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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation POWELL CHARITABLE FOUNDATION		A Employer identification number 65-1175747
Number and street (or P O box number if mail is not delivered to street address) C/O 6629 FAIRWAY VIEW TRAIL	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code ROANOKE, VA 24018		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,147,040	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,280,750			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,492	5,492		
	4 Dividends and interest from securities	93,136	93,136		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 . STM139	175,494			
	b Gross sales price for all assets on line 6a 1,988,118				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STM106	2,679	2,679			
12 Total. Add lines 1 through 11	1,557,551	101,307			
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) STM108	5,277	3,958		1,319
	c Other professional fees (attach schedule) STM109	239,755	179,816		59,939
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM110	274	274		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STM103	719	539		180
	24 Total operating and administrative expenses. Add lines 13 through 23	246,025	184,587		61,438
	25 Contributions, gifts, grants paid	350,500			350,500
26 Total expenses and disbursements. Add lines 24 and 25	596,525	184,587		411,938	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	961,026				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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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
- 3 Accounts receivable ▶ 473
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) **STM137**
- c Investments - corporate bonds (attach schedule)
- 11 Investments - land, buildings, and equipment basis ▶ _____
Less accumulated depreciation (attach schedule) ▶ _____
- 12 Investments - mortgage loans
- 13 Investments - other (attach schedule)
- 14 Land, buildings, and equipment: basis ▶ _____
Less accumulated depreciation (attach schedule) ▶ _____
- 15 Other assets (describe ▶ _____)
- 16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)

1,730,535

1,960,728

1,960,728

473

473

473

4,013,193

5,185,839

5,185,839

5,744,201

7,147,040

7,147,040

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

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
- 28 Paid-in or capital surplus, or land, bldg, and equipment fund
- 29 Retained earnings, accumulated income, endowment, or other funds
- 30 **Total net assets or fund balances** (see instructions)
- 31 **Total liabilities and net assets/fund balances** (see instructions)

5,689,265

7,147,040

54,936

5,744,201

7,147,040

5,744,201

7,147,040

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	5,744,201
2 Enter amount from Part I, line 27a	2	961,026
3 Other increases not included in line 2 (itemize) ▶ STM115	3	441,813
4 Add lines 1, 2, and 3	4	7,147,040
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,147,040

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	369,552	5,464,053	0.067633
2011	332,934	5,214,050	0.063853
2010	386,763	4,696,956	0.082343
2009	284,876	3,596,637	0.079206
2008	180,587	2,926,613	0.061705

2 Total of line 1, column (d)	2	0.354741
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	0.070948
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,308,512
5 Multiply line 4 by line 3	5	92,836
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	92,836
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	411,938

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	591	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		591
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		591
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 591 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	N/A	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? _____ Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? _____	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) _____	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	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 2013? _____	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** *N/A*

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** *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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL POWELL JR 303 APPERSON DRIVE, SALEM, VA 24153	TRUSTEE 18	STMA01 150,000	- 0 -	- 0 -

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

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

Total number of other employees paid over \$50,000 ☐ **- 0 -**

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	-0-
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	-0-
2	
All other program-related investments. See instructions.	
3 STM142	-0-
Total. Add lines 1 through 3	-0-

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	459,952
b	Average of monthly cash balances	1b	868,014
c	Fair market value of all other assets (see instructions)	1c	473
d	Total (add lines 1a, b, and c)	1d	1,328,439
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	1,328,439
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,927
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,308,512
6	Minimum investment return. Enter 5% of line 5	6	65,426

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	65,426
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,426
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	65,426
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	65,426

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	411,938
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	411,938
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	NONE
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	411,938

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				65,426
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years:		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 35,660				
b From 2009 105,203				
c From 2010 151,915				
d From 2011 72,231				
e From 2012 96,349				
f Total of lines 3a through e	461,358			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 411,938				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				65,426
e Remaining amount distributed out of corpus	346,512			
5 Excess distributions carryover applied to 2013	NONE			
(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	807,870			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
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)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	35,660			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	772,210			
10 Analysis of line 9:				
a Excess from 2009 105,203				
b Excess from 2010 151,915				
c Excess from 2011 72,231				
d Excess from 2012 96,349				
e Excess from 2013 346,512				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling N/A

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

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

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

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

NONE,

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

NONE,

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

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

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

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

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

Recipient 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 SEE ATTACHED SCHEDULE	N/A		CHARITABLE/TAX- EXEMPT PURPOSE	350,500
Total			3a	350,500
b Approved for future payment NONE				- 0 -
Total			3b	- 0 -

Enter gross amounts unless otherwise indicated.

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

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

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

SIGN

DATE

**SIGN
& DATE**

including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, (preparer) is based on all information of which preparer has any knowledge

TRUSTEE
Title

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

PTIN

Phone no _____

New York, NY 10027

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

POWELL CHARITABLE FOUNDATION

Employer identification number

65-1175747

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

POWELL CHARITABLE FOUNDATION

Employer identification number

65-1175747

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN POWELL TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 256,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	PEGGY DANIELS TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 256,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	WILLIAM POWELL TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 256,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	PAUL POWELL TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 256,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	MARY ROBERTS TCLAT 303 APPERSON DRIVE SALEM, VA 24153	\$ 256,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

