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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			1,285,032	549,018	549,018
	3 Accounts receivable ▶	473				
	Less: allowance for doubtful accounts ▶			473	473	473
	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 ▶	0				
	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) SEE STMT 7			6,882,337	7,258,138	7,258,138
	c Investments – corporate bonds (attach schedule)					
	11 Investments – land, buildings, and equipment basis ▶					
Liabilities	Less: accumulated depreciation (attach sch.) ▶					
	12 Investments – mortgage loans					
	13 Investments – other (attach schedule)					
	14 Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			8,167,842	7,807,629	7,807,629
Net Assets or Fund Balances	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			8,167,842	7,807,629	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)			8,167,842	7,807,629	
	31 Total liabilities and net assets/fund balances (see instructions)			8,167,842	7,807,629	

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	8,167,842
2 Enter amount from Part I, line 27a	2	306,535
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,474,377
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	666,748
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,807,629

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
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	55,244		55,244
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			55,244
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	55,244
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))
2014	487,641	7,543,121	0.064647
2013	411,938	5,385,983	0.076483
2012	369,552	5,464,053	0.067633
2011	332,934	5,214,050	0.063853
2010	386,763	4,696,956	0.082343

2 Total of line 1, column (d)	2	0.354959
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	0.070992
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	7,867,920
5 Multiply line 4 by line 3	5	558,559
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	558,559
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	517,358

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	
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	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
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	
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	
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 2016 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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?		
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) NONE		
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 2015 or the taxable year beginning in 2015 (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	

N/A

N/A

STMT 9

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	Yes	No ☒
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		☒
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	☒	
14	The books are in care of ► PAUL A POWELL, JR. 6629 FAIRWAY VIEW TRAIL Located at ► ROANOKE	Telephone no. ► 540-389-1811 VA ZIP+4 ► 24018		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 ☐		
16	At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No ☒

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐	☒	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐	☒	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐	☒	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐	☒	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐	☒	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐	☒	
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	N/A	1b	
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 2015?	N/A	1c	
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► 20 , 20 , 20 , 20	☐	☒	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐	☒	
b	If "Yes," did it have excess business holdings in 2015 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 2015.)	N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	☒
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 2015?		4b	☒

Part VII-E 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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

X

If "Yes" to 6b, file Form 8870

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

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL A POWELL, JR. 6629 FAIRWAY VIEW TRAIL ROANOKE VA 24018	TRUSTEE 18.00	175,000	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 ▶**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 ▶	

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	7,070,238
b	Average of monthly cash balances	1b	917,025
c	Fair market value of all other assets (see instructions)	1c	473
d	Total (add lines 1a, b, and c)	1d	7,987,736
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7,987,736
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	119,816
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,867,920
6	Minimum investment return. Enter 5% of line 5	6	393,396

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	393,396
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015 (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	393,396
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	393,396
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	393,396

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	517,358
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	517,358
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	517,358

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				393,396
2 Undistributed income, if any, as of the end of 2015.				
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010	151,915			
b From 2011	72,231			
c From 2012	96,349			
d From 2013	346,512			
e From 2014	110,485			
f Total of lines 3a through e	777,492			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 517,358				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2015 distributable amount				393,396
e Remaining amount distributed out of corpus	123,962			
5 Excess distributions carryover applied to 2015 (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	901,454			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	151,915			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	749,539			
10 Analysis of line 9				
a Excess from 2011	72,231			
b Excess from 2012	96,349			
c Excess from 2013	346,512			
d Excess from 2014	110,485			
e Excess from 2015	123,962			

Form **990-PF** (2015)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				435,250
Total			3a	435,250
b Approved for future payment N/A				
Total			3b	

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

OMB No 1545-0047

2015

▶ 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.**Name of the organization****Employer identification number**

POWELL CHARITABLE FOUNDATION

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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	\$ 183,802	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	PEGGY DANIELS TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 183,802	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	WILLIAM POWELL TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 183,802	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	PAUL POWELL TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 183,802	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	MARY ROBERTS TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 183,802	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description		Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Price	Sal				
DOW CHEM CO. SR. 3.15% MA...			1/23/15	11/16/15	\$	PURCHASE	10,000	\$	\$	
TALEN ENERGY CORP			3/05/15	11/27/15		PURCHASE	523			-299
PETSMART INC			4/23/14	3/12/15		PURCHASE	10,008			2,442
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	9,090			-332
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	909			-33
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	9,743			-116
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	9,845			-169
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	5,327			-261
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	4,437			-216
GUGGENHEIM S&P 500 EQUAL ...			7/14/15	9/15/15		PURCHASE	47,132			-2,046
PIMCO TOTAL RETURN ACTIVE B...			7/14/15	9/15/15		PURCHASE	8,023			-108
(SHARES FLOAT. RATE ETF			7/15/15	10/21/15		PURCHASE	4,059			-30
!SHARES FLOAT. RATE ETF			9/15/15	10/21/15		PURCHASE	59,417			-236
ISHARES 3-7 YRTREAS. BOND E...			9/15/15	10/21/15		PURCHASE	21,579			211
ISHARES 3-7 YR TREAS. BOND E...			9/15/15	11/04/15		PURCHASE	4,316			-2
PIMCO TOTAL RETURN ACTIVE B...			10/21/15	11/04/15		PURCHASE	4,821			-48
GUGGENHEIM S&P 500 EQUAL ...			10/21/15	12/03/15		PURCHASE	36,518			-54

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	PURCHASE				
GUGGENHEIM S&P 500 EQUAL ...	10/21/15	12/31/15	\$ 9,733	PURCHASE	9,541	\$	\$	192
GUGGENHEIM S&P 500 EQUAL ...	12/03/15	12/31/15	25,956	PURCHASE	26,519			-563
(SHARES GLOBAL TELECOM ETF	7/09/15	8/05/15	6,921	PURCHASE	6,699			222
(SHARES GLOBAL-TELECOM ETF	7/09/15	8/05/15	18,875	PURCHASE	18,269			606
(SHARES MSCI EAFE SMALL C...	7/09/15	8/05/15	49,582	PURCHASE	47,833			1,749
(SHARES GLOBAL HEALTHCARE E...	7/09/15	8/31/15	24,525	PURCHASE	25,593			-1,068
(SHARES MSC! EAFE MIN. VOL...	8/05/15	8/31/15	47,769	PURCHASE	50,559			-2,790
(SHARES GLOBAL CONSUMER ST...	8/05/15	9/09/15	23,705	PURCHASE	25,551			-1,846
!SHARES 1-3 YRTREAS. BOND F...	8/31/15	9/09/15	72,058	PURCHASE	72,088			-30
VANGUARD TOTAL INTL BOND ETF	9/09/15	9/22/15	95,787	PURCHASE	96,037			-250
(SHARES 1-3 YR TREAS. BOND F...	9/22/15	9/29/15	95,913	PURCHASE	95,903			10
ISHARES CORE US AGGREGATE ...	9/29/15	11/03/15	95,485	PURCHASE	95,630			-145
VANGUARD TOTAL INTL BOND ETF	11/03/15	11/04/15	23,735	PURCHASE	23,916			-181
(SHARES GLOBAL TECHNOLOGY E...	11/04/15	11/16/15	23,124	PURCHASE	23,919			-795
VANGUARD TOTAL INTL BOND ETF	11/03/15	12/01/15	23,903	PURCHASE	23,916			-13
LIBERTY BROADBAND CORP RTS...	10/20/14	1/08/15	39	PURCHASE	39			
AUTOMATIC DATA PROCESSING INC	10/20/14	3/05/15	2,598	PURCHASE	2,178			420

