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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE POWER FOUNDATION		A Employer identification number 38-6119490	
% THE CONNABLE OFFICE INC			
Number and street (or P O box number if mail is not delivered to street address) 136 EAST MICHIGAN AVENUE Suite 1201	Room/suite	B Telephone number (see instructions) (269) 382-5800	
City or town, state or province, country, and ZIP or foreign postal code KALAMAZOO, MI 490073936		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,554,085	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	300,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,598	1,598		
	4 Dividends and interest from securities	165,615	165,615		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-56,868			
	b Gross sales price for all assets on line 6a 2,198,036				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	410,345	167,213		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,974	0	0	3,974
	c Other professional fees (attach schedule)	92,523	29,607		62,916
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	244	89		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,285			1,285
	24 Total operating and administrative expenses. Add lines 13 through 23	98,026	29,696	0	68,175
	25 Contributions, gifts, grants paid	596,304			596,304
	26 Total expenses and disbursements. Add lines 24 and 25	694,330	29,696	0	664,479
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-283,985			
	b Net investment income (if negative, enter -0-)		137,517		
	c Adjusted net income(if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	592,424	441,905	441,905		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	7,736,802	7,603,336	9,112,180		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,329,226	8,045,241	9,554,085			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	8,329,226	8,045,241			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	8,329,226	8,045,241			
31	Total liabilities and net assets/fund balances (see instructions) .	8,329,226	8,045,241				

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 8,329,226
2	Enter amount from Part I, line 27a	2 -283,985
3	Other increases not included in line 2 (itemize) ▶ _____	3 _____
4	Add lines 1, 2, and 3	4 8,045,241
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 8,045,241

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 863,215		948,010	-84,795
b 1,261,756		1,306,894	-45,138
c			73,065
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-84,795
b			-45,138
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	-56,868
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 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))
2015	568,485	9,522,024	0 059702
2014	685,221	9,966,968	0 068749
2013	478,769	9,368,984	0 051101
2012	441,595	8,496,161	0 051976
2011	225,537	8,326,956	0 027085
2 Total of line 1, column (d)			2 0 258613
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 051723
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 9,167,005
5 Multiply line 4 by line 3			5 474,145
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,375
7 Add lines 5 and 6			7 475,520
8 Enter qualifying distributions from Part XII, line 4			8 664,479

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,375
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,375
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,375
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,857
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	1,857
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	482
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 482 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► <u>THE CONNABLE OFFICE INC</u> Telephone no ► <u>(269) 382-5800</u>			

Located at ► 136 EAST MICHIGAN AVENUE SUITE 120 KALAMAZOO MI ZIP+4 ► 490073936

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	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 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See 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	8,769,005
b	Average of monthly cash balances.	1b	537,599
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,306,604
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	9,306,604
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	139,599
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,167,005
6	Minimum investment return. Enter 5% of line 5.	6	458,350

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	458,350
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,375
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,375
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	456,975
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	456,975
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	456,975

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	664,479
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	664,479
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	1,375
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	663,104

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 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7				456,975
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only.			0	
b	Total for prior years 2014, 2013, 2012		0		
3	Excess distributions carryover, if any, to 2016				
a	From 2011.				
b	From 2012. 22,985				
c	From 2013. 17,338				
d	From 2014. 201,803				
e	From 2015. 99,198				
f	Total of lines 3a through e.	341,324			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 664,479				
a	Applied to 2015, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions).				
c	Treated as distributions out of corpus (Election required—see instructions).				
d	Applied to 2016 distributable amount.				456,975
e	Remaining amount distributed out of corpus	207,504			
5	Excess distributions carryover applied to 2016 (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	548,828			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions).				
9	Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	548,828			
10	Analysis of line 9				
a	Excess from 2012. 22,985				
b	Excess from 2013. 17,338				
c	Excess from 2014. 201,803				
d	Excess from 2015. 99,198				
e	Excess from 2016. 207,504				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

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

c Any submission deadlines

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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	596,304
b <i>Approved for future payment</i>				
Total			3b	

