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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 separate instructions is at www.irs.gov/form990pf.

2013

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

The Powell Foundation
2121 San Felipe #110
Houston, TX 77019

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 30,009,000.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number
74-6104592

B Telephone number (see the instructions)
713-523-7557

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	450,000.			
2 Ck ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	36.	36.	N/A	
4 Dividends and interest from securities	749,644.	749,644.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	87,135.			
b Gross sales price for all assets on line 6a	617,359.			
7 Capital gain net income (from Part IV, line 2)		87,135.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,286,815.	836,815.		
13 Compensation of officers, directors, trustees, etc.	146,014.	7,301.		138,713.
14 Other employee salaries and wages	11,895.	595.		11,300.
15 Pension plans, employee benefits	14,868.	743.		14,122.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 1	2,200.	1,100.		1,100.
c Other prof fees (attach sch) See St 2	48,079.	48,079.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	27,899.	12,328.		
19 Depreciation (attach sch) and depletion				
20 Occupancy	15,408.	770.		14,638.
21 Travel, conferences, and meetings	21,109.	1,055.		20,054.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	17,518.	1,314.		16,204.
24 Total operating and administrative expenses. Add lines 13 through 23	304,990.	73,285.		216,131.
25 Contributions, gifts, grants paid Part. XV.	1,049,600.			1,004,600.
26 Total expenses and disbursements. Add lines 24 and 25	1,354,590.	73,285.		1,220,731.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-67,775.			
b Net investment income (if negative, enter -0-)		763,530.		
c Adjusted net income (if negative, enter -0-)				

6/18/21

Part III 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	340,715.	283,506.	283,506.
3	Accounts receivable	18,445.		
	Less: allowance for doubtful accounts	19,421.	18,445.	18,445.
4	Pledges receivable			
	Less: allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	310.	310.	310.
10a	Investments — U.S. and state government obligations (attach schedule) Statement 5	454,362.	410,460.	410,460.
b	Investments — corporate stock (attach schedule) Statement 6	24,548,737.	29,296,279.	29,296,279.
c	Investments — corporate bonds (attach schedule)			
11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
12	Investments — mortgage loans			
13	Investments — other (attach schedule)			
14	Land, buildings, and equipment: basis	4,335.		
	Less: accumulated depreciation (attach schedule) See Stmt 7	4,335.		
15	Other assets (describe)			
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	25,363,545.	30,009,000.	30,009,000.

LIABILITIES

17	Accounts payable and accrued expenses	1,152.	271.	
18	Grants payable	90,000.	135,000.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	91,152.	135,271.	

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	25,272,393.	29,873,729.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	25,272,393.	29,873,729.	
31	Total liabilities and net assets/fund balances (see instructions)	25,363,545.	30,009,000.	

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	25,272,393.
2	Enter amount from Part I, line 27a	2	-67,775.
3	Other increases not included in line 2 (itemize) See Statement 8	3	4,669,111.
4	Add lines 1, 2, and 3	4	29,873,729.
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	29,873,729.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 617,359.		530,224.	87,135.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			87,135.
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	87,135.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	—]	3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,099,530.	24,606,927.	0.044684
2011	904,402.	22,485,608.	0.040221
2010	759,456.	18,845,501.	0.040299
2009	1,022,026.	16,464,316.	0.062075
2008	1,163,617.	20,567,997.	0.056574

2 Total of line 1, column (d)	2	0.243853
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	0.048771
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	27,517,329.
5 Multiply line 4 by line 3	5	1,342,048.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,635.
7 Add lines 5 and 6	7	1,349,683.
8 Enter qualifying distributions from Part XII, line 4	8	1,220,731.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		1	15,271.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,271.
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	15,271.
6 Credits/Payments:			
a 2013 estimated tax prmts and 2012 overpayment credited to 2013.	6 a	15,000.	
b Exempt foreign organizations — tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d.	7	15,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	271.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	☐	☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	☐	☒
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?	☐	☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	☐	☒
If 'Yes,' attach a detailed description of the activities.		
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	☐	☒
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☐	☒
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.		
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?	☒	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	☒	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions).		
TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	☒	
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	☐	☒
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	☐	☒

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Form 990-PF (2013)

Part VIIA Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.powellfoundation.org</u>	13	X	
14	The books are in care of <u>Caroline Sabin</u> Telephone no <u>713-523-7557</u> Located at <u>2121 San Felipe, Suite 110 Houston TX</u> ZIP + 4 <u>77019</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

Part VIIB Statements Regarding Activities for Which Form 4720 May Be Required

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

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

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Form 990-PF (2013)

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		146,014.	4,329.	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 N/A	
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 instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2013)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	27,498,968.
b Average of monthly cash balances	1 b	437,407.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	27,936,375.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	27,936,375.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	419,046.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	27,517,329.
6 Minimum investment return. Enter 5% of line 5	6	1,375,866.

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

1 Minimum investment return from Part X, line 6	1	1,375,866.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	15,271.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	15,271.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,360,595.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,360,595.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,360,595.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	1,220,731.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,220,731.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,220,731.