PART XV, 3 - Grants And Contributions Paid During The Year 2013

Name and Address	Foundation Status	Purpose	Amount
Star Community Inc. 13757 Broadfording Church Rd. Hagerstown, MD 21740	None	Adult Care	\$ 57,000
The RAFIKI FOUNDATION 19001 Huebner RD#2 San Antonio, TX 78258-4040	Yes	Mission	4,000
Emory & Henry College P.O. Box 947 Emory, VA 24327-0947	None	Educational	45,000
Blue Ridge Mountain Council, BSA P.O. Box 7606 Roanoke, VA 24019	None	Youth Dev.	3,500
Saint Francis of Assisi P.O. Box 18538 Roanoke, VA 24109	None	Disability Assist.	3,000
Fellowship Community Church 1226 Red Lane Extension Salem, VA 24153	None	Religious	23,000
St. Paul's Episcopal Church 42 East Main Street Salem, VA 24153	None	Religious	30,000
Blue Ridge Women's Center 5034 Williamson Road NW Roanoke, VA 24012	None	Advocacy	7,000
Salem Museum & Historical Society 801 E. Main Street Salem, VA 24153	None	Preservation	20,000
The Ryan Shelor Fund (C) P.O. Box 1145 Salem, VA 24153	None	Special Needs	5,000

Young Life 420 N. Cascade Avenue Colorado Springs, CO 80903-3325	None	Youth Ministry	8,000
Faith Christian School 3565 Buck Mountain Road Roanoke, Virginia 24018	None	Religious	10,000
League of Animal Protection P.O. Box 581 Pinestate, Virginia 24090	None	Wildlife	5,000
Campus Crusade For Christ	None	Religious	3,000
Carver GW Elementary East 4 th Street Salem, Virginia 24153	None	Educational	10,000
DAV - Virginia	None	Philanthropic	1,000
East Salem Elementary Salem, Virginia 24153	None	Educational	10,000
Salem City Schools 510 S. College Ave. Salem, Virginia 24153	None	Educational	2,000
Salem Sports Foundation Salem, Virginia 24153	Yes	Educational	12,000
South Salem Elementary 1600 Carolyn Rd. Salem, Virginia 24153	None	Educational	10,000
West Salem Elementary 520 N. Bruffey St. Salem, Virginia 24153	None	Educational	10,000
Apple Ridge Farm 541 Luck Ave., SW, Ste. 304 Roanoke, Virginia 24016	None	Philanthropic & Religious	1,000
Virginia Western Community College PO Box 14007 Roanoke, Virginia 24038		Educational	40,000

First United Methodist Church 125 W Main St. Salem, Virginia 24153	None	Religious	15,000
National Multiple Sclerosis Society Roanoke, Virginia	None	Philanthropic	1,000
Pathfinders of Roanoke Valey Roanoke, Virginia	None	Philanthropic	11,000
Rescue Mission 402 4 th St., Se Roanoke, Virginia 24013	None	Philanthropic	2,000
The Salvation Army 724 Dale Avenue, SE Roanoke, Virginia	None	Philanthropic	2,000
TOTAL			\$350,500

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

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

Statement #114

Name JOHN POWELL TCLAT
Address 303 APPERSON DRIVE
SALEM, VA 24153

Name PEGGY DANIELS TCLAT
Address 303 APPERSON DRIVE
SALEM, VA 24153

Name WILLIAM POWELL TCLAT
Address 303 APPERSON DRIVE
SALEM, VA 24153

Name PAUL POWELL TCLAT
Address 303 APPERSON DRIVE
SALEM, VA 24153

Name MARY ROBERTS TCLAT
Address 303 APPERSON DRIVE
SALEM, VA 24153

**Form 990PF, Part III, Line 3
Other Increases Schedule****PG 01**
Statement #115

ACCRUAL ADJUSTMENTS	<u>441,813</u>
Total	<u><u>441,813</u></u>

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

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

Statement #137

<u>Category</u>	<u>BOY</u>	<u>Book Value</u>	<u>EOY FMV</u>
WACHOVIA TR MANAGED A/C	1,147,530		
CATAWBA/FIDELITY BROKERAGE	560,975	737,322	737,322
DAVENPORT & COMPANY LLC	864,041	999,006	999,006
GREYSTON/METLIFE SECURITIES	336,021	374,799	374,799
RAYMOND JAMES FREEDOM	248,632	291,288	291,288
WELLS FARGO BK AGENCY	274,111	1,568,418	1,568,418
CLAYTOR EQUITY PARTNERS	581,883	671,836	671,836
MORGAN STANLEY		543,170	543,170
Totals	<u>4,013,193</u>	<u>5,185,839</u>	<u>5,185,839</u>

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

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

Statement #139

Name	RETURN OF CAPITAL
Term	Long-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 18,045
Basis	\$ 18,045
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$

Name	L.T. CAPITAL GAIN DISTRIBUTION
Term	Long-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 41,557
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 41,557

Name	THRU CLAYTOR EQUITY PARTNERS
Term	Long-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 47,106
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 47,106

Name	THRU CLAYTOR EQUITY PARTNERS
Term	Short-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 8,258
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 8,258

Federal Supporting Statements

2013 PG 02

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

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

Statement #139

Name	THRU POWER SHARES
Term	Long-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 23
Basis	\$
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 23

Name	THRU POWER SHARES
Term	Short-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$
Basis	\$ 11
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ (11)

Name	SEE ATTACHED SCHEDULE
Term	Short-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 1,308,009
Basis	\$ 1,283,667
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 24,342

Name	SEE ATTACHED SCHEDULE
Term	Long-Term
Date Acquired	VARI-OU
How Acquired	PURCHASE
Date Sold	VARI-OU
Purchaser	THE FOUNDATION
Gross Sales	\$ 565,120
Basis	\$ 510,901
Accumulated Depreciation	\$
Sales Expense	\$
Total Net	\$ 54,219