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	Date Acquired	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price	PURCHASE				
DIRECT TV			10/20/14	5/20/15	\$	PURCHASE 3,190	\$ 2,977	\$		213
GENERAL MOTORS CO			10/20/14	7/08/15		PURCHASE 2,382	2,273			109
QUALCOMM INC			10/20/14	7/08/15		PURCHASE 1,860	2,183			-323
BAXTER INTERNATIONAL			10/21/14	7/15/15		PURCHASE 1,508	1,456			52
BAXALTA INC			10/21/14	8/04/15		PURCHASE 1,510	1,241			269
BAXALTA INC			7/15/15	8/04/15		PURCHASE 2,077	1,684			393
ALCOA INC			10/20/14	9/02/15		PURCHASE 1,689	2,867			-1,178
UNITED TECHNOLOGIES CORP			10/20/14	9/23/15		PURCHASE 2,185	2,532			-347
RANGE RESOURCES CORP			12/17/14	10/28/15		PURCHASE 1,610	3,291			-1,681
(SHARES CORE LONG TERM US ...			12/19/14	4/20/15		PURCHASE 24,681	23,928			753
!SHARES 10+ YR CREDIT BOND ...			12/19/14	4/20/15		PURCHASE 24,680	23,977			703
!SHARES BAA-BA RATED CORP ...			12/19/14	4/20/15		PURCHASE 24,403	23,985			418
(SHARES BARCLAY 20+ YR TREA...			12/19/14	4/20/15		PURCHASE 25,136	23,952			1,184
!SHARES LBOXX INVEST. GR. COR...			12/19/14	4/20/15		PURCHASE 24,430	23,844			586
(SHARES MSCI INDONESIA ETF			4/20/15	5/05/15		PURCHASE 22,752	24,579			-1,827
(SHARES CHINA LARGE CAP ETF			5/05/15	7/28/15		PURCHASE 18,229	22,727			-4,498
!SHARES MSCI PHILIPPINES INV...			4/20/15	7/28/15		PURCHASE 22,715	24,609			-1,894

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	Date Acquired	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price	Purchase Price				
(SHARES MSCI SWITZERLAND C...			7/28/15	4/20/15	\$	PURCHASE	24,732	\$	\$	-623
!SHARES MSCI BELGIUM CAPP...			7/28/15	4/20/15		PURCHASE	24,638			1,083
!SHARES US ETF			7/28/15	4/20/15		PURCHASE	24,456			-225
(SHARES JP MORGAN EM BON...			8/27/15	7/31/15		PURCHASE	24,712			-437
(SHARES EMERG. MKTS. HIGH YL...			8/27/15	7/31/15		PURCHASE	24,760			-865
ISHARES US PREFERRED STOCK ...			8/27/15	7/31/15		PURCHASE	24,772			-362
(SHARES CORE US AGGREGATE ...			10/30/15	8/31/15		PURCHASE	35,983			118
(SHARES CORE LONG TERM US ...			4/17/15	12/18/14		PURCHASE	22,680			526
(SHARES 10+ YR CREDIT BOND ...			4/17/15	12/18/14		PURCHASE	22,533			577
(SHARES BM-BA RATED CORP ...			4/17/15	12/18/14		PURCHASE	22,386			492
!SHARES BARCLAY 20+ YR TREA...			4/17/15	12/18/14		PURCHASE	22,423			930
!SHARES LBOXX INVEST. GR. COR...			4/17/15	12/18/14		PURCHASE	22,625			520
(SHARES MSCI INDONESIA ETF			4/30/15	4/17/15		PURCHASE	23,951			-2,384
(SHARES CHINA LARGE CAP ETF			7/28/15	5/01/15		PURCHASE	23,699			-4,986
!SHARES MSCI PHILIPPINES INV...			7/28/15	4/17/15		PURCHASE	24,209			-1,879
(SHARES MSCI SWITZERLAND C...			7/28/15	4/17/15		PURCHASE	23,819			-560
!SHARES MSCI BELGIUM CAPP...			7/28/15	4/17/15		PURCHASE	23,720			1,181

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
!SHARES US ETF	4/17/15	7/28/15	\$ 24,240	\$ 24,257	\$	\$	-17
!SHARES JP MORGAN EM BON...	7/30/15	8/27/15	PURCHASE 23,689	24,057			-368
(SHARES EMERG. MKTS. HIGH YL...	7/30/15	8/27/15	PURCHASE 22,989	23,797			-808
(SHARES US PREFERRED STOCK ...	7/30/15	8/27/15	PURCHASE 23,321	23,662			-341
!SHARES CORE US AGGREGATE ...	8/31/15	10/29/15	PURCHASE 33,861	33,776			85
!SHARES US FINANCIALS ETF	12/08/14	1/20/15	PURCHASE 80,942	85,753			-4,811
SPDR SECTOR CONSUMER DISC...	12/29/14	1/20/15	PURCHASE 81,321	85,831			-4,510
(SHARES US TECHNOLOGY ETF	2/10/14	2/02/15	PURCHASE 1,500	1,319			181
(SHARES US TECHNOLOGY ETF	7/07/14	2/02/15	PURCHASE 7,499	7,381			118
!SHARES US TECHNOLOGY ETF	7/28/14	2/02/15	PURCHASE 16,999	16,933			66
!SHARES US TECHNOLOGY ETF	9/29/14	2/02/15	PURCHASE 7,499	7,531			-32
(SHARES US TECHNOLOGY ETF	10/13/14	2/02/15	PURCHASE 11,499	10,945			554
!SHARES US TECHNOLOGY ETF	10/20/14	2/02/15	PURCHASE 35,497	33,451			2,046
!SHARES US TECHNOLOGY ETF	1/20/15	2/02/15	PURCHASE 20,998	21,265			-267
(SHARES US UTILITY ETF	12/29/14	2/17/15	PURCHASE 79,015	85,757			-6,742
(SHARES US UTILITY ETF	1/20/15	2/17/15	PURCHASE 18,759	19,992			-1,233
(SHARES BARCLAY SHORT TREAS....	1/20/15	3/02/15	PURCHASE 101,437	101,448			-11