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				1,360,595.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			158,481.	
b Total for prior years: 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 1,220,731.				
a Applied to 2012, but not more than line 2a			158,481.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount.				1,062,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 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.				298,345.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Arts (See attached pg 1)	N/A	PC	See attachment	164,250.
Conservation (See attached pgs 1-2)	N/A	PC	See attachment	172,100.
Education (See attached pgs 2-4)	N/A	PC	See attachment	550,750.
Health (See attached pgs 4-5)	N/A	PC	See attachment	116,000.
Other (See attached pg 5)	N/A	PC	See attachment	1,500.
Total			3a	1,004,600.
b Approved for future payment See Statement 11				
Total			3b	135,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	36.	
4	Dividends and interest from securities			14	749,644.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	87,135.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				836,815.	
13	Total. Add line 12, columns (b), (d), and (e)				13	836,815.

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

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

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

OMB No 1545-0047

2013

Name of the organization

The Powell Foundation

Employer identification number

74-6104592

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer Identification number

74-6104592

Part I

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kitty King Powell 4718 Hallmark, AL 11 Houston, TX 77056	\$ 450,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

The Powell Foundation

74-6104592

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

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

The Powell Foundation

Employer identification number

74-6104592

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

... \$ N/A

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

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

The Powell Foundation

74-6104592

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Compliance Services	\$ 2,200.	\$ 1,100.		\$ 1,100.
Total	<u>\$ 2,200.</u>	<u>\$ 1,100.</u>		<u>\$ 1,100.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Counseling	\$ 48,079.	\$ 48,079.		
Total	<u>\$ 48,079.</u>	<u>\$ 48,079.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accrued tax expense	\$ 271.			
Federal Excise Tax	15,000.			
Foreign Tax	12,628.	\$ 12,328.		
Total	<u>\$ 27,899.</u>	<u>\$ 12,328.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 660.	\$ 660.		
Dues and subscriptions	788.			\$ 788.
Grant administration/monitoring	2,984.			2,984.
Insurance	1,601.	80.		1,521.
Office supplies	6,549.	327.		6,222.
Payroll processing	1,211.	61.		1,150.
Telephone expense	3,725.	186.		3,539.
Total	<u>\$ 17,518.</u>	<u>\$ 1,314.</u>		<u>\$ 16,204.</u>

The Powell Foundation

74-6104592

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Treasury Bonds - See attach. (p. 5-6)	Mkt Val	\$ 410,460.	\$ 410,460.
		\$ 410,460.	\$ 410,460.
	Total	\$ 410,460.	\$ 410,460.

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - See attachment (p.1-5)	Mkt Val	\$ 21,570,469.	\$ 21,570,469.
Vanguard Total Int'l Stock Index	Mkt Val	4,326,157.	4,326,157.
Vanguard Mid-Cap Index Signal	Mkt Val	3,399,653.	3,399,653.
	Total	\$ 29,296,279.	\$ 29,296,279.

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

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

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

Net Unrealized Gains or Losses on Investments	\$ 4,669,111.
Total	\$ 4,669,111.

The Powell Foundation

74-6104592

Statement 9

Form 990-PF, Part VIII, Line 1

List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Kitty King Powell 2121 San Felipe, Ste 110 Houston, TX 77019	Founding Dir. 1.00	\$ 0.	\$ 0.	\$ 0.
Nancy Powell Moore 2121 San Felipe, Ste 110 Houston, TX 77019	Pres/Treas/Dir. 3.00	1,698.	0.	0.
Ben H. Powell, V 2121 San Felipe, Ste 110 Houston, TX 77019	Vice Pres/Dir 2.00	0.	0.	0.
Albert S. Tabor 2121 San Felipe, Ste 110 Houston, TX 77019	VP/Sec/Dir. 2.00	0.	0.	0.
Charles C. Caldwell 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Jan L. Redford 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Marian P. Harrison 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Katherine P. Hill 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Harvin C. Moore IV 2121 San Felipe, Ste 110 Houston, TX 77019	Director 2.00	0.	0.	0.
Katherine Osborne Valdez 2121 San Felipe, Ste 110 Houston, TX 77019	Director 2.00	0.	0.	0.
Molly N. Kidd 2121 San Felipe, Ste 110 Houston, TX 77019	Director 1.00	0.	0.	0.
Caroline Sabin 2121 San Felipe, Ste 110 Houston, TX 77019	Executive Direc 40.00	144,316.	4,329.	0.
Total		\$ 146,014.	\$ 4,329.	\$ 0.

The Powell Foundation

74-6104592

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

Name of Grant Program:
 Name: Caroline Sabin
 Care Of: The Powell Foundation
 Street Address: 2121 San Felipe, Suite 110
 City, State, Zip Code: Houston, TX 77019
 Telephone: 713-523-7557
 E-Mail Address: info@powellfoundation.org
 Form and Content: See attachment as well as the Foundation's website
 (www.powellfoundation.org) for application and guidelines.
 Submission Deadlines: None
 Restrictions on Awards: See attachment and website.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Change Happens! 3353 Elgin Houston, TX 77004	N/A	PC	Juvenile offenders mentoring program	\$ 10,000.
Hermann Park Conservancy 6201-A Golf Course Drive Houston, TX 77030	N/A	PC	Centennial Gardens project	20,000.
Austin Foundation - TX Educ Grantmaker 4315 Guadalupe, Ste 300 Austin, TX 78751	N/A	PC	Build awareness and improve public education	5,000.
Collaborative for Children 3800 Buffalo Speedway, Ste 300 Houston, TX 77098	N/A	PC	Support of quality early childhood education	50,000.
UH College of Education 400 E, Cullen Bldg. Houston, TX 77204	N/A	PC	To support the collaborative effort to increase master teachers	50,000.
Total \$				<u>135,000.</u>