Capital Gains-2013 - 2013

1/1/2013 through 12/31/2013

2/6/2015

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM						
IShares US Preferred Stock ...	235.000	5/24/2012	1/28/2013	9,463.26	9,014.48	448.78
IShares US Preferred Stock ...	7.000	9/14/2012	1/28/2013	281.88	280.28	1.60
IShares JP Morgan EM Bon...	45.000	11/26/2012	1/31/2013	5,380.08	5,468.39	-88.31
IShares Core Long Term US ...	140.000	6/21/2012	1/31/2013	8,579.01	8,922.20	-343.19
IShares Core Long Term US ...	160.000	9/14/2012	1/31/2013	9,804.58	9,966.40	-161.82
IShares 10+ Yr Credit Bond ...	79.000	8/17/2012	1/31/2013	4,765.97	4,833.22	-67.25
IShares Barclay 10-20 Yr Tre...	66.000	5/24/2012	1/31/2013	8,716.43	8,939.04	-222.61
IShares Barclay 10-20 Yr Tre...	75.000	9/14/2012	1/31/2013	9,905.03	9,979.50	-74.47
IShares Global HealthCare E...	156.000	1/31/2013	2/1/2013	10,805.90	10,793.64	12.26
IShares Global Consumer St...	140.000	1/31/2013	2/1/2013	10,893.16	10,848.60	44.56
IShares Global Consumer Di...	167.000	1/31/2013	2/1/2013	10,898.18	10,834.96	63.22
IShares Global Technology E...	160.000	1/31/2013	2/1/2013	10,942.17	10,918.38	23.79
IShares MSCI Peru Index Fund	210.000	2/1/2013	3/13/2013	9,244.01	9,790.18	-546.17
IShares 10+ Yr Credit Bond ...	61.000	8/17/2012	3/14/2013	3,653.21	3,731.98	-78.77
IShares 10+ Yr Credit Bond ...	163.000	9/14/2012	3/14/2013	9,761.87	9,960.52	-198.65
IShares MSCI Turkey Inv. Mk...	145.000	2/4/2013	6/6/2013	8,762.20	9,983.24	-1,221.04
IShares JP Morgan EM Bon...	113.000	11/26/2012	6/13/2013	12,591.38	13,731.75	-1,140.37
IShares MSCI Mexico Mkt In...	147.000	1/31/2013	6/20/2013	8,786.05	10,825.07	-2,039.02
IShares S&P N. Amer. Tech ...	77.000	2/5/2013	6/20/2013	5,212.82	5,165.92	46.90
IShares MSCI Thailand Index...	110.000	2/4/2013	6/21/2013	8,149.77	9,816.39	-1,666.62
IShares MSCI Philippines Inv ...	230.000	3/13/2013	6/21/2013	7,511.67	9,272.68	-1,761.01
IShares MSCI Switzerland C...	296.000	6/6/2013	6/21/2013	8,512.84	8,749.73	-236.89
IShares MSCI Sweden Index ...	280.000	6/20/2013	6/21/2013	8,545.48	8,775.20	-229.72
IShares US ETF	130.000	2/1/2013	6/21/2013	10,411.52	9,899.50	512.02
IShares Barclay 7-10 Yr Trea...	120.000	6/13/2013	8/16/2013	12,052.60	12,565.19	-512.59
IShares DJ US Home Constr....	294.000	5/30/2013	8/16/2013	6,294.46	7,264.71	-970.25
IShares Iboxx Invest. Gr. Cor. .	113.000	1/31/2013	12/6/2013	12,824.16	13,500.10	-675.94
IShares Intermediate Cr. Bon...	121.000	3/14/2013	12/6/2013	13,076.24	13,385.02	-308.78
IShares Iboxx \$ H. Yld Corp ...	144.000	1/31/2013	12/6/2013	13,380.26	13,520.16	-139.90
IShares Int'l Treasury Bond E...	120.000	8/16/2013	12/6/2013	12,015.40	11,960.10	55.30
IShares JP Morgan EM Bon...	70.000	11/26/2012	1/31/2013	8,375.32	8,508.49	-133.17
IShares Core Long Term US ...	150.000	6/21/2012	1/31/2013	9,185.80	9,636.00	-450.20
IShares Core Long Term US ...	150.000	9/14/2012	1/31/2013	9,185.80	9,375.00	-189.20
IShares 10+ Yr Credit Bond ...	110.000	8/16/2012	1/31/2013	6,639.46	6,759.39	-119.93
IShares US Preferred Stock ...	180.000	5/24/2012	1/31/2013	7,223.25	6,906.60	316.65
IShares Barclay 10-20 Yr Tre ..	60.000	5/24/2012	1/31/2013	7,917.54	8,127.60	-210.06
IShares Barclay 10-20 Yr Tre...	70.000	9/14/2012	1/31/2013	9,237.14	9,340.80	-103.66
IShares MSCI Peru Index Fund	230.000	1/28/2013	3/7/2013	10,317.57	10,655.88	-338.31
IShares 10+ Yr Credit Bond ...	30.000	8/16/2012	3/14/2013	1,794.56	1,843.47	-48.91
IShares 10+ Yr Credit Bond . .	150.000	9/14/2012	3/14/2013	8,972.82	9,210.00	-237.18
IShares MSCI Turkey Inv. Mk ..	160.000	1/31/2013	6/6/2013	9,646.23	10,796.78	-1,150.55
IShares JP Morgan EM Bon. .	90.000	11/26/2012	6/13/2013	10,028.54	10,939.49	-910.95
IShares MSCI Mexico Mkt In...	140.000	1/31/2013	6/20/2013	8,350.99	10,322.19	-1,971.20
IShares MSCI Thailand Index .	120.000	1/31/2013	6/21/2013	8,881.06	10,453.40	-1,572.34
IShares MSCI Philippines Inv...	270.000	3/7/2013	6/21/2013	8,781.65	10,898.82	-2,117.17
IShares MSCI Switzerland C...	360.000	6/6/2013	6/21/2013	10,349.84	10,605.56	-255.72
IShares MSCI Sweden Index ..	340.000	6/20/2013	6/21/2013	10,376.65	10,624.97	-248.32
IShares US ETF	140.000	1/31/2013	6/21/2013	11,215.20	10,585.39	629.81
IShares Barclay 7-10 Yr Trea ..	100.000	6/13/2013	8/15/2013	10,031.84	10,469.99	-438.15
IShares DJ US Home Constr....	280.000	5/30/2013	8/15/2013	5,659.46	6,935.57	-1,276.11