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	Date Acquired	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price	PURCHASE				
SPDR SECTOR CONSUMER STA...			8/11/14	3/16/15	\$	PURCHASE	30,092	\$	\$	2,983
SPDR SECTOR CONSUMER STA...			9/29/14	3/16/15		PURCHASE	7,644			625
SPDR SECTOR CONSUMER STA...			10/13/14	3/16/15		PURCHASE	6,822			474
SPDR SECTOR CONSUMER STA...			10/20/14	3/16/15		PURCHASE	33,174			2,819
SPDR SECTOR CONSUMER STA...			1/20/15	3/16/15		PURCHASE	18,683			-200
(SHARES BARCLAY SHORT TREAS....			1/20/15	3/30/15		PURCHASE	2,757			-1
(SHARES BARCLAY SHORT TREAS....			2/02/15	3/30/15		PURCHASE	98,149			-19
(SHARES BARCLAY SHORT TREAS....			2/02/15	5/26/15		PURCHASE	1,654			
(SHARES BARCLAY SHORT TREAS....			2/18/15	5/26/15		PURCHASE	97,607			-11
(SHARES BARCLAY SHORT TREAS....			3/16/15	5/26/15		PURCHASE	1,103			
(SHARES BARCLAY SHORT TREAS....			3/16/15	6/29/15		PURCHASE	101,448			8
(SHARES US HEALTHCARE ETF			6/29/15	7/13/15		PURCHASE	101,121			704
(SHARES US FINANCIALS ETF			5/26/15	7/13/15		PURCHASE	100,677			1,123
(SHARES BARCLAY SHORT TREAS....			7/13/15	7/20/15		PURCHASE	100,925			-12
(SHARES BARCLAY SHORT TREAS....			7/13/15	7/27/15		PURCHASE	100,373			-20
(SHARES US HEALTHCARE ETF			7/27/15	8/03/15		PURCHASE	99,500			2,413
(SHARES BARCLAY SHORT TREAS....			8/03/15	8/10/15		PURCHASE	100,364			-29

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
!SHARES US HEALTHCARE ETF	8/10/15	8/17/15	\$ 96,545	PURCHASE	97,020	\$	\$	-475
ISHARES US ENERGY ETF	3/30/15	8/17/15	10,855	PURCHASE	12,246			-1,391
!SHARES US FINANCIALS ETF	7/20/15	8/17/15	20,376	PURCHASE	20,537			-161
SPDR SECTOR CONSUMER DISC...	3/02/15	8/17/15	23,538	PURCHASE	23,007			531
!SHARES US INDUSTRIAL ETF	8/17/15	8/31/15	75,810	PURCHASE	79,903			-4,093
!SHARES US FINANCIALS ETF	7/20/15	8/31/15	75,197	PURCHASE	80,748			-5,551
ISHARES US UTILITY ETF	8/17/15	8/31/15	74,314	PURCHASE	79,944			-5,630
SPDR SECTOR CONSUMER DISC...	3/02/15	8/31/15	77,202	PURCHASE	78,607			-1,405
!SHARES US ENERGY ETF	3/30/15	9/14/15	71,178	PURCHASE	88,564			-17,386
!SHARES US ENERGY ETF	8/31/15	9/14/15	21,617	PURCHASE	22,502			-885
1SHARES BARCLAY SHORT TREAS....	8/31/15	10/27/15	275,170	PURCHASE	275,149			21
ISHARES BARCLAY SHORT TREAS....	9/14/15	10/27/15	98,157	PURCHASE	98,140			17
AFLAC INC	10/20/14	1/21/15	4,632	PURCHASE	4,566			66
PENN NATIONAL GAMING INC	10/20/14	1/26/15	1,318	PURCHASE	1,001			317
MARATHON PETROLEUM CORP	10/20/14	2/25/15	4,706	PURCHASE	3,617			1,089
AUTOMATIC DATA PROCESSING INC	10/20/14	3/04/15	5,647	PURCHASE	4,721			926
HEWLETT-PACKARD CO	10/20/14	4/08/15	3,604	PURCHASE	3,870			-266

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Date Sold	Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Sale Price	Price						
NEUBERGER BERMAN HIGH INCO...	7/01/14	2/23/15	\$	PURCHASE	60	\$	\$		-1
NEUBERGER BERMAN HIGH INCO...	8/01/14	2/23/15		PURCHASE	61				-1
NEUBERGER BERMAN HIGH INCO...	9/02/14	2/23/15		PURCHASE	55				
NEUBERGER BERMAN HIGH INCA...	10/01/14	2/23/15		PURCHASE	50				
NEUBERGER BERMAN HIGH INCO...	11/03/14	2/23/15		PURCHASE	50				
NEUBERGER BERMAN HIGH INCO...	12/01/14	2/23/15		PURCHASE	52				
NEUBERGER BERMAN HIGH INCO...	12/18/14	2/23/15		PURCHASE	13				
NEUBERGER BERMAN HIGH INCO...	12/18/14	2/23/15		PURCHASE	72				-1
NEUBERGER BERMAN HIGH INCO...	1/02/15	2/23/15		PURCHASE	54				-1
NEUBERGER BERMAN HIGH INCO...	2/02/15	2/23/15		PURCHASE	52				
JP MORGAN CORE BOND FD	12/01/14	11/19/15		PURCHASE	27				1
JP MORGAN CORE BOND FD	12/15/14	11/19/15		PURCHASE	17				
JP MORGAN CORE BOND FD	12/15/14	11/19/15		PURCHASE	1				
JP MORGAN CORE BOND FD	12/31/14	11/19/15		PURCHASE	35				
JP MORGAN CORE BOND FD	1/30/15	11/19/15		PURCHASE	23				1
JP MORGAN CORE BOND FD	2/26/15	11/19/15		PURCHASE	22				1
JP MORGAN CORE BOND FD	3/10/15	11/19/15		PURCHASE	402				7

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
JP MORGAN CORE BOND FD	3/30/15	11/19/15	PURCHASE 23 \$		23 \$		\$	
JP MORGAN CORE BOND FD	4/29/15	11/19/15	PURCHASE 26		25			1
JP MORGAN CORE BOND FD	5/28/15	11/19/15	PURCHASE 25		24			1
JP MORGAN CORE BOND FD	6/29/15	11/19/15	PURCHASE 32		31			1
JP MORGAN CORE BOND FD	7/30/15	11/19/15	PURCHASE 26		26			
JP MORGAN CORE BOND FD	8/28/15	11/19/15	PURCHASE 29		29			
JP MORGAN CORE BOND FD	9/29/15	11/19/15	PURCHASE 28		27			1
JP MORGAN CORE BOND FD	10/29/15	11/19/15	PURCHASE 33		33			
DEUTSCHE X TRACKER H. CSI 3...	6/24/15	7/28/15	PURCHASE 4,771		5,769			-998
!SHARES MSCI EUROPE FINANC...	6/26/15	9/14/15	PURCHASE 4,472		5,143			-671
CREDIT SUISSE COMM RET ST I	12/29/14	9/08/15	PURCHASE 4,114		4,984			-870
GUGGENHEIM S&P 500 PURE ...	2/12/14	2/11/15	PURCHASE 6,887		6,086			801
GUGGENHEIM S&P 500 PURE ...	5/08/14	2/11/15	PURCHASE 4,974		4,769			205
!SHARES HIGH DIVIDEND EQUITY...	5/08/14	4/09/15	PURCHASE 8,724		8,451			273
GUGGENHEIM S&P 500 PURE ...	5/08/14	4/09/15	PURCHASE 4,599		4,402			197
GUGGENHEIM S&P 500 PURE ...	10/16/14	4/09/15	PURCHASE 8,869		8,141			728
!SHARES SHORT MATURITY BOND ...	4/09/15	5/13/15	PURCHASE 10,325		10,325			