THE POWELL FOUNDATION
December 31, 2013

Portfolio Holdings

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Cash								
U.S. DOLLARS	167,778.15	167,778.15	1.00	167,778.15	0.76			
Total Cash		167,778.15		167,778.15	0.76			

Equity

Consumer Discretionary								
MCDONALD'S CORP	5,500.00	345,948.90	97.03	533,665.00	2.41	187,716.10	3.34	17,820.00
TARGET CORP	6,100.00	333,873.02	63.27	385,947.00	1.74	52,073.98	2.72	10,492.00
WALT DISNEY CO	4,500.00	161,351.10	76.40	343,800.00	1.55	182,448.90	1.13	3,870.00
COMCAST CORP-CLASS A	4,500.00	201,559.50	51.97	233,842.50	1.06	32,283.00	1.50	3,510.00
HOME DEPOT INC	2,550.00	105,879.38	82.34	209,967.00	0.95	104,087.62	1.89	3,978.00
TIME WARNER CABLE INC	1,200.00	75,033.00	135.50	162,600.00	0.73	87,567.00	1.92	3,120.00
Total Consumer Discretionary		\$1,223,644.90		\$1,869,821.50	8.44	\$646,176.60	2.29	\$42,790.00

Consumer Staples

COCA-COLA CO/THE	43,780.00	200,260.27	41.31	1,808,551.80	8.17	1,608,291.53	2.71	49,033.60
PHILIP MORRIS INTERNATIONAL	17,500.00	124,494.18	87.13	1,524,775.00	6.88	1,400,280.82	4.32	65,800.00
NESTLE SA-SPONS ADR	9,250.00	215,866.22	73.59	680,707.50	3.07	464,841.28	2.94	19,980.00
PROCTER & GAMBLE CO	8,290.00	81,589.18	81.41	674,888.90	3.05	593,299.72	2.96	19,978.90

THE POWELL FOUNDATION
December 31, 2013

Part III Holdings

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Consumer Staples								
ALTRIA GROUP INC	17,500.00	54,634.14	38.39	671,825.00	3.03	617,190.86	5.00	33,600.00
PEPSICO INC	5,800.00	56,896.56	82.94	481,052.00	2.17	424,155.44	2.74	13,166.00
WALGREEN CO	5,400.00	45,496.11	57.44	310,176.00	1.40	264,679.89	2.19	6,804.00
WAL-MART STORES INC	3,000.00	149,036.00	78.69	236,070.00	1.07	87,034.00	2.39	5,640.00
ESTEE LAUDER COS INC/THE	3,000.00	169,474.95	75.32	225,960.00	1.02	56,485.05	1.06	2,400.00
SABMILLER PLC	4,400.00	183,769.01	51.35	225,944.44	1.02	42,175.43	2.32	5,246.05
Total Consumer Staples		\$1,281,516.62		\$6,839,950.64	30.88	\$5,558,434.02	3.24	\$221,648.55

Energy								
EXXON MOBIL CORP	14,800.00	346,961.35	101.20	1,503,832.00	6.79	1,156,870.65	2.49	37,447.20
CHEVRON CORP	6,700.00	277,829.87	124.91	836,897.00	3.78	559,067.13	3.20	26,800.00
OCCIDENTAL PETROLEUM CORP	5,200.00	310,308.40	95.10	494,520.00	2.23	184,211.60	2.69	13,312.00
TOTAL SA	8,000.00	442,489.21	61.27	490,160.00	2.21	47,070.79	5.12	25,120.00
CONOCOPHILLIPS	5,500.00	210,076.80	70.65	388,575.00	1.75	178,498.20	3.91	15,180.00
ROYAL DUTCH SHELL PLC	5,400.00	316,789.94	71.27	384,858.00	1.74	68,068.06	5.05	19,440.00
PHILLIPS 66	2,750.00	62,431.70	77.13	212,107.50	0.96	149,675.80	2.02	4,290.00
KINDER MORGAN INC/DELAWARE	5,500.00	156,552.55	36.00	198,000.00	0.89	41,447.45	4.56	9,020.00
Total Energy		\$2,123,439.82		\$4,508,949.50	20.36	\$2,385,509.68	3.34	\$150,609.20