Capital Gains-2013 - 2013

1/1/2013 through 12/31/2013

2/6/2015

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
IShares Iboxx Invest. Gr. Cor...	90.000	1/31/2013	12/6/2013	10,208.53	10,739.69	-531.16
IShares Intermediate Cr. Bon...	100.000	3/14/2013	12/6/2013	10,801.81	11,061.00	-259.19
IShares Iboxx \$ H Yld Corp ...	110.000	1/31/2013	12/6/2013	10,211.12	10,332.29	-121.17
IShares Int'l Treasury Bond E...	110.000	8/15/2013	12/6/2013	11,005.32	10,833.89	171.43
IShares US Industrial ETF	60.000	12/10/2012	1/28/2013	4,688.08	4,360.47	327.61
IShares US Energy ETF	120.000	12/31/2012	1/28/2013	5,261.89	4,811.14	450.75
IShares US Utility ETF	40.000	12/17/2012	1/28/2013	3,579.92	3,516.80	63.12
SPDR Sector Health Care Fu...	105.000	11/15/2012	1/28/2013	4,484.46	4,064.54	419.92
SPDR Sector Consumer Sta...	105.000	11/15/2012	1/28/2013	3,851.32	3,581.50	269.82
SPDR Sector Materials Fund	120.000	12/24/2012	1/28/2013	4,719.50	4,446.00	273.50
SPDR Sector Financial ETF	250.000	11/15/2012	1/28/2013	4,350.75	3,809.98	540.77
SPDR Sector Consumer Disc...	90.000	11/15/2012	1/28/2013	4,557.51	4,063.49	494.02
IShares US Utility ETF	405.000	12/17/2012	7/1/2013	38,174.64	35,607.60	2,567.04
SPDR Sector Health Care Fu...	230.000	11/15/2012	7/1/2013	11,056.28	8,903.28	2,153.00
SPDR Sector Health Care Fu...	250.000	11/20/2012	7/1/2013	12,017.69	9,846.00	2,171.69
SPDR Sector Health Care Fu...	370.000	12/3/2012	7/1/2013	17,786.18	14,881.36	2,904.82
IShares Technology ETF	75.000	1/28/2013	7/15/2013	5,792.90	5,420.44	372.46
IShares US Industrial ETF	75.000	12/10/2012	7/15/2013	6,524.14	5,450.59	1,073.55
IShares US Energy ETF	125.000	12/31/2012	7/15/2013	5,823.65	5,011.60	812.05
SPDR Sector Consumer Sta...	135.000	11/15/2012	7/15/2013	5,594.30	4,604.79	989.51
SPDR Sector Materials Fund	135.000	12/24/2012	7/15/2013	5,409.36	5,001.75	407.61
SPDR Sector Financial ETF	325.000	11/15/2012	7/15/2013	6,623.38	4,952.97	1,670.41
SPDR Sector Consumer Disc...	110.000	11/15/2012	7/15/2013	6,563.59	4,966.49	1,597.10
IShares Technology ETF	60.000	1/28/2013	7/22/2013	4,569.02	4,336.35	232.67
IShares US Industrial ETF	60.000	12/10/2012	7/22/2013	5,306.21	4,360.47	945.74
IShares US Energy ETF	110.000	12/31/2012	7/22/2013	5,237.27	4,410.21	827.06
IShares US Utility ETF	50.000	7/15/2013	7/22/2013	4,959.68	4,910.75	48.93
SPDR Sector Consumer Sta...	125.000	11/15/2012	7/22/2013	5,217.41	4,263.70	953.71
SPDR Sector Materials Fund	135.000	12/24/2012	7/22/2013	5,489.00	5,001.75	487.25
SPDR Sector Financial ETF	155.000	11/15/2012	7/22/2013	3,216.20	2,362.18	854.02
SPDR Sector Financial ETF	80.000	11/20/2012	7/22/2013	1,659.97	1,245.60	414.37
SPDR Sector Consumer Disc...	75.000	11/15/2012	7/22/2013	4,457.96	3,386.24	1,071.72
SPDR Sector Consumer Sta...	50.000	11/15/2012	8/26/2013	2,003.93	1,705.48	298.45
SPDR Sector Consumer Sta...	275.000	11/20/2012	8/26/2013	11,021.59	9,616.72	1,404.87
SPDR Sector Consumer Sta...	400.000	12/3/2012	8/26/2013	16,031.40	14,399.96	1,631.44
SPDR Sector Consumer Sta...	240.000	7/1/2013	8/26/2013	9,618.84	9,633.60	-14.76
IShares US Utility ETF	410.000	7/15/2013	9/16/2013	38,362.66	40,268.15	-1,905.49
IShares US Utility ETF	60.000	8/26/2013	9/16/2013	5,614.05	5,665.12	-51.07
IShares Technology ETF	85.000	1/28/2013	9/23/2013	6,788.69	6,143.16	645.53
IShares US Industrial ETF	65.000	12/10/2012	9/23/2013	5,944.84	4,723.84	1,221.00
IShares US Healthcare ETF	60.000	7/22/2013	9/23/2013	6,497.26	6,404.70	92.56
IShares US Energy ETF	130.000	12/31/2012	9/23/2013	6,185.52	5,212.06	973.46
SPDR Sector Materials Fund	135.000	12/24/2012	9/23/2013	5,745.50	5,001.75	743.75
SPDR Sector Financial ETF	280.000	11/20/2012	9/23/2013	5,653.10	4,359.60	1,293.50
SPDR Sector Consumer Disc...	100.000	11/20/2012	9/23/2013	6,056.37	4,630.99	1,425.38
IShares US Utility ETF	485.000	9/23/2013	10/14/2013	45,602.55	46,288.79	-686.24
IShares Technology ETF	80.000	1/28/2013	10/28/2013	6,550.07	5,781.80	768.27
IShares US Industrial ETF	80.000	12/10/2012	10/28/2013	7,577.23	5,813.96	1,763.27
IShares US Healthcare ETF	60.000	7/22/2013	10/28/2013	6,670.16	6,404.70	265.46
IShares US Energy ETF	130.000	12/31/2012	10/28/2013	6,369.42	5,212.06	1,157.36
SPDR Sector Materials Fund	165.000	12/24/2012	10/28/2013	7,280.35	6,113.25	1,167.10
SPDR Sector Financial ETF	275.000	11/20/2012	10/28/2013	5,714.40	4,281.75	1,432.65