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
POWERSHS. DB BASE ETF US...	10/09/14	6/15/15	\$	PURCHASE	9,943	\$	\$	457
POWERSHS. DB BASE METALS ...	5/13/15	6/16/15		PURCHASE	10,005			-870
!SHARES RUSSELL 2000 INDEX ...	10/16/14	8/11/15		PURCHASE	7,883			895
CURRENCY SHARES EURO TRUST ...	10/07/15	12/10/15		PURCHASE	7,948			-230
ISHARES US FINANCIALS ETF	12/08/14	1/20/15		PURCHASE	98,203			-4,735
SPDR SECTOR CONSUMER DISC...	12/30/14	1/20/15		PURCHASE	99,390			-4,470
ISHARES US UTILITY ETF	12/30/14	2/03/15		PURCHASE	2,440			-30
ISHARES US TECHNOLOGY ETF	12/02/14	2/03/15		PURCHASE	97,808			-4,958
ISHARES US TECHNOLOGY ETF	1/21/15	2/03/15		PURCHASE	24,628			-489
ISHARES US UTILITY ETF	12/30/14	2/18/15		PURCHASE	98,201			-7,026
!SHARES US UTILITY ETF	1/20/15	2/18/15		PURCHASE	21,136			-1,429
SPDR SECTOR CONSUMER STA...	12/02/14	2/18/15		PURCHASE	3,041			25
!SHARES BARCLAY SHORT TREAS....	1/21/15	3/02/15		PURCHASE	116,776			-13
SPDR SECTOR CONSUMER STA...	12/02/14	3/02/15		PURCHASE	1,128			23
SPDR SECTOR CONSUMER STA...	12/02/14	3/16/15		PURCHASE	93,587			-697
SPDR SECTOR CONSUMER STA...	1/20/15	3/16/15		PURCHASE	22,611			-314
ISHARES BARCLAY SHORT TREAS....	1/21/15	3/30/15		PURCHASE	3,088			-1

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price					
ISHARES BARCLAY SHORT TREAS....		2/03/15	3/30/15	\$	PURCHASE	111,493	\$	\$	-22
SPDR SECTOR CONSUMER DISC....		3/02/15	3/30/15		PURCHASE	2,300			-26
!SHARES US ENERGY ETF		3/30/15	5/26/15		PURCHASE	1,446			19
ISHARES BARCLAY SHORT TREAS....		2/03/15	5/26/15		PURCHASE	7,720			-1
!SHARES BARCLAY SHORT TREAS....		2/18/15	5/26/15		PURCHASE	109,287			-4
!SHARES BARCLAY SHORT TREAS....		2/18/15	6/30/15		PURCHASE	4,852			
ISHARES BARCLAY SHORT TREAS....		3/16/15	6/30/15		PURCHASE	112,806			8
ISHARES US FINANCIALS ETF		5/26/15	7/13/15		PURCHASE	117,091			985
SPDR SECTOR HEALTH CARE FU...		6/30/15	7/13/15		PURCHASE	81,969			1,306
SPDR SECTOR HEALTH CARE FU...		6/30/15	7/13/15		PURCHASE	20,717			329
SPDR SECTOR HEALTH CARE FU...		6/30/15	7/13/15		PURCHASE	14,902			239
ISHARES BARCLAY SHORT TREAS....		7/13/15	7/21/15		PURCHASE	118,573			-13
!SHARES BARCLAY SHORT TREAS....		7/13/15	7/28/15		PURCHASE	74,783			-8
!SHARES BARCLAY SHORT TREAS....		7/13/15	7/28/15		PURCHASE	44,120			-5
SPDR SECTOR HEALTH CARE FU...		7/28/15	8/04/15		PURCHASE	119,136			2,245
ISHARES US ENERGY ETF		3/30/15	8/18/15		PURCHASE	10,957			-1,275
!SHARES US FINANCIALS ETF		7/21/15	8/18/15		PURCHASE	22,964			-162

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Description	Whom Sold	Date		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Acquired	Sold	Date	Sale Price				
1 SHARES BARCLAY SHORT TREAS....		8/04/15	8/18/15		PURCHASE 119,086 \$	119,095 \$	\$		-9
SPDR SECTOR CONSUMER DISC...		3/02/15	8/18/15		PURCHASE 31,697	30,665			1,032
SPDR SECTOR CONSUMER DISC...		3/02/15	10/09/15		PURCHASE 32,845	32,428			417
SPDR SECTOR CONSUMER DISC...		3/03/15	10/09/15		PURCHASE 53,189	52,405			784
SPDR SECTOR CONSUMER DISC...		3/16/15	10/09/15		PURCHASE 2,407	2,352			55
1 SHARES US ENERGY ETF		3/30/15	10/09/15		PURCHASE 92,489	104,749			-12,260
1 SHARES US INDUSTRIAL ETF		8/18/15	10/09/15		PURCHASE 93,238	95,241			-2,003
1 SHARES US UTILITY ETF		8/18/15	10/09/15		PURCHASE 91,529	94,810			-3,281
1 SHARES US FINANCIALS ETF		7/21/15	10/09/15		PURCHASE 88,023	95,136			-7,113
1 SHARES BARCLAY SHORT TREAS....		10/09/15	11/12/15		PURCHASE 317,346	317,611			-265
1 SHARES BARCLAY SHORT TREAS....		10/09/15	11/12/15		PURCHASE 137,895	138,010			-115
GOV'T NAT'L MTG ASSN-4.5% 4/...		6/04/10	2/17/15		PURCHASE	1,478			-1,478
CENOVUS ENERGY INC		2/05/10	8/27/15		PURCHASE 3,285	6,548			-3,263
HALLIBURTON CO.		7/15/14	9/28/15		PURCHASE 3,723	6,997			-3,274
CHEMOURS CO.		6/17/10	9/30/15		PURCHASE 160	222			-62
FLUOR CORP		1/25/10	9/30/15		PURCHASE 4,200	4,824			-624
CHUBB CORP		1/25/10	10/22/15		PURCHASE 10,768	4,214			6,554

