buy	04/18/2012	05/17/2013	Long	3.308	3.286	23
20 000	Mallinckrodt PLC	Spin	11/20/2007	07/18/2013	Long	851	550	301
18 125	Mallinckrodt PLC	Spin	09/27/2010	07/18/2013	Long	771	503	268
447 000	Market Vectors Agribusiness ETF	Buy	01/10/2012	08/07/2013	Long	22.236	22.349	(114)
1,171 000	Market Vectors Agribusiness ETF	Buy	01/10/2012	08/08/2013	Long	58.807	58.548	258
1,531 000	Market Vectors Agribusiness ETF	Buy	02/03/2012	08/07/2013	Long	76.158	81.305	(5,146)
806 000	Market Vectors Agribusiness ETF	Buy	06/26/2012	08/08/2013	Long	40.477	38.542	1,935
617 000	Market Vectors Gold Miners ETF	Buy	09/11/2008	11/12/2013	Long	14.721	17.123	(2,402)
747 000	Market Vectors Gold Miners ETF	Buy	10/16/2008	11/12/2013	Long	17.822	16.363	1,460
750 000	Market Vectors Gold Miners ETF	Buy	02/24/2012	11/12/2013	Long	17.894	42.569	(24,675)
837 000	Market Vectors Gold Miners ETF	Buy	06/26/2012	11/12/2013	Long	19.970	37.222	(17,253)
2,219 227	Matthews Japan Fund-CI I	Buy	02/06/2008	08/05/2013	Long	35.197	29.582	5,615

The Power Foundation
As of December 31, 2013

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
1.980 361	Matthews Japan Fund-C1 I	Buy	01/12/2011	08/05/2013	Long	31.409	25.349	6.060
1.790 323	Matthews Japan Fund-C1 I	Buy	07/15/2011	08/05/2013	Long	28.395	23.310	5.085
34 000	Pepsico Inc	Buy	10/01/2010	05/17/2013	Long	2.830	2.267	563
197 000	Pepsico Inc	Buy	12/14/2010	05/17/2013	Long	16.399	12.891	3.508
2 000	Pepsico Inc	Buy	01/04/2011	05/17/2013	Long	166	130	36
4.274 000	PIMCO High Yield Fund	Buy	09/21/2010	02/14/2013	Long	41.287	39.406	1.881
4.278 075	PIMCO High Yield Fund	Buy	10/15/2010	02/14/2013	Long	41.326	40.000	1.326
8.465 608	PIMCO High Yield Fund	Buy	11/09/2010	02/14/2013	Long	81.778	80.000	1.778
3.600 762	PIMCO High Yield Fund	Buy	10/21/2011	04/17/2013	Long	35.071	32.083	2.989
222 925	PIMCO High Yield Fund	Buy	12/07/2011	02/14/2013	Long	2.153	1.995	158
1.140 203	PIMCO High Yield Fund	Buy	12/07/2011	04/17/2013	Long	11.106	10.205	901
8.639 309	PIMCO High Yield Fund	Buy	02/03/2012	02/14/2013	Long	83.456	80.000	3.456
7.758 621	PIMCO Unconstrained Bond Fund-C1 I	Buy	01/14/2011	05/02/2013	Long	90.000	86.353	3.647
680 000	PowerShares Dynamic Oil/Gas Services	Buy	09/11/2008	04/11/2013	Long	15.683	15.358	324
50 000	Procter & Gamble Co	Buy	10/13/2008	02/14/2013	Long	3.841	3.144	696
74 000	Procter & Gamble Co	Buy	02/11/2010	02/14/2013	Long	5.684	4.591	1.093
30 000	Procter & Gamble Co	Buy	04/13/2011	02/14/2013	Long	2.304	1.890	414
25 000	Qualcomm Inc	Buy	11/20/2009	09/12/2013	Long	1.719	1.129	591
131 000	Qualcomm Inc	Buy	04/16/2010	09/12/2013	Long	9.010	5.562	3.448
456 000	SPDR DJ Wilshire International Real Estate Fd	Buy	08/03/2011	07/01/2013	Long	18.179	17.569	610
465 000	SPDR Dow Jones REIT	Buy	08/09/2011	07/01/2013	Long	35.294	26.223	9.070
134 000	SPDR Energy Select Sector	Buy	03/16/2011	04/11/2013	Long	10.579	9.950	629
94 000	SPDR S&P Oil & Gas Exploration & Prod	Buy	08/05/2011	04/11/2013	Long	5.646	5.065	581
68 000	The Coca Cola Company	Buy	06/20/1995	02/14/2013	Long	2.499	1.084	1.415
136 000	The Coca Cola Company	Buy	08/24/2009	02/14/2013	Long	4.998	3.363	1.635
166 000	The Coca Cola Company	Buy	09/02/2009	02/14/2013	Long	6.101	4.165	1.936
833 188	The Endowment TEI Fund	Buy	12/01/2006	09/30/2013	Long	46.340	48.301	(1.961)
957 337	The Endowment TEI Fund	Buy	12/01/2006	06/28/2013	Long	52.194	55.498	(3.305)
1.057 708	The Endowment TEI Fund	Buy	12/01/2006	03/29/2013	Long	60.486	62.866	(2.380)
188 000	United Technologies Corp	Buy	01/07/2003	02/14/2013	Long	16.833	5.991	10.842
73 000	United Technologies Corp	Buy	04/15/2009	02/14/2013	Long	6.536	3.402	3.135

The Power Foundation
As of December 31, 2013

Shares	Asset Name	How Acq	Date Acquired	Date Sold	Holding Period	Sale Proceeds	Original Cost	Realized Gain (Loss)
793 265	VG Precious Metals and Mining Fund-Inv	Buy	02/01/2005	04/08/2013	Long	10,297	13,200	(2,903)
4,926 109	VG Total Bond Market Index Fund	Buy	08/25/2003	08/05/2013	Long	52,463	50,005	2,458
6,060 415	VG Total Bond Market Index Fund	Buy	04/16/2004	08/05/2013	Long	64,543	62,061	2,482
539 873	VG Total Bond Market Index Fund	Buy	11/21/2006	08/05/2013	Long	5,750	5,415	335
7,252 946	VG Total Bond Market Index Fund	Buy	02/03/2012	08/05/2013	Long	77,244	80,000	(2,756)
98 000	Wal-Mart Stores Inc	Buy	02/03/2009	02/14/2013	Long	6,938	4,642	2,296
58 000	Wal-Mart Stores Inc	Buy	03/05/2009	02/14/2013	Long	4,106	2,889	1,217
23 000	Wal-Mart Stores Inc	Buy	08/03/2009	02/14/2013	Long	1,628	1,148	480
Total Short Term Gain (Loss)						420,335	379,625	40,710
Total Long Term Gain (Loss)						1,838,119	1,701,697	136,422
Total Schedule D						2,258,454	2,081,322	177,132
Total Long Term Capital Gain Distribution								47,327
Class Action Treated as Long Term Capital Gain Distribution								213
Total Gain/(Loss)								224,672