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SPDR Sector Financial ETF	65.000	12/3/2012	10/28/2013	1,350.68	1,023.75	326.93
SPDR Sector Consumer Disc...	115.000	11/20/2012	10/28/2013	7,260.97	5,325.64	1,935.33
First Eagle Overseas Fund	5.165	12/17/2012	12/3/2013	125.46	107.05	18.41
First Eagle Overseas Fund	11.258	12/17/2012	12/3/2013	273.46	233.33	40.13
IShares Russell 2000 Index ...	1,400.000	10/4/2013	11/1/2013	151,271.28	150,079.16	1,192.12
Proshares Ultra Russell 2000	1,200.000	10/4/2013	11/1/2013	89,527.56	88,338.84	1,188.72
Proshares Ultra MidCap 400	20.000	10/4/2013	11/1/2013	2,320.21	2,221.83	98.38
PIMCO Commodity Real Ret ...	8.869	6/22/2012	4/30/2013	57.12	69.48	-12.36
PIMCO Commodity Real Ret...	10.168	9/21/2012	4/30/2013	65.48	79.65	-14.17
PIMCO Commodity Real Ret...	9.679	12/13/2012	4/30/2013	62.33	75.82	-13.49
PIMCO Commodity Real Ret...	3.929	12/13/2012	4/30/2013	25.30	30.78	-5.48
PIMCO Commodity Real Ret...	3.559	12/28/2012	4/30/2013	22.92	27.88	-4.96
PIMCO Commodity Real Ret...	6.043	3/22/2013	4/30/2013	38.92	47.34	-8.42
IShares Core S&P 500 Index ...	45.000	10/11/2012	1/8/2013	6,576.01	6,530.15	45.86
IShares Core S&P 500 Index ...	41.000	10/19/2012	1/8/2013	5,991.47	6,022.18	-30.71
PowerShs. DB Base ETF US...	263.000	7/13/2012	1/8/2013	5,761.94	6,103.51	-341.57
Guggenheim Enhanced Sh ...	136.000	2/10/2012	2/7/2013	6,812.09	6,779.60	32.49
IShares Int'l Treasury Bond E...	24.000	1/8/2013	2/7/2013	2,446.27	2,449.92	-3.65
PowerShares EM Mar SOV D...	73.000	1/8/2013	2/7/2013	2,219.15	2,287.35	-68.20
PowerShs. DB Metals ETF Fd	293.000	1/8/2013	3/13/2013	5,301.80	5,575.29	-273.49
PowerShs. DB Metals ETF Fd	139.000	2/7/2013	3/13/2013	2,515.19	2,715.93	-200.74
IShares Dow J US Financial ...	48.000	10/10/2012	4/11/2013	3,164.29	2,741.81	422.48
IShares Dow J US Financial ...	45.000	10/19/2012	4/11/2013	3,095.50	2,733.44	362.06
IShares Dow J US Financial ...	35.000	11/2/2012	4/11/2013	2,407.61	2,060.15	347.46
SPDR Select Industrial Secto...	99.000	10/10/2012	4/11/2013	4,139.69	3,633.28	506.41
SPDR Select Industrial Secto...	60.000	10/19/2012	4/11/2013	2,508.90	2,247.03	261.87
SPDR Sector Energy Select ...	77.000	4/20/2012	4/11/2013	6,094.65	5,326.10	768.55
SPDR Sector Energy Select . .	2.000	5/1/2012	4/11/2013	158.30	141.95	16.35
Vanguard Materials ETF	45.000	10/10/2012	4/11/2013	3,949.56	3,739.66	209.90
Vanguard Materials ETF	22.000	10/19/2012	4/11/2013	1,930.90	1,875.17	55.73
IShares Dow J US Financial ...	12.000	11/2/2012	5/8/2013	851.51	706.34	145.17
IShares Dow J US Financial ...	94.000	11/9/2012	5/8/2013	6,670.13	5,468.07	1,202.06
IShares Int'l Treasury Bond E...	25.000	1/8/2013	5/8/2013	2,525.48	2,552.00	-26.52
PowerShs. DB Energy ETF Fd	287.000	2/7/2013	5/8/2013	8,195.34	8,499.73	-304.39
PowerShares EM Mar SOV D...	281.000	1/8/2013	5/8/2013	8,702.55	8,804.71	-102.16
SPDR Select Industrial Secto...	41.000	10/19/2012	5/8/2013	1,749.68	1,535.47	214.21
SPDR Select Industrial Secto...	99.000	11/1/2012	5/8/2013	4,224.83	3,608.39	616.44
Vanguard Materials ETF	21.000	10/19/2012	5/8/2013	1,888.50	1,789.94	98.56
Vanguard Materials ETF	45.000	11/1/2012	5/8/2013	4,046.78	3,668.84	377.94
IShares MSCI Emerg. Mkts I...	124.000	1/8/2013	6/13/2013	4,891.13	5,484.83	-593.70
IShares MSCI Emerg. Mkts I...	165.000	2/7/2013	6/13/2013	6,508.36	7,230.99	-722.63
WisdomTree Dreyfus ETF E...	328.000	1/8/2013	6/13/2013	6,688.62	6,941.14	-252.52
IShares US Real Estate Inde...	80.000	3/13/2013	7/11/2013	5,347.83	5,515.94	-168.11
IShares Iboxx Invest. Gr. Cor...	59.000	5/8/2013	7/11/2013	6,672.57	7,142.54	-469.97
IShares Int'l Treasury Bond E ...	58.000	1/8/2013	7/11/2013	5,562.06	5,920.64	-358.58
IShares Int'l Treasury Bond E...	56.000	6/13/2013	7/11/2013	5,370.27	5,633.60	-263.33
PowerShs. QQQ Tr ETF	203.000	6/13/2013	11/13/2013	16,759.39	14,642.94	2,116.45
				1,308,009.32	1,283,667.45	24,341.87