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
AMAZON.COM INC		10/20/14	10/21/15	\$	PURCHASE 1,124	605	\$	\$	519
VALEANT PHARM INTL INC		10/20/14	10/27/15		PURCHASE 2,216	2,459			-243
CUMMINS INC		10/20/14	10/28/15		PURCHASE 1,515	1,952			-437
RANGE RESOURCES CORP		10/20/14	10/28/15		PURCHASE 1,024	2,326			-1,302
'SHARES US ETF		9/12/13	7/28/15		PURCHASE 8,850	7,193			1,657
'SHARES US ETF		12/06/13	7/28/15		PURCHASE 8,218	7,135			1,083
!SHARES US ETF		4/03/14	7/28/15		PURCHASE 13,169	11,985			1,184
!SHARES NASDAQ BIOTECHNOL...		12/08/11	8/31/15		PURCHASE 2,050	601			1,449
'SHARES NASDAQ BIOTECHNOL...		1/13/12	8/31/15		PURCHASE 3,417	1,119			2,298
'SHARES US HEALTH CARE PROV...		10/21/11	8/31/15		PURCHASE 3,976	1,643			2,333
ISHARES US PHARMACEUTICAL ...		9/23/11	8/31/15		PURCHASE 834	329			505
!SHARES US PHARMACEUTICAL ...		10/21/11	8/31/15		PURCHASE 3,337	1,386			1,951
'SHARES NASDAQ BIOTECHNOL...		10/21/11	8/31/15		PURCHASE 6,904	1,955			4,949
ISHARES CORE S&P SMALL CAP...		6/20/13	8/31/15		PURCHASE 1,658	1,346			312
!SHARES US CONSUMER SERVIC...		8/09/11	8/31/15		PURCHASE 701	317			384
ISHARES US CONSUMER SERVIC...		10/21/11	8/31/15		PURCHASE 2,803	1,412			1,391
WAL-MART STORES INC		10/20/14	10/21/15		PURCHASE 3,530	4,489			-959

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
MCDONALDS CORP		10/20/14	12/21/15	\$	PURCHASE 4,947	\$ 3,814	\$	\$	1,133
KINDER MORGAN INC		10/20/14	12/30/15		PURCHASE 2,362	5,958			-3,596
TELUS CORP		10/20/14	12/30/15		PURCHASE 2,804	3,381			-577
AMG YACKTMAN FUND SERVIC...		9/20/10	2/12/15		PURCHASE 1,050	753			297
FPA CRESCENT PORTFOLIO		12/01/10	4/20/15		PURCHASE 1,150	980			170
LORD ABBETT SHORT DURATION IN...		9/20/10	7/21/15		PURCHASE 1,210	1,262			-52
AMG YACKTMAN FUND SERVIC...		9/20/10	9/11/15		PURCHASE 7,837	6,161			1,676
AMG YACKTMAN FUND SERVIC...		1/03/11	9/11/15		PURCHASE 114	90			24
AMG YACKTMAN FUND SERVIC...		1/03/11	9/11/15		PURCHASE 293	230			63
AMG YACKTMAN FUND SERVIC...		3/23/11	9/11/15		PURCHASE 6,756	5,311			1,445
CALAMOS GROWTH & INCOME F...		9/20/10	9/11/15		PURCHASE 7,340	7,455			-115
CALAMOS GROWTH & INCOME F...		12/20/10	9/11/15		PURCHASE 80	82			-2
CALAMOS GROWTH & INCOME F...		3/25/11	9/11/15		PURCHASE 6,580	6,683			-103
AQR DIVERSIFIED ARBITRAGE FU...		9/30/11	2/19/15		PURCHASE 7,665	8,383			-718
AQR DIVERSIFIED ARBITRAGE FU--		10/18/11	2/19/15		PURCHASE 344	376			-32
AQR DIVERSIFIED ARBITRAGE FU...		12/19/11	2/19/15		PURCHASE 255	272			-17
AQR DIVERSIFIED ARBITRAGE FU...		12/17/12	2/19/15		PURCHASE 40	43			-3

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
AQR DIVERSIFIED ARBITAGE FU...		12/17/12	2/19/15	\$	71 \$	76 \$	\$		-5
AQR DIVERSIFIED ARBITAGE FU...		12/26/13	2/19/15		PURCHASE 191	204			-13
AQR DIVERSIFIED ARBITAGE FU...		12/26/13	2/19/15		PURCHASE 45	48			-3
AQR DIVERSIFIED ARBITAGE FU...		2/04/14	2/19/15		PURCHASE 4,466	4,846			-380
NEUBERGER BERMAN HIGH INCO...		9/23/10	2/23/15		PURCHASE 3,704	3,755			-51
NEUBERGER BERMAN HIGH INCO...		10/01/10	2/23/15		PURCHASE 9	10			-1
NEUBERGER BERMAN HIGH INCA...		11/01/10	2/23/15		PURCHASE 42	42			
NEUBERGER BERMAN HIGH INCO...		12/01/10	2/23/15		PURCHASE 45	45			
NEUBERGER BERMAN HIGH INCO...		1/05/11	2/23/15		PURCHASE 57	57			
NEUBERGER BERMAN HIGH INCO...		1/06/11	2/23/15		PURCHASE 46	46			
NEUBERGER BERMAN HIGH INCO...		2/01/11	2/23/15		PURCHASE 43	43			
NEUBERGER BERMAN HIGH INCA...		3/01/11	2/23/15		PURCHASE 44	44			
NEUBERGER BERMAN HIGH INCO...		4/01/11	2/23/15		PURCHASE 42	42			
NEUBERGER BERMAN HIGH INCO...		5/02/11	2/23/15		PURCHASE 41	42			-1
NEUBERGER BERMAN HIGH INCO...		6/01/11	2/23/15		PURCHASE 41	41			
NEUBERGER BERMAN HIGH INCA...		7/01/11	2/23/15		PURCHASE 43	44			-1
NEUBERGER BERMAN HIGH INCO...		8/01/11	2/23/15		PURCHASE 42	42			

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
NEUBERGER BERMAN HIGH	INCO...	9/01/11	2/23/15	\$	PURCHASE 44 \$	45 \$	\$		-1
NEUBERGER BERMAN HIGH	INCO...	10/03/11	2/23/15		PURCHASE 42	43			-1
NEUBERGER BERMAN HIGH	INCO...	11/01/11	2/23/15		PURCHASE 36	36			
NEUBERGER BERMAN HIGH	INCO...	12/01/11	2/23/15		PURCHASE 37	37			
NEUBERGER BERMAN HIGH	INCO...	12/22/11	2/23/15		PURCHASE 10	10			
NEUBERGER BERMAN HIGH	INCA...	12/22/11	2/23/15		PURCHASE 52	52			
NEUBERGER BERMAN HIGH	INCA...	12/31/11	2/23/15		PURCHASE 38	39			-1
NEUBERGER BERMAN HIGH	INCO...	2/01/12	2/23/15		PURCHASE 37	37			
NEUBERGER BERMAN HIGH	INCO...	3/01/12	2/23/15		PURCHASE 36	37			-1
NEUBERGER BERMAN HIGH	INCO...	4/21/12	2/23/15		PURCHASE 36	37			-1
NEUBERGER BERMAN HIGH	INCO...	4/19/12	2/23/15		PURCHASE 4,487	4,548			-61
NEUBERGER BERMAN HIGH	INCO...	5/01/12	2/23/15		PURCHASE 45	46			-1
NEUBERGER BERMAN HIGH	INCO...	6/01/12	2/23/15		PURCHASE 60	61			-1
NEUBERGER BERMAN HIGH	INCA...	7/02/12	2/23/15		PURCHASE 61	61			
NEUBERGER BERMAN HIGH	INCO...	8/01/12	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH	INCO...	9/04/12	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH	INCA...	10/01/12	2/23/15		PURCHASE 55	56			-1