THE POWELL FOUNDATION
December 31, 2013

Part III Holdings

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Financials								
JPMORGAN CHASE & CO	10,000.00	224,521.31	58.48	584,800.00	2.64	360,278.69	2.60	15,200.00
MCGRAW HILL COS INC/THE	4,400.00	199,365.00	78.20	344,080.00	1.55	144,715.00	1.43	4,928.00
BLACKROCK INC/NEW YORK	1,000.00	172,398.00	316.47	316,470.00	1.43	144,072.00	2.12	6,720.00
FRANKLIN RESOURCES INC	3,900.00	129,976.79	57.73	225,147.00	1.02	95,170.21	0.83	1,872.00
ACE LTD	1,100.00	99,015.51	103.53	113,883.00	0.51	14,867.49	2.43	2,772.00
Total Financials		\$825,276.61		\$1,584,380.00	7.15	\$759,103.39	1.99	\$31,492.00
Health Care								
JOHNSON & JOHNSON	7,000.00	82,455.37	91.59	641,130.00	2.89	558,674.63	2.88	18,480.00
ROCHE HOLDING AG ADR	6,000.00	237,147.05	70.20	421,200.00	1.90	184,052.95	2.76	11,540.00
NOVO-NORDISK A/S-SPONS ADR	2,000.00	104,475.00	184.76	369,520.00	1.67	265,045.00	1.68	6,200.00
ABBVIE INC	6,000.00	24,393.12	52.81	316,860.00	1.43	292,466.88	3.03	9,600.00
ABBOTT LABORATORIES	7,000.00	58,476.17	38.33	268,310.00	1.21	209,833.83	2.30	6,160.00
MERCK & CO. INC.	4,000.00	79,142.51	50.05	200,200.00	0.90	121,057.49	3.52	7,040.00
INTUITIVE SURGICAL INC	450.00	130,306.00	384.08	172,836.00	0.78	42,530.00	-	-
Total Health Care		\$716,395.22		\$2,390,056.00	10.79	\$1,673,660.78	2.47	\$59,120.00

THE POWELL FOUNDATION
December 31, 2013

Portfolio Holdings

Description	Amount	Total Cost	Current Price	Market Value Total	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Industrials								
UNITED TECHNOLOGIES CORP	4,150.00	278,900.51	113.80	472,270.00	2.13	193,369.49	2.07	9,794.00
GENERAL ELECTRIC CO	14,200.00	82,326.28	28.03	398,026.00	1.80	315,699.72	3.14	12,496.00
CANADIAN PACIFIC RAILWAY LTD	1,650.00	203,675.01	151.32	249,678.00	1.13	46,002.99	0.87	2,178.00
CATERPILLAR INC	2,500.00	202,296.95	90.81	227,025.00	1.03	24,728.05	2.64	6,000.00
Total Industrials		\$767,198.75		\$1,346,999.00	6.08	\$579,800.25	2.26	\$30,468.00

Information Technology

APPLE INC	2,000.00	472,457.00	561.11	1,122,220.00	5.07	649,763.00	2.17	24,400.00
INTEL CORP	15,800.00	556,243.75	25.96	410,168.00	1.85	(146,075.75)	3.47	14,220.00
INTL BUSINESS MACHINES CORP	2,000.00	268,595.98	187.57	375,140.00	1.69	106,544.02	2.03	7,600.00
TEXAS INSTRUMENTS INC	7,000.00	240,311.00	43.91	307,370.00	1.39	67,059.00	2.73	8,400.00
AUTOMATIC DATA PROCESSING	3,100.00	131,029.14	80.81	250,511.00	1.13	119,481.86	2.38	5,952.00
Total Information Technology		\$1,668,636.87		\$2,465,409.00	11.13	\$796,772.13	2.46	\$60,572.00

Materials

PRAXAIR INC	2,700.00	132,421.98	130.03	351,081.00	1.59	218,659.02	1.85	6,480.00
FREEPORT-MCMORAN COPPER	3,000.00	164,639.25	37.74	113,220.00	0.51	(51,419.25)	3.31	3,750.00
AIR PRODUCTS & CHEMICALS INC	900.00	79,221.96	111.78	100,602.00	0.45	21,380.04	2.54	2,556.00

THE POWELL FOUNDATION
December 31, 2013

Portfolio Holdings

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Total Materials		\$376,283.19		\$564,903.00	2.55	\$188,619.81	2.26	\$12,786.00
Total Equity		\$8,982,391.98		\$21,570,468.64	97.39	\$12,588,076.66	2.83	\$609,485.75

Fixed Income

US Agency								
PANNIE MAE 5 3/2/2015	95,000.00	94,525.00	105.54	100,264.90	0.45	5,739.90	4.74	4,750.00
Total US Agency		\$94,525.00		\$100,264.90	0.45	\$5,739.90	4.74	\$4,750.00

US Treasury

US TREASURY N/B 1.375 12/31/2018	100,000.00	99,218.75	98.27	98,273.40	0.44	(945.35)	1.40	1,375.00
US TREASURY N/B 4.25% 8/15/2015	90,000.00	87,085.55	106.39	95,748.03	0.43	8,662.48	3.99	3,825.00
US TREASURY N/B 1.25 3/15/2014	50,000.00	50,156.25	100.23	50,117.20	0.23	(39.05)	1.25	625.00
US TREASURY N/B 2.125 8/15/2021	45,000.00	44,451.56	96.73	43,526.97	0.20	(924.59)	2.20	956.25

THE POWELL FOUNDATION
December 31, 2013

Portfolio Holdings

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
US Treasury								
US TREASURY N/B 1.625 11/15/2022	25,000.00	24,519.53	90.12	22,529.30	0.10	(1,990.23)	1.80	406.25
Total US Treasury		\$305,431.64		\$310,194.90	1.40	\$4,763.26	2.32	\$7,187.50
Total Fixed Income								
		\$399,956.64		\$410,459.80	1.85	\$10,503.16	2.91	\$11,937.50
Total Portfolio								
		\$9,550,126.77		\$22,148,706.59	100.00	\$12,598,579.82	2.81	\$621,423.25

POWELL FOUNDATION 2013 GRANT GUIDELINES

GRANTS CRITERIA

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

ELIGIBILITY

❖ The requesting organization must be tax-exempt.