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) Exclusion 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	1,598	
4 Dividends and interest from securities.			14	165,615	
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	-56,868	
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). . .				110,345	
13 Total. Add line 12, columns (b), (d), and (e).			13		110,345

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00238135
	DANIEL FULLER				
	Firm's name ▶ BDO USA LLP				Firm's EIN ▶
	Firm's address ▶ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI 49503				Phone no (616) 774-7000

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PHILIP H POWER 136 EAST MICHIGAN AVENUE KALAMAZOO, MI 490073936	President/Trustee 1 0	0	0	0
KATHLEEN K POWER 136 EAST MICHIGAN AVENUE KALAMAZOO, MI 490073936				
JAMES C MELVIN 136 EAST MICHIGAN AVENUE KALAMAZOO, MI 490073936	VICE PRESIDENT/TRUSTEE 1 0	0	0	0
LOYAL A ELDRIDGE III 136 EAST MICHIGAN AVENUE KALAMAZOO, MI 490073936				
SCOTT T SUTTON 136 EAST MICHIGAN AVENUE KALAMAZOO, MI 490073936	TRUSTEE 1 0	0	0	0
BRADLEY E WELLER 136 EAST MICHIGAN AVE KALAMAZOO, MI 490073936				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN FRIENDS OF UNIVERSITY COLLEGE OXFORD INC PO BOX 391 COVINGTON, KY 41012	NONE	PC	ANNUAL FUND	2,000
HURON MOUNTAIN WILDLIFE FOUNDATION INC 5075 WARREN ROAD ANN ARBOR, MI 48105	NONE	PC	OPERATING SUPPORT	2,000
MARQUETTE COMMUNITY FOUNDATION 205 S FRONT STREET STE F MARQUETTE, MI 49855	NONE	PC	HURON MOUNTAIN CLUB FUND	1,000
UNIVERSITY OF MICHIGAN 3003 S STATE STREET ROOM 8070 ANN ARBOR, MI 48109	NONE	PC	ENGAGED LEARNING COURSE	57,804
UNIVERSITY OF WISCONSIN FOUNDATION PO BOX 8860 MADISON, WI 53780	NONE	PC	SCHOOL OF BUSINESS SCHOLARSHIP FUND	1,000
ST ANDREWS EPISCOPAL CHURCH 306 N DIVISION STREET ANN ARBOR, MI 481041441	NONE	PC	OPERATING SUPPORT	5,000
CITIZENS RESEARCH COUNCIL OF MICHIGAN INC 38777 SIX MILE ROAD SUITE 208 LIVONIA, MI 481522660	NONE	PC	OPERATING SUPPORT	1,000
THE CORY PTA 1550 SOUTH STEELE STREET DENVER, CO 80210	NONE	PC	FRIENDS OF CORY ANNUAL FUND	3,500
CORY ELEMENTARY 1550 SOUTH STEELE STREET DENVER, CO 80210	NONE	PC	CORY AUCTION 2016	1,000
THE CENTER FOR MICHIGAN INC 4100 NORTH DIXBORO ROAD ANN ARBOR, MI 48105	NONE	PC	OPERATING SUPPORT	300,000
UNIVERSITY OF MICHIGANCEW 330 EAST LIBERTY ANN ARBOR, MI 48104	NONE	PC	CENTER FOR THE EDUCATION OF WOMEN - MARGIN OF DIFFERENCE ENDOWMENT	20,000
PLANNED PARENTHOOD MID AND SOUTH MICHIGAN 950 VICTORS WAY SUITE 100 ANN ARBOR, MI 48108	NONE	PC	OPERATING SUPPORT	100,000
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 1560 12TH STREET ALAMOSA, CO 811013708	NONE	PC	FORT COLLINS HEALTH FACILITY	10,000
ST JOHNS EPISCOPAL CHURCH 524 WASHINGTON AVE GRAND HAVEN, MI 49417	NONE	PC	OPERATING SUPPORT	10,000
UNITED WAY OF WASHTENAW COUNTY 2305 PLATT ROAD ANN ARBOR, MI 48104	NONE	PC	OPERATING SUPPORT	10,000
Total ► 3a				596,304