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
NEUBERGER BERMAN HIGH INCO...		11/01/12	2/23/15	\$	PURCHASE 55 \$	56 \$	\$		-1
NEUBERGER BERMAN HIGH INCO...		12/03/12	2/23/15		PURCHASE 59	60			-1
NEUBERGER BERMAN HIGH INCO...		12/21/12	2/23/15		PURCHASE 126	128			-2
NEUBERGER BERMAN HIGH INCO...		12/21/12	2/23/15		PURCHASE 12	12			
NEUBERGER BERMAN HIGH INCO...		1/02/13	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH INCO...		2/01/13	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH INCO...		3/01/13	2/23/15		PURCHASE 59	60			-1
NEUBERGER BERMAN HIGH INCO...		4/01/13	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH INCO...		5/01/13	2/23/15		PURCHASE 56	57			-1
NEUBERGER BERMAN HIGH INCO...		6/03/13	2/23/15		PURCHASE 55	56			-1
NEUBERGER BERMAN HIGH INCO...		7/01/13	2/23/15		PURCHASE 59	60			-1
NEUBERGER BERMAN HIGH INCO...		8/01/13	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH INCO...		9/03/13	2/23/15		PURCHASE 59	60			-1
NEUBERGER BERMAN HIGH INCO...		10/01/13	2/23/15		PURCHASE 58	59			-1
NEUBERGER BERMAN HIGH INCO...		11/01/13	2/23/15		PURCHASE 58	59			-1
NEUBERGER BERMAN HIGH INCO...		12/02/13	2/23/15		PURCHASE 57	58			-1
NEUBERGER BERMAN HIGH INCO...		12/19/13	2/23/15		PURCHASE 120	122			-2

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
NEUBERGER BERMAN HIGH IRMO	12/19/13	2/23/15	\$ 208	PURCHASE	210	\$	\$	-2
NEUBERGER BERMAN HIGH INCO...	1/02/14	2/23/15	58	PURCHASE	59			-1
NEUBERGER BERMAN HIGH INCA...	2/03/14	2/23/15	58	PURCHASE	59			-1
NEUBERGER BERMAN HIGH INCO...	2/06/14	2/23/15	494	PURCHASE	501			-7
LOOMIS SAYLES GROWTH FUND Y	7/18/13	3/06/15	1,926	PURCHASE	1,440			486
CHAMPLAIN MID CAP FUND	5/26/11	3/06/15	545	PURCHASE	464			81
JP MORGAN U.S. LARGE CAP C...	6/23/11	3/06/15	2,922	PURCHASE	1,996			926
AMERICAN FUNDS CL. F2	1/12/12	3/10/15	1,508	PURCHASE	1,050			458
MFS RESEARCH FUND	1/27/10	3/10/15	1,666	PURCHASE	1,016			650
JOHN HANCOCK DISCIPLINED VA...	2/06/14	3/10/15	1,762	PURCHASE	1,460			302
JP MORGAN CORE BOND FD	2/01/10	11/19/15	10	PURCHASE	10			
JP MORGAN CORE BOND FD	2/10/10	11/19/15	1,238	PURCHASE	1,218			20
JP MORGAN CORE BOND FD	3/01/10	11/19/15	25	PURCHASE	24			1
JP MORGAN CORE BOND FD	3/11/10	11/19/15	1,244	PURCHASE	1,223			21
JP MORGAN CORE BOND FD	4/05/10	11/19/15	24	PURCHASE	24			
JP MORGAN CORE BOND FD	4/12/10	11/19/15	1,247	PURCHASE	1,226			21
JP MORGAN CORE BOND FD	5/03/10	11/19/15	30	PURCHASE	30			

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Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
JP MORGAN CORE BOND FD	5/12/10	11/19/15	\$	PURCHASE 1,232	\$ 1,211	\$		21
JP MORGAN CORE BOND FD	6/01/10	11/19/15		PURCHASE 34	33			1
JP MORGAN CORE BOND FD	6/10/10	11/19/15		PURCHASE 1,225	1,205			20
JP MORGAN CORE BOND FD	7/01/10	11/19/15		PURCHASE 34	33			1
JP MORGAN CORE BOND FD	8/02/10	11/19/15		PURCHASE 40	40			
JP MORGAN CORE BOND FD	9/01/10	11/19/15		PURCHASE 36	35			1
JP MORGAN CORE BOND FD	10/04/10	11/19/15		PURCHASE 37	36			1
JP MORGAN CORE BOND FD	11/01/10	11/19/15		PURCHASE 38	37			1
JP MORGAN CORE BOND FD	12/01/10	11/19/15		PURCHASE 38	38			
JP MORGAN CORE BOND FD	1/03/11	11/19/15		PURCHASE 41	40			1
JP MORGAN CORE BOND FD	2/01/11	11/19/15		PURCHASE 39	38			1
JP MORGAN CORE BOND FD	3/01/11	11/19/15		PURCHASE 38	37			1
JP MORGAN CORE BOND FD	3/24/11	11/19/15		PURCHASE 3,454	3,396			58
JP MORGAN CORE BOND FD	4/01/11	11/19/15		PURCHASE 51	51			
JP MORGAN CORE BOND FD	4/08/11	11/19/15		PURCHASE 576	567			9
JP MORGAN CORE BOND FD	5/02/11	11/19/15		PURCHASE 50	49			1
JP MORGAN CORE BOND FD	6/01/11	11/19/15		PURCHASE 51	50			1

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
JP MORGAN CORE BOND FD		7/01/11	11/19/15	\$	PURCHASE 49 \$	48 \$	\$		1
JP MORGAN CORE BOND FD		8/01/11	11/19/15		PURCHASE 48	47			1
JP MORGAN CORE BOND FD		9/01/11	11/19/15		PURCHASE 49	48			1
JP MORGAN CORE BOND FD		10/03/11	11/19/15		PURCHASE 49	49			
JP MORGAN CORE BOND FD		11/01/11	11/19/15		PURCHASE 44	43			1
JP MORGAN CORE BOND FD		12/01/11	11/19/15		PURCHASE 41	41			
JP MORGAN CORE BOND FD		12/16/11	11/19/15		PURCHASE 28	28			
JP MORGAN CORE BOND FD		12/31/11	11/19/15		PURCHASE 43	42			1
JP MORGAN CORE BOND FD		2/01/12	11/19/15		PURCHASE 39	38			1
JP MORGAN CORE BOND FD		3/01/12	11/19/15		PURCHASE 39	38			1
JP MORGAN CORE BOND FD		4/02/12	11/19/15		PURCHASE 39	38			1
JP MORGAN CORE BOND FD		5/01/12	11/19/15		PURCHASE 32	32			
JP MORGAN CORE BOND FD		6/01/12	11/19/15		PURCHASE 31	31			
JP MORGAN CORE BOND FD		7/02/12	11/19/15		PURCHASE 31	31			
JP MORGAN CORE BOND FD		8/01/12	11/19/15		PURCHASE 33	33			
JP MORGAN CORE BOND FD		9/04/12	11/19/15		PURCHASE 30	29			1
JP MORGAN CORE BOND FD		10/01/12	11/19/15		PURCHASE 29	28			1