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

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

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

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

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

The Foundation does not expect to support:

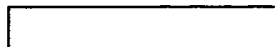
- ❖ Grants to religious organizations for religious purposes.
- ❖ Fund raising events or advertising.
- ❖ Grants to other private foundations.
- ❖ Grants to cover past operating deficits or debt retirement.
- ❖ Grants for support to individuals.

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

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

Required Proposal Attachments:

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



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

Grantee Name and Address	Status	Purpose	Amount
<u>ARTS</u>			
Alley Theatre 615 Texas Avenue, Houston, TX 77002	PC	For support of Alley's current educational programs	\$ 10,000
American Festival for the Arts 3311 Richmond, Ste. 350, Houston, TX 77098	PC	To support the AFA Scholarship/Enrichment Fund to provide need-based scholarships	10,000
Austin Community Foundation (MINDPOP) 4315 Guadalupe, Ste 300, Austin, TX 78751	PC	To support the arts collaborative in Austin schools	10,000
Ballet Austin 501 West 3rd Street, Austin, TX 78701	PC	Support of the "Arts Blitz" project to bring dance-theatre productions to area schools	5,000
Da Camera Society of Houston 1427 Branard, Houston, TX 77006	PC	To support Da Camera's expanded Education and Community Initiatives	10,000
Hope Stone, Inc 1210 W. Clay, #3, Houston, TX 77019	PC	Support of after-school arts education for at-risk students	5,000
Houston Ballet Foundation 1921 W. Bell, Houston, TX 77019	PC	For support of the current artistic season and related educational outreach efforts	10,000
Houston Grand Opera Association 510 Preston, Houston, TX 77002	PC	For support of the general operations for the upcoming season	10,000
Houston Symphony Society 615 Louisiana Street, Ste. 102, Houston, TX 77002	PC	Support of the current artistic season	10,000
Lensic Performing Arts Center 211 West San Francisco St., Santa Fe, NM 87501	PC	Trustee's Discretionary Grant for support of programs	4,000
Main Street Theater at Autry House 2540 Times Blvd., Houston, TX 77005	PC	Support of Education and Outreach Programs in Harris County	5,000
Menil Collection 1511 Branard, Houston, TX 77006	PC	Trustee's Discretionary Grant for support of programs	2,000
Museum of Fine Arts, /Bayou Bend Collection P.O. Box 6826, Houston, TX 77265	PC	For support of educational programs at Bayou Bend Collections and Gardens	10,000
Museum of Fine Arts, /Bayou Bend Collection P.O. Box 6826, Houston, TX 77265	PC	Trustee's Matching Grant for support of programs	1,000
Museum of Fine Arts, /Glassell School of Art 5100 Montrose, Houston, TX 77006	PC	To support the CORE Artist-in-Residence Program	10,000
Museum of Fine Arts, /Glassell School of Art 5100 Montrose, Houston, TX 77006	PC	Trustee's Matching Grant for support of the Core Program	2,000
Musiqua 1119 Waugh # 1, Houston, TX 77019	PC	Support of educational programing	5,000
Project Grad Houston 3000 Richmond Ave., Ste. 400, Houston, TX 77098	PC	For continued support of the Fine Arts Program in elementary & middle schools	20,000
River Oaks Chamber Orchestra 1973 West Gray, Ste 3, Houston, TX 77019	PC	Trustee's Matching Grant for support of programs	1,750
River Oaks Chamber Orchestra 1973 West Gray, Ste 3, Houston, TX 77019	PC	Grant to support programs	1,000
Theatre Action Project (DBA Creative Action) 701 Tillery Street, Box 9, Austin, TX 78702	PC	Creative Action in the classroom imersion project	5,000
Theatre Under The Stars 800 Bagby, Suite 200, Houston, TX 77002	PC	To support the outreach programs of the Theatre	10,000