LONG TERM

Gov't Nat'l Mtg Assn-5% 6/20...	250.000	6/1/2010	4/16/2013	25,000.00	25,467.91	-467.91
Potash Corp	99.000	1/25/2010	8/5/2013	2,948.56	3,710.52	-761.96

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IShares US Health Care Prov ..	100.000	12/8/2011	1/28/2013	7,327.85	5,741.00	1,586.85
IShares US Pharmaceutical ...	78.000	12/8/2011	1/28/2013	7,074.45	5,728.32	1,346.13
IShares S&P N. Amer. Tech. ...	108.000	12/8/2011	1/28/2013	7,337.37	6,231.60	1,105.77
IShares S&P N. Amer. Tech. ...	96.000	1/13/2012	1/28/2013	6,522.10	5,339.52	1,182.58
IShares NASDAQ Biotechnol...	56.000	12/8/2011	1/28/2013	8,159.58	5,607.84	2,551.74
IShares Core S&P Mid Cap E...	67.000	12/8/2011	1/28/2013	7,327.64	5,815.60	1,512.04
IShares US Consumer Good...	87.000	12/8/2011	1/28/2013	6,914.61	5,880.33	1,034.28
IShares US Consumer Servic...	82.000	12/8/2011	1/28/2013	7,615.18	5,790.02	1,825.16
IShares Cohen&Steers Realt...	87.000	12/8/2011	1/28/2013	7,131.24	5,809.86	1,321.38
IShares Cohen&Steers Realt...	7.000	12/8/2011	5/30/2013	590.79	467.46	123.33
IShares Cohen&Steers Realt...	80.000	1/13/2012	5/30/2013	6,751.89	5,592.00	1,159.89
IShares S&P N. Amer. Tech. ...	5.000	1/13/2012	6/20/2013	338.49	278.10	60.39
IShares US Preferred Stock ...	243.000	9/14/2012	12/6/2013	9,126.94	9,729.60	-602.66
IShares US Health Care Prov...	110.000	9/29/2011	1/28/2013	8,048.53	5,865.20	2,183.33
IShares US Pharmaceutical ...	85.000	9/23/2011	1/28/2013	7,708.49	5,600.65	2,107.84
IShares S&P N. Amer. Tech. ...	100.000	8/9/2011	1/28/2013	6,792.86	5,158.00	1,634.86
IShares NASDAQ Biotechnol ..	60.000	10/20/2011	1/28/2013	8,739.40	5,751.60	2,987.80
IShares Core S&P Mid Cap E...	70.000	8/9/2011	1/28/2013	7,651.54	5,551.00	2,100.54
IShares US Consumer Good...	90.000	9/29/2011	1/28/2013	7,157.82	5,823.00	1,334.82
IShares US Consumer Servic ..	85.000	8/9/2011	1/28/2013	7,896.33	5,383.05	2,513.28
IShares Cohen&Steers Realt...	90.000	8/9/2011	1/28/2013	7,374.44	5,467.50	1,906.94
IShares Cohen&Steers Realt...	10.000	8/9/2011	5/30/2013	840.89	607.50	233.39
IShares Cohen&Steers Realt...	80.000	10/21/2011	5/30/2013	6,727.09	5,299.20	1,427.89
IShares S&P N. Amer. Tech. ...	20.000	8/9/2011	6/20/2013	1,366.58	1,031.60	334.98
IShares S&P N. Amer. Tech. ...	80.000	10/21/2011	6/20/2013	5,466.31	4,643.20	823.11
IShares US Preferred Stock ...	40.000	5/24/2012	12/6/2013	1,501.18	1,534.80	-33.62
IShares US Preferred Stock ...	230.000	9/14/2012	12/6/2013	8,631.77	9,202.30	-570.53
Blackrock Global Allocation F...	194.553	9/20/2010	3/19/2013	4,000.00	3,561.72	438.28
Lord Abbett Short Duration In...	1,075.269	9/20/2010	3/19/2013	5,000.00	4,963.54	36.46
TCW Total Return Bond Fund I	140.379	9/20/2010	3/19/2013	1,447.31	1,411.55	35.76
TCW Total Return Bond Fund I	9.756	10/4/2010	3/19/2013	100.58	98.10	2.48
TCW Total Return Bond Fund I	9.770	11/3/2010	3/19/2013	100.73	98.24	2.49
TCW Total Return Bond Fund I	9.888	12/2/2010	3/19/2013	101.95	99.43	2.52
TCW Total Return Bond Fund I	46.983	12/31/2010	3/19/2013	484.39	472.43	11.96
TCW Total Return Bond Fund I	5.574	12/31/2010	3/19/2013	57.47	56.05	1.42
TCW Total Return Bond Fund I	9.024	2/2/2011	3/19/2013	93.04	90.74	2.30
TCW Total Return Bond Fund I	9.073	3/2/2011	3/19/2013	93.54	91.23	2.31
TCW Total Return Bond Fund I	3.594	4/4/2011	3/19/2013	37.05	36.14	0.91
TCW Total Return Bond Fund I	3.600	5/3/2011	3/19/2013	37.12	36.20	0.92
TCW Total Return Bond Fund I	3.609	6/2/2011	3/19/2013	37.21	36.29	0.92
TCW Total Return Bond Fund I	3.669	7/5/2011	3/19/2013	37.83	36.89	0.94
TCW Total Return Bond Fund I	3.675	8/2/2011	3/19/2013	37.89	36.95	0.94
TCW Total Return Bond Fund I	129.379	8/31/2011	3/19/2013	1,333.90	1,300.94	32.96
Templeton Global Bond Fund...	371.195	9/20/2010	3/19/2013	5,000.00	4,879.98	120.02
First Eagle Global Fund	78.740	9/20/2010	3/21/2013	4,000.00	3,426.14	573.86
Ivy High Income Fund A	574.713	2/24/2012	3/21/2013	5,000.00	4,741.38	258.62
MFS Emerging Markets Debt ..	250.156	9/20/2010	3/21/2013	4,000.00	3,746.35	253.65
Calamos Growth & Income F...	31.898	9/20/2010	7/19/2013	1,089.00	983.47	105.53
Calamos Growth & Income F...	71.063	9/20/2010	10/15/2013	2,500.00	2,190.99	309.01
First Eagle Overseas Fund	190.931	9/20/2010	12/3/2013	4,637.72	3,957.26	680.46
First Eagle Overseas Fund	2.771	12/20/2010	12/3/2013	67.31	57.43	9.88
First Eagle Overseas Fund	1.807	12/20/2010	12/3/2013	43.89	37.45	6.44