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
JP MORGAN CORE BOND FD	11/01/12	11/19/15	\$	PURCHASE 29	28	\$	\$	1
JP MORGAN CORE BOND FD	12/03/12	11/19/15		PURCHASE 28	27			1
JP MORGAN CORE BOND FD	12/14/12	11/19/15		PURCHASE 2	1			1
JP MORGAN CORE BOND FD	12/14/12	11/19/15		PURCHASE 16	16			
JP MORGAN CORE BOND FD	1/02/13	11/19/15		PURCHASE 34	33			
JP MORGAN CORE BOND FD	2/01/13	11/19/15		PURCHASE 26	26			1
JP MORGAN CORE BOND FD	3/01/13	11/19/15		PURCHASE 28	28			
JP MORGAN CORE BOND FD	4/01/13	11/19/15		PURCHASE 28	28			
JP MORGAN CORE BOND FD	5/01/13	11/19/15		PURCHASE 27	27			
JP MORGAN CORE BOND FD	6/03/13	11/19/15		PURCHASE 29	28			1
JP MORGAN CORE BOND FD	7/01/13	11/19/15		PURCHASE 29	29			
JP MORGAN CORE BOND FD	8/01/13	11/19/15		PURCHASE 29	29			
JP MORGAN CORE BOND FD	9/03/13	11/19/15		PURCHASE 30	29			1
JP MORGAN CORE BOND FD	10/01/13	11/19/15		PURCHASE 31	30			1
JP MORGAN CORE BOND FD	11/01/13	11/19/15		PURCHASE 36	35			1
JP MORGAN CORE BOND FD	12/02/13	11/19/15		PURCHASE 31	30			1
JP MORGAN CORE BOND FD	12/13/13	11/19/15		PURCHASE 1	1			

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
JP MORGAN CORE BOND FD	12/13/13	11/19/15	\$	PURCHASE 77 \$	76 \$	\$		1
JP MORGAN CORE BOND FD	1/02/14	11/19/15		PURCHASE 38	37			1
JP MORGAN CORE BOND FD	2/03/14	11/19/15		PURCHASE 25	25			
JP MORGAN CORE BOND FD	2/06/14	11/19/15		PURCHASE 2,449	2,408			41
JP MORGAN CORE BOND FD	3/03/14	11/19/15		PURCHASE 32	32			
JP MORGAN CORE BOND FD	4/01/14	11/19/15		PURCHASE 37	36			1
JP MORGAN CORE BOND FD	5/01/14	11/19/15		PURCHASE 29	29			
JP MORGAN CORE BOND FD	6/02/14	11/19/15		PURCHASE 30	29			1
JP MORGAN CORE BOND FD	7/01/14	11/19/15		PURCHASE 32	32			
JP MORGAN CORE BOND FD	8/01/14	11/19/15		PURCHASE 31	31			
JP MORGAN CORE BOND FD	9/02/14	11/19/15		PURCHASE 27	27			
JP MORGAN CORE BOND FD	10/01/14	11/19/15		PURCHASE 29	29			
JP MORGAN CORE BOND FD	11/03/14	11/19/15		PURCHASE 28	27			1
WELLS FARGO ADV ENDEAVOR S...	10/07/08	7/10/15		PURCHASE 74,305	45,787			28,518
WELLS FARGO ADV ENDEAVOR S...	8/19/11	7/10/15		PURCHASE 7,075	4,360			2,715
ROYCE PREMIER FUND W	10/09/08	7/13/15		PURCHASE 13,860	10,354			3,506
ROYCE PREMIER FUND W	8/19/11	7/13/15		PURCHASE 942	704			238

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
ARBITRAGE FUND I		6/27/13	9/08/15	\$	PURCHASE 16,335	\$		\$	437
ASG GLOBAL ALTERNATIVES Y		6/19/13	9/08/15		PURCHASE 39,453				-2,419
DREYFUS BOSTON CO SMALL CA...		10/07/08	9/08/15		PURCHASE 9,759				-2,377
DREYFUS BOSTON CO SMALL CA...		8/19/11	9/08/15		PURCHASE 1,079				-263
EATON VANCE FLOATING RATE F...		4/18/11	9/08/15		PURCHASE 14,627				-501
RIDGEWORTH SEIX FLOATING CI I		5/29/14	9/08/15		PURCHASE 14,575				-621
WELLS FARGO ADV. INTL BOND F...		4/18/11	9/08/15		PURCHASE 25,094				-4,128
!SHARES HIGH DIVIDEND EQUITY...		7/13/12	3/11/15		PURCHASE 8,042				1,620
!SHARES HIGH DIVIDEND EQUITY...		3/13/13	3/11/15		PURCHASE 7,222				959
ISHARES HIGH DIVIDEND EQUITY...		3/13/13	4/09/15		PURCHASE 683				102
!SHARES HIGH DIVIDEND EQUITY...		5/08/13	4/09/15		PURCHASE 7,510				743
!SHARES RUSSELL 2000 INDEX ...		7/11/13	8/11/15		PURCHASE 6,854				1,099
ISHARES MSCI EMERG. MKTS I...		11/26/13	9/09/15		PURCHASE 4,880				-1,185
!SHARES MSCI EMERG. MKTS I...		2/12/14	9/09/15		PURCHASE 334				-57
ISHARES MSCI EMERG. MKTS I...		4/09/14	9/09/15		PURCHASE 7,220				-1,848
FIRST TR. TECHNOLOGY ALPHADE...		4/20/12	10/07/15		PURCHASE 915				273
FIRST.TR. TECHNOLOGY ALPHADE...		5/01/12	10/07/15		PURCHASE 9,766				2,878

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
ISHARES MSCI EAFE INDEX F...		1/08/13	10/07/15	\$ 5,894	PURCHASE	5,572	\$	\$	322
ISHARES MSCI EAFE INDEX F...		5/08/13	10/07/15	3,609	PURCHASE	3,752			-143
!SHARES IN= \$ H. YLD CORP ...		8/15/11	12/10/15	813	PURCHASE	865			-52
ISHARES LBOXX \$ H. YLD CORP ...		2/14/12	12/10/15	5,612	PURCHASE	6,279			-667
!SHARES LBOXX \$ H. YLD CORP ...		6/12/14	12/10/15	8,783	PURCHASE	10,251			-1,468
SHORT-TERM GAIN/LOSS FROM PASS-THROU VARIOUS VARIOUS					PURCHASE	11,800			-11,800
LONG-TERM GAIN/LOSS FROM PASSTHROUGH VARIOUS VARIOUS				23,738	PURCHASE				23,738
TOTAL				\$ 7,386,507	\$ 7,429,525	0	\$	0	\$ -43,018

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INCOME/LOSS FROM PASSTHROUGH	\$ -4,783	\$ -4,783	\$
TOTAL	\$ -4,783	\$ -4,783	\$ 0

Federal Statements**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 8,820	\$ 6,615	\$	\$ 2,205
TOTAL	\$ 8,820	\$ 6,615	\$ 0	\$ 2,205