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

Grantee Name and Address	Status	Purpose	Amount
Young Audiences of Houston 1800 St. James Place, Suite 600, Houston, TX 77056	PC	Support of the Assistance Fund to subsidize critically underprivileged, at-risk schools and community groups	7,500
TOTAL ARTS			\$ 164,250
CONSERVATION			
Bamberger Charitable Trust (San Antonio Area Fdn) 2341 Blue Ridge Drive, Johnson City, TX 78636	PC	To support the science-based field trip to Bamberger Ranch for 5th grade students at J.J. Pickle Elementary School	10,600
Bayou Land Conservancy 10330 Lake Road, Bldg J, Houston, TX 77070	PC	To help buy the 50 acre tract of native prairie in Deer Park	10,000
Buffalo Bayou Partnership 1113 Vine, Ste. 200, Houston, TX 77002	PC	Support of the master plan improvements projects to develop Buffalo Bayou	10,000
Buffalo Bayou Partnership 1113 Vine, Ste. 200, Houston, TX 77002	PC	Trustee's Discretionary Grant for support of programs	2,000
Camp Allen -The Episcopal Diocese of Texas 18800 FM 362, Navasota, TX 77868	PC	For scholarships for children of incarcerated parents to attend Camp Good News	5,200
EarthShare, Inc 707 West Avenue, Ste. 203, Austin, TX 78701	PC	Support of programs in Houston and Austin	500
Environmental Defense Fund 301 Congress Ave., Ste. 1300, Austin, TX 78701	PC	For support of Clean Air and Climate Change Plan for Houston	10,000
Hermann Park Conservancy 6201-A Hermann Park Drive, Houston, TX 77030	PC	First of three year capital pledge for the Centennial Gardens Project	15,000
Houston Arboretum & Nature Center 4501 Woodway Drive, Houston, TX 77024	PC	Support of the Guided Field Experience educational experience for students	10,000
Houston Audubon Society 440 Wilchester Boulevard, Houston, TX 77079	PC	Support of environmental and education programs in Houston	10,000
Houston Audubon Society 440 Wilchester Boulevard, Houston, TX 77079	PC	Trustee's Discretionary Grant for support of programs	2,000
Houston Zoo, Inc. 1513 N. MacGregor, Houston, TX 77030	PC	Support of science-based programs for disadvantage children and families	10,000
Memorial Park Conservancy 6501 Memorial Drive, Houston, TX 77007	PC	For support of Memorial Park's tree restoration	10,000
Memorial Park Conservancy 6501 Memorial Drive, Houston, TX 77007	PC	Trustee's Matching Grant for support of programs	1,000
National Wildlife Federation 44 East Ave., Ste. 200, Austin, TX 78701	PC	Support of the Eco school program in HISD	10,000
Nature Discovery Center 7112 Newcastle, Bellaire, TX 77401	PC	Support of the Discovery Programs for At-Risk Children with hands on learning	10,000
SPARK P. O. Box 1562, Houston, TX 77251	PC	For construction of new parks and the "re-sparking" of existing parks at schools	5,000
Travis Audubon Society 3710 Cedar Street, Box 5, Austin, TX 78705	PC	For education and outreach programs to educate Central Texas on need to protect and restore environment	7,500

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

Grantee Name and Address	Status	Purpose	Amount
Trust for Public Land 7900 Red Rd., #25, South Miami, FL, 33143	PC	Trustee's Discretionary Grant for support of programs	4,000
Trees for Houston P.O. Box 270477, Houston, TX 77277	PC	Support of programs for trees and conservation in Houston	5,000
Waterkeeper Alliance, Inc 17 Battery Place, Suite 1329, New York, NY 10004	PC	Trustee's Discretionary Grant for support of programs	2,000
Urban Harvest 2311 Canal Street #200 Houston, TX 77003	PC	Support of gardening programs to address hunger and neighborhood education	10,000
Woods Project, The 6 Sleepy Oaks, Houston, TX 77024	PC	Support of high schools outward bound program for at-risk youth outdoors	10,000
YMCA of the Rockies 2515 Tunnel Road, Estes Park, CO 80511	PC	Trustee's Matching Grant for support of programs	1,300
YMCA of the Rockies 2515 Tunnel Road, Estes Park, CO 80511	PC	Trustee's Matching Grant for support of programs	1,000
TOTAL CONSERVATION			\$ 172,100

EDUCATION

Academy of Sacred Heart 1821 Academy Rd, Grand Coteau, LA, 70541	PC	Trustee's Matching Grant for support of programs	1,670
Austin Community Foundation 4315 Guadalupe, Ste 300, Austin, TX 78751	PC	For support of the Texas Education Advocacy Consortium's operations	5,000
Austin Trinity School (DBA Trinity Episcopal School) Bee Cave Road, Austin, TX 78746	PC	Trustee's Matching Gift for support of programs	3,000
AVANCE - Austin 4818 E. Ben White Blvd. Ste 205, Austin, TX 78741	PC	Support for the Early Childhood Education and parenting Support Programming	10,000
Big Brothers Big Sisters Lone Star 6437 High Star Drive, Houston, TX 77074	PC	For the after-school mentoring programming	10,000
Boys and Girls Clubs of Austin Area 5407 N. IH35, Suite 400, Austin, TX 78723	PC	To support the Power Hour-school and apartment housing based after school program	15,000
Boys and Girls Clubs of Greater Houston 1520-A Airline Drive, Houston, TX 77009	PC	To support the Summer Learning Camp program to help at-risk children prevent the "summer slide"	10,000
Breakthrough Austin 1 University Station G6000, Austin, TX 78712	PC	Support of programs that prepares low-income students for college	15,000
Breakthrough Houston (St. John's School) 2401 Claremont Lane, Houston, TX 77019	PC	Support of programs that prepares low-income students for college	10,000
Centre College 600 West Walnut Street, Danville, KY 40422	PC	Trustee's Matching Grant for support of programs	1,378
Centre College 600 West Walnut Street, Danville, KY 40422	PC	Trustee's Matching Grant for support of programs	300
Change Happens! 3353 Elgin, Houston, TX 77004	PC	Second of a 3 yr pledge for juvenile offenders mentoring program	10,000
Children's Museum, Inc 1500 Binz, Houston, TX 77004	PC	For support of the Family Literacy Involvement Program	10,000