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First Eagle Overseas Fund	3.733	12/15/2011	12/3/2013	90.67	77.37	13.30
First Eagle Overseas Fund	6.163	12/15/2011	12/3/2013	149.70	127.74	21.96
First Eagle Overseas Fund	99.404	6/8/2012	12/3/2013	2,414.52	2,060.26	354.26
PIMCO Commodity Real Ret...	177.524	1/27/2010	4/30/2013	1,143.25	1,390.66	-247.41
PIMCO Commodity Real Ret...	131.752	2/10/2010	4/30/2013	848.48	1,032.09	-183.61
PIMCO Commodity Real Ret...	124.378	3/11/2010	4/30/2013	800.99	974.33	-173.34
PIMCO Commodity Real Ret...	21.088	3/22/2010	4/30/2013	135.81	165.20	-29.39
PIMCO Commodity Real Ret ..	126.422	4/12/2010	4/30/2013	814.16	990.34	-176.18
PIMCO Commodity Real Ret ..	131.406	5/12/2010	4/30/2013	846.25	1,029.38	-183.13
PIMCO Commodity Real Ret...	138.504	6/10/2010	4/30/2013	891.97	1,084.99	-193.02
PIMCO Commodity Real Ret ..	34.216	6/21/2010	4/30/2013	220.35	268.04	-47.69
PIMCO Commodity Real Ret...	37.375	9/20/2010	4/30/2013	240.70	292.78	-52.08
PIMCO Commodity Real Ret ..	28.105	1/3/2011	4/30/2013	181.00	220.16	-39.16
PIMCO Commodity Real Ret...	37.298	3/18/2011	4/30/2013	240.20	292.18	-51.98
PIMCO Commodity Real Ret...	65.817	6/17/2011	4/30/2013	423.86	515.59	-91.73
PIMCO Commodity Real Ret...	65.101	9/16/2011	4/30/2013	419.25	509.98	-90.73
PIMCO Commodity Real Ret...	22.393	12/8/2011	4/30/2013	144.21	175.42	-31.21
PIMCO Commodity Real Ret...	5.329	12/8/2011	4/30/2013	34.32	41.75	-7.43
PIMCO Commodity Real Ret...	151.665	12/29/2011	4/30/2013	976.72	1,188.09	-211.37
PIMCO Commodity Real Ret...	10.684	3/23/2012	4/30/2013	68.80	83.69	-14.89
PIMCO Total Return Fund P	297.725	1/27/2010	7/16/2013	3,206.50	3,266.79	-60.29
PIMCO Total Return Fund P	0.130	2/1/2010	7/16/2013	1.40	1.43	-0.03
PIMCO Total Return Fund P	11.979	2/10/2010	7/16/2013	129.01	131.44	-2.43
Dodge & Cox Income Fund	231.929	1/25/2010	7/16/2013	3,133.36	3,061.35	72.01
Nuveen Winslow Large Cap ...	451.871	11/10/2011	7/18/2013	17,998.02	14,211.35	3,786.67
Wells Fargo Adv Asset Alloc...	4,926.474	4/18/2011	6/19/2013	66,950.78	61,482.39	5,468.39
Gateway Fund-Y	2,302.711	4/18/2011	6/27/2013	64,199.58	61,482.39	2,717.19
PIMCO Moderate Duration Fd I	1,480.750	9/12/2008	6/27/2013	15,592.30	14,598.83	993.47
PIMCO Moderate Duration Fd I	4,503.582	10/7/2008	6/27/2013	47,422.72	44,401.17	3,021.55
IShares Iboxx Invest. Gr. Cor...	54.000	10/14/2011	1/8/2013	6,523.76	6,020.18	503.58
IShares Core US Bond Mkt. ...	20.000	7/15/2011	1/8/2013	2,214.95	2,151.56	63.39
IShares Core US Bond Mkt. ...	96.000	10/14/2011	1/8/2013	10,631.78	10,480.99	150.79
PowerShs. DB Precious Met ..	90.000	12/22/2011	1/8/2013	5,088.26	5,121.75	-33.49
PowerShs. DB Base ETF US...	46.000	11/18/2011	1/8/2013	1,007.79	1,019.29	-11.50
SPDR Sector Consumer Disc...	1.000	5/3/2011	1/8/2013	48.39	40.45	7.94
SPDR Sector Consumer Disc...	144.000	5/17/2011	1/8/2013	6,968.15	5,873.18	1,094.97
PowerShs. DB Commodity Tr...	297.000	12/22/2011	2/7/2013	8,416.70	8,293.31	123.39
IShares Iboxx Invest. Gr. Cor...	55.000	10/14/2011	3/13/2013	6,543.20	6,131.67	411.53
SPDR Sector Energy Select ...	74.000	5/1/2012	5/8/2013	5,951.83	5,252.12	699.71
IShares Iboxx \$ H. Yld Corp ...	69.000	8/15/2011	6/13/2013	6,368.07	5,966.32	401.75
IShares US Real Estate Inde...	88.000	4/20/2012	6/13/2013	5,768.89	5,388.97	379.92
IShares US Real Estate Inde...	32.000	5/1/2012	6/13/2013	2,146.56	2,038.53	108.03
IShares US Real Estate Inde...	51.000	5/1/2012	7/11/2013	3,409.24	3,248.92	160.32
IShares Iboxx Invest. Gr. Cor...	61.000	10/14/2011	7/11/2013	6,898.76	6,800.58	98.18
IShares Core US Bond Mkt. ...	128.000	10/14/2011	9/11/2013	13,292.23	13,756.30	-464.07
First Tr. Technology Alphade...	72.000	4/20/2012	11/26/2013	2,022.44	1,651.74	370.70
IShares Core S&P Total US ...	38.000	11/9/2012	11/26/2013	3,142.56	2,401.22	741.34
IShares Barclay 1-3 Yr Treas...	42.000	11/16/2011	11/26/2013	3,550.20	3,551.19	-0.99
				565,120.49	510,900.62	54,219.87
				1,873,129.81	1,794,568.07	78,561.74