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PORTFOLIO MANAGEMENT FEES	\$ 53,903	\$ 40,427	\$	\$ 13,476
MEETING FEES	52,500	39,375		13,125
INDEPENDENT CONTRACTOR	36,000	27,000		9,000
TOTAL	\$ 142,403	\$ 106,802	\$ 0	\$ 35,601

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	\$ 2,396	\$ 2,396	\$	\$
TOTAL	\$ 2,396	\$ 2,396	\$ 0	\$ 0

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Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
OFFICE SUPPLIES	147	110		37
POSTAGE	154	116		38
RENT	1,012	759		253
TRAVEL	449	337		112
MISCELLANEOUS	449	337		112
TOTAL	2,211	1,659	0	552
	\$	\$	\$	\$

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BLB&B MANAGED ACCOUNT	\$ 300,000	\$ 283,162	MARKET	\$ 283,162
CATWABA/FIDELITY BROKERAGE	810,848	666,544	MARKET	666,544
DAVENPORT & CO LLC	2,085,974	2,506,718	MARKET	2,506,718
GREYSTON/METLIFE SECURITY	387,071	369,060	MARKET	369,060
RAYMOND JAMES FREEDOM	304,272	299,319	MARKET	299,319
WELLS FARGO BK AGENCY	2,115,939	2,197,735	MARKET	2,197,735
CLAYTOR EQUITY PARTNERS	878,233	666,667	MARKET	666,667
CHARLES SHWAB		191,272	MARKET	191,272
TD AMERITRADE		77,661	MARKET	77,661
TOTAL	\$ 6,882,337	\$ 7,258,138		\$ 7,258,138

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
UNREALIZED GAIN/LOSS	\$ 666,748
TOTAL	\$ 666,748

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Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
JOHN POWELL TCLAT	303 APPERSON DRIVE	SALEM VA 24153
PEGGY DANIELS TCLAT	303 APPERSON DRIVE	SALEM VA 24153
WILLIAM POWELL TCLAT	303 APPERSON DRIVE	SALEM VA 24153
PAUL POWELL TCLAT	303 APPERSON DRIVE	SALEM VA 24153
MARY ROBERTS TCLAT	303 APPERSON DRIVE	SALEM VA 24153

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
APPLE RIDGE FARM	541 LUCK AVENUE			YOUTH DEVELOPMENT	1,000
ROANOKE VA 24016	NONE				
BLUE RIDGE MOUNTAIN COUNCIL	2131 VALLEY VIEW BLVD			YOUTH DEVELOPMENT	4,000
ROANOKE VA 24012	NONE				
BLUE RIDGE WOMEN'S CENTER	5034 WILLIAMSON AVENUE			ADVOCACY	5,000
ROANOKE VA 24012	NONE				
CAMPUS CRUSADE FOR CHRIST	100 LAKE HART DRIVE			RELIGIOUS	3,000
ORLANDO FL 32832	NONE				
GW CARVER ELEMENTARY SCHOOL	6 E. 4TH STREET			EDUCATION	11,000
SALEM VA 24153	NONE				
E&H COLLEGE	30362 GARNAND DRIVE			EDUCATION	48,000
MEADOWVIEW VA 24361	NONE				
EAST SALEM ELEMENTARY SCHOOL	1765 ROANOKE BLVD			EDUCATIONAL	11,000
SALEM VA 24153	NONE				
EPIPHANY LUTHERAN	1400 HORSEPEN ROAD			RELIGIOUS	1,000
RICHMOND VA 23226	NONE				
FAITH CHRISTIAN SCHOOL	3585 BUCK MOUNTAIN ROAD			EDUCATION	20,000
ROANOKE VA 24018	NONE				

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
FEEDING AMERICA SWVA	SALEM VA 24153			1025 ELECTRIC ROAD	NONE	PHILANTHROPIC	5,000
FELLOWSHIP COMMUNITY CHURCH	SALEM VA 24153			1226 RED LANE EXT	NONE	RELIGIOUS	8,000
FINCATTLE UNITED METHODIST	SALEM VA 24153			137 S. CHURCH STREET	NONE	RELIGIOUS	6,000
FIRST UNITED METHODIST CHURCH	SALEM VA 24153			125 WEST MAIN STREET	NONE	RELIGIOUS	30,000
HABITAT FOR HUMANITY	ROANOKE VA 24017			3435 MELROSE AVENUE	NONE	PHILANTHROPIC	1,000
LEAGUE ANIMAL PROTECTION	FINCATTLE VA 24090			603 POOR FARM ROAD	NONE	WILDLIFE	5,000
RAFIKI FOUNDATION	EUSTIS FL 32736			23315 COUNTY ROAD	YES	MISSION	5,000
RAM HOUSE	ROANOKE VA 24016			824 CAMPBELL AVENUE	NONE	PHILANTHROPIC	3,000
REDEEMER PRESBYTERIAN	CHRISTIANSBURG VA 24073			560 CINNABAR ROAD	NONE	RELIGIOUS	5,000
RESCUE MISSION MINISTRIES	ROANOKE VA 24013			402 4TH STREET SE	NONE	RELIGIOUS	8,000
ROANOKE COLLEGE	SALEM VA 24153			221 COLLEGE LANE	NONE	EDUCATIONAL	17,500
ROANOKE SYMPHONY	ROANOKE VA 24011			128 CAMPBELL AVENUE SE	NONE	ARTS	5,000
SALEM HIGH SCHOOL SPECIAL ED	SALEM VA 24153			400 SPARTAN DRIVE	NONE	EDUCATIONAL	4,000
SALEM MUSEUM	SALEM VA 24153			801 EAST MAIN STREET	NONE	PRESERVATION	20,000
SALEM SPORTS FOUNDATION	SALEM VA 24153			724 DALE AVENUE SE	YES	EDUCATIONAL	10,000
SALVATION ARMY	ROANOKE VA 24013			1600 CAROLYN ROAD	NONE	PHILANTHROPIC	3,000
SOUTH SALEM ELEMENTARY SCHOOL	SALEM VA 24153			NONE	NONE	EDUCATIONAL	11,000

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Federal Statements**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
ST FRANCIS OF ASSISI ROANOKE VA 24016		415 CAMPBELL AVENUE	NONE			PHILANTHROPIC	3,000
ST JOHNS LUTHERAN CHURCH ROANOKE VA 24018		4608 BRAMBLETON AVENUE	NONE			RELIGIOUS	3,000
ST PAULS EPISCOPAL SALEM VA 24153		42 E MAIN STREET	NONE			RELIGIOUS	50,000
STAR COMMUNITY HAGERSTOWN MD 21740		13757 BROADFORDING CHURCH	NONE			ADULT CARE	65,000
VIRGINIA WESTERN COMMUNITY COLLEGE ROANOKE VA 24015		3095 COLONIAL AVENUE SW	NONE			EDUCATIONAL	40,000
WEST SALEM ELEMENTARY SCHOOL SALEM VA 24153		520 BRUFFEY STREET	NONE			EDUCATIONAL	11,000
YOUNG LIFE ROANOKE VA 24018		5401 FALLOWATER LANE	NONE			RELIGIOUS	12,750
TOTAL							<u>435,250</u>