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

Grantee Name and Address	Status	Purpose	Amount
Children's Museum, Inc 1500 Binz, Houston, TX 77004	PC	Trustee's Discretionary Grant for support of programs	2,000
Citizen Schools 2503 Robinhood, Suite 100, Houston TX 77005	PC	To deepen and expand high-quality, high-impact after-school programs - Extended Learning Times	25,000
Collaborative for Children 3800 Buffalo Speedway #300 Houston, Texas 77098	PC	For support of quality early childhood education- 1st of 3yr pledge	25,000
College Forward P.O. Box 142308, Austin, TX 78714	PC	Continued support to serve economically disadvantaged Harris Cty students who aspire to earn a college degree	10,000
Communities in Schools Houston 2105 W. 18th Street, Suite 100, Houston, TX 77008	PC	To provide program support for students at Kennedy and Burrus Elem. for current year	25,000
Dartmouth College Office of Gift Recording, Hanover, NH 03755-2047	PC	Trustee's Matching Grant	1,250
DC Public Library Foundation 901 G Street, Washinton, D.C. 20001	PC	Trustee's Discretionary Grant for support of programs	2,000
East End Chamber of Commerce Fdn. 550 Gulfgate Center, Houston, TX 77087	PC	For the Education Symposium: Trends Affecting Education	5,000
Education Pioneers, Inc 2434 Robinhood Ste. C, Houston, TX 77005	PC	Support of programs to place highly qualified graduate students in public schools administrative positions	10,000
Georgetown University P.O. Box 0734, Washington, D.C. 20073-0734	PC	Trustee's Matching Grant for Main Campus Georgetown Fund	50
GenAustin P.O. Box 3122, Austin, TX 78704	PC	Support of after school/ mentoring program for at-risk girls	5,000
Genesys Works, Inc 601 Jefferson Suite 3760, Houston, TX 77002	PC	Funding to serve more students in Houston through their innovative technical training/internship program.	25,000
Houston Center for Literacy P.O. Box 2049, Houston, TX 77252-2049	PC	Support of the "Campaign for Literacy Awareness Houston" to help with Houston's low-literacy rate	10,000
Houston Museum of Natural Science One Hermann Circle Drive, Houston, TX 77030	PC	Support of annual fund for many outreach and educational programs	10,000
KIPP: Houston 10711 KIPP Way, Houston, TX 77009	PC	For support of the programs of Charter School	25,000
Lakehill Preparatory School 2720 Hillside Drive, Dallas, TX 75214-3428	PC	Trustee's Discretionary Grant for support of programs	2,000
Literacy Advance of Houston 2424 Wilcrest Dr. Ste. E, Houston, TX 77042	PC	For continued operation of its free adult and family literacy programs in greater Houston	12,500
LSU Foundation 3838 W. Lakeshore Drive, Baton Rouge, LA 70808	PC	Trustee's Matching Grant for support of programs	952
Making It Better 12438 Deep Spring Lane, Houston, TX 77077	PC	Support of after-school programming for low-income area in Houston	10,000

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

Grantee Name and Address	Status	Purpose	Amount
Manned Space Flight Education Fdn, Inc 1601 NASA Parkway, Houston, TX 77058	PC	Trustee's Discretionary Grant for support of programs	2,000
Neighborhood Centers, Inc. P.O. Box 271389, Houston, TX 77277-1389	PC	Support of the Comprehensive Family Literacy program	10,000
Phillips Academy- Andover 180 Main Street, Andover, MA 01810-4161	PC	First of 2 yr. grant to create language arts curriculum to conform to state standards and STAAR assessment	500
Neuhaus Education Center 4433 Bissonnet, Bellaire, TX 77401	PC	For support of the Language Arts Curriculum Alignment Project	25,000
Pro-Vision, Inc 4422 Balkin, Houston, TX 77021	PC	Support for a Charter School for inner-city male students	10,000
Reasoning Mind, Inc. 3050 Post Oak Blvd Suite 500, Houston, TX 77056	PC	Trustee's Matching Grant for support of programs	500
Rice University-PC Literacy & Culture P.O. Box 1892, MS 84, Houston, TX 77251-1892	PC	PC Literacy/Culture Project to train teachers, improve literacy & reach young children who are Eng. language learners	35,000
Stanford University 326 Galvez Street, Stanford, CA 94305-6105	PC	Trustee's Matching Grant for support of programs	1,000
St. Andrew's Episcopal School 1112 West 31st Street, Austin, TX 78705	PC	Trustee's Matching Grant for support of programs	1,000
St. Edwards University 3001 South Congress, Austin, TX 78704	PC	Support of STEM teacher professional development program	15,000
SEARCH Homeless Services 2505 Fannin, Houston, TX 77027	PC	Support for program for early education	10,000
Teach For America 4669 SW Fwy., Ste. 600, Houston, TX 77027	PC	Support of the recruitment & training of Houston teacher corps	25,000
Texas Assn. for Education of Young Children P.O. Box 4997, Austin, TX 78765	PC	For Scholarships for early childhood educators	10,000
UH Downtown- Houston PREP One Main Street, Suite 990-S, Houston, TX 77002	PC	Support for Houston PREP- a pre-college, youth enrichment STEM program	15,000
UH College of Education 400 E. Cullen Bldg., Houston, TX 77204-2013	PC	For support of the collaborative effort to increase master teachers. 3 yr pledge	25,000
Univ. of Texas - at Austin Office of VP/Res.Dev. P.O. Box 7458, Austin, TX 78713-7458	PC	Trustee's Matching Grant for several of the Colleges and Schools	1,250
Ex Student Association of the University of Texas 2110 San Jacinto Boulevard, Austin, TX 78712	PC	Trustee's Matching Grant for support of programs	400
Wesley Community Center, Inc 1410 Lee Street, Houston, TX 77009-8299	PC	For after school, early childhood, and basic needs programs	15,000
World Affairs Council of Houston P.O. Box 920905, Houston, TX 77292-0905	PC	Support of educational outreach for area schools students	5,000
Writers in the Schools 1523 West Main, Houston, TX 77006	PC	Support to provide literary arts education to underserved children	12,000
YES Prep Public Schools 6201 Bonhomme, Ste. 168N, Houston, TX 77036	PC	Support of a Charter School that prepares inner-city students for successful matriculation to a four-year college	25,000