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

FEIN

POWELL CHARITABLE FOUNDATION

65-1175747

**Form 990PF, Part IX-B, Line 3
All Other Program-Related Investments**

Statement #142

Description**Amount**

NONE

-0-

**Form 990PF, Part VIII
Compensation Explanation**

PG01

Statement #A01

Name

PAUL POWELL JR

Explanation

TRUSTEE FEES

Federal Supporting Statements

2013 PG 01

Your Social Security Number

65-1175747

Name(s) as shown on return

POWELL CHARITABLE FOUNDATION

Statement #103

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

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
BANK FEES	30	22	0	8
POSTAGE	88	66	0	22
RENTAL EXPENSE	595	446	0	149
MISCELLANEOUS MEETING EXPENSES	0	0	0	0
OTHER MISCELLANEOUS EXPENSES	6	5	0	1
Totals	719	539	0	180

PG 01

Statement #106

Form 990PF, Part I, Line 11 - Other Income Schedule

Description	Revenue and expenses	Net investment	Adjusted net income
MISCELLANEOUS PORTFOLIO INCOME	2,679	2,679	0
Totals	2,679	2,679	0

Federal Supporting Statements

2013 PG 01

Your Social Security Number

65-1175747

Name(s) as shown on return

POWELL CHARITABLE FOUNDATION

Statement #108

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

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
ACCOUNTING FEES	5,277	3,958	0	1,319
Totals	5,277	3,958	0	1,319

PG 01

Statement #109

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

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
PORTFOLIO MANAGEMENT FEES	39,755	29,816	0	9,939
TRUSTEE FEES	150,000	112,500	0	37,500
FOUNDATION MEETING FEES	50,000	37,500	0	12,500
Totals	239,755	179,816	0	59,939

Federal Supporting Statements

2013 PG 01

Your Social Security Number

65-1175747

Name(s) as shown on return

POWELL CHARITABLE FOUNDATION

Statement #110

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

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FOREIGN TAX W/H	865	865	0	0
TAX REFUND	(591)	(591)	0	0
Totals	274	274	0	0

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return****COPY**

OMB No 1545-1709

▶ **File a separate application for each return.**▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐ ▶

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ **PAUL POWELL, JR, 303 APPERSON DRIVE, SALEM, 24153**

Telephone No. ▶ **540-389-1811**

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐ ▶

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach

a list with the names and EINs of all members the extension is for.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08-15**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 - ▶ ☒ calendar year 20 **13** or
 - ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	-0-
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	-0-
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	-0-

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

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

Form 8868 (Rev. 1-2014)

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

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

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

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
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Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ **PAUL POWELL, JR, 303 APPERSON DRIVE, SALEM, 24153**
Telephone No. ▶ **540-389-1811** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box _____ ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box _____ ▶ ☐. If it is for part of the group, check this box _____ ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11-17, 2014.
- 5 For calendar year 2013, or other tax year beginning _____, 20____ and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension

THE FOUNDATION IS STILL COLLECTING INFORMATION NECESSARY
FOR A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 0
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 591
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0

Signature and Verification must be completed for Part II only.

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

Signature
EEA

Title ▶

Date _____

Form 8868 (Rev. 1-2014)