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

Grantee Name and Address	Status	Purpose	Amount
<u>TOTAL EDUCATION</u>			<u>\$ 550,750</u>
<u>HEALTH</u>			
Cathedral Health & Outreach Ministries 1117 Texas Avenue, Houston, TX 77002	PC	Support to Beacon to provide medical and behavioral healthcare services to the homeless	10,000
ChildBuilders 2425 Fountainview, Suite 210, Houston, TX 77057	PC	Support of programs to provide prevention and education to assist children and families	5,000
Community of the Streets Outreach 3401 Fannin, Houston, TX 77004	PC	For support of the Homeless Street Outreach Project	10,000
DePelchin Children's Center 4950 Memorial Drive, Houston, TX 77007	PC	For school-based mental health counseling services for underserved children	10,000
DePelchin Children's Center 4950 Memorial Drive, Houston, TX 77007	PC	For counseling services for underserved children in HISD's Frost Elementary School	1,000
ESCAPE Family Resource Center 3210 Eastside, Houston, TX 77098	PC	For programs for parent education to improve child abuse prevention	10,000
Greater Houston Community Foundation 5120 Woodway, Ste. 6000, Houston, TX 77056	PC	Trustee's Matching Grant for support of programs	1,000
Houston Area Parkinson Society 2700 Southwest Fwy Ste 284, Houston, TX 77098	PC	Trustee's Discretionary Grant for support of programs	2,000
Houston Area Women's Center 1010 Waugh Drive, Houston, TX 77019	PC	To support services and programs for children living in the shelter at the Women's Center	10,000
Houston COMPASS, Inc 1117 Texas Ave., Houston, TX 77002	PC	Support of general operations-critical direct assistance to aid homeless with transportation needs	10,000
Houston Food Bank 3811 Eastex Freeway, Houston, TX 77026	PC	Trustee's Matching Grant for support of programs	1,000
Houston Food Bank 3811 Eastex Freeway, Houston, TX 77026	PC	Trustee's Matching Grant for support of programs	4,000
Meals on Wheels and More 3227 East 5th Street, Austin, TX 78702	PC	For the Meals for Kids program in low-income area of Austin, Texas	5,000
Mental Health America of Greater Houston 2211 Norfolk, Houston, TX 77098	PC	For Educational and Training Programs	10,000
Palmer Drug Abuse Program 840 Gessner, Ste. 1300, Houston, TX 77024	PC	Trustee's Discretionary Grant for support of programs	4,000
Planned Parenthood of Houston & SE Texas, Inc. 3601 Fannin, Houston, TX 77004	PC	To provide reproductive health care and education to many women, men and their families	10,000
SEARCH Homeless Services 2505 Fannin, Houston, TX 77027	PC	Trustee's Matching Grant for support of programs	1,000
SoupMobile, Inc 3017 Commerce, Dallas, TX 75226	PC	Trustee's Discretionary Grant for support of programs	2,000
Target Hunger 2814 Quitman, Houston, TX 77026	PC	Trustee's Matching Grant for support of programs	1,000
Target Hunger 2814 Quitman, Houston, TX 77026	PC	Trustee's Discretionary Grant for support of programs	4,000

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

Grantee Name and Address	Status	Purpose	Amount
Texas Children's Hospital P.O. Box 300360, Houston, TX 77230-0630	PC	Trustee's Discretionary Grant for support of programs	4,000
Texas Children's Hospital P.O. Box 300360, Houston, TX 77230-0630	PC	Trustee's Matching Grant for support of programs	1,000
<u>TOTAL HEALTH</u>			<u>\$ 116,000</u>
<u>OTHER</u>			
Conference of Southwest Foundations 3102 Maple Avenue, Ste. 260, Dallas, TX 75201	PC	For philanthropic education programs for current year	1,000
Philanthropy Roundtable 1150 17th St. NW, # 503, Washington, D.C. 20036	PC	For philanthropic education programs	500
<u>TOTAL OTHER</u>			<u>\$ 1,500</u>
<u>TOTAL FOR YEAR</u>			<u>\$ 1,004,600</u>