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MICHIGAN 3003 S STATE STREET ROOM 8070 ANN ARBOR, MI 48109	NONE	PC	MICHIGAN RADIO	500
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 1560 12TH STREET ALAMOSA, CO 811013708	NONE	PC	OPERATING SUPPORT	15,250
CORY ELEMENTARY 1550 SOUTH STEELE STREET DENVER, CO 80210	NONE	PC	2016 DESTINATION IMAGINATION GLOBAL FINALISTS	500
THE CENTER FOR MICHIGAN INC 4100 NORTH DIXBORO ROAD ANN ARBOR, MI 48105	NONE	PC	BRIDGE MAGAZINE	500
UNIVERSITY OF MICHIGAN 3003 S STATE STREET ROOM 8070 ANN ARBOR, MI 48109	NONE	PC	FIELD-BASED ENVIRONMENTAL EDUCATION COLLABORATION	50,000
CLAYTON EARLY LEARNING 3801 MARTIN LUTHER KING BLVD DENVER, CO 80205	NONE	PC	OPERATING SUPPORT	250
CULTURAL LANDSCAPE FOUNDATION 1711 CONNECTICUT AVENUE NW SUITE 2 WASHINGTON, DC 20009	NONE	PC	WILLIAM JOHNSON ORAL HISTORY PROJECT	1,000
GRALAND COUNTRY DAY SCHOOL 55 CLERMONT STREET DENVER, CO 80220	NONE	PC	ANNUAL FUND	3,500
KEVIN'S SONG 792 HARCOURT RD GROSSE POINTE, MI 48230	NONE	PC	OPERATING SUPPORT	500
Total ▶ 3a				596,304

TY 2016 Accounting Fees Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,974			3,974

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

TY 2016 Depreciation Schedule

Name: THE POWER FOUNDATION

EIN: 38-6119490

TY 2016 Investments Corporate Stock Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	1,251,157	1,260,346
U.S. EQUITY FUNDS	980,008	1,457,213
COMMON STOCK	1,253,628	1,857,730
INTERNATIONAL EQUITY FUNDS	2,277,140	2,614,272
ABSOLUTE RETURN	572,543	593,728
COMMODITIES	667,289	751,224
INFLATION INDEXED BONDS	126,159	127,619
REAL ESTATE INVESTMENTS	475,412	450,048

TY 2016 Other Expenses Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MICHIGAN ANNUAL REPORT FEE	20			20
FOUNDATION RENEWAL FEE	1,115			1,115
MISCELLANEOUS FEES	150			150

TY 2016 Other Professional Fees Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES	29,607	29,607		
CLERICAL FEES	62,916			62,916

TY 2016 Taxes Schedule**Name:** THE POWER FOUNDATION**EIN:** 38-6119490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	155			
FOREIGN TAX	89	89		

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization THE POWER FOUNDATION	Employer identification number 38-6119490

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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, contributions totaling \$5,000 or more (in money or other 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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	PHILIP H AND KATHLEEN K POWER 136 EAST MICHIGAN AVENUE SUITE 120 KALAMAZOO, MI 490073936	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Employer identification number

38-6119490

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization THE POWER FOUNDATION	Employer identification number 38-6119490
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(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	
	_____	_____	_____
	_____	_____	_____
	(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	

Account Name: The Power Foundation

Shares	Asset Description	Prices As Of : 12/31/2016		Cost	Market
<u>Fixed Income Funds</u>					
32,146 663	Dodge & Cox Income Fund			437,527 39	436,873 15
9,827 381	Eaton Vance Global Macro Abs Return Fund-Cl A			91,867 18	89,036 07
15,810 849	Fidelity High Income Fund			138,737 84	137,712 49
16,627 773	VG Short Term Bond Index Fund			174,924 17	173,427 67
39,746 195	VG Total Bond Market Index Fund			408,099 89	423,296 98
<i>Sub Total</i>			\$	1,251,156.47	1,260,346.36
<u>U S Equity Funds</u>					
5,241 245	Baron Growth Fund			240,571 15	311,801 67
18,851 394	CRM Small Cap Value Fund-Inv			346,230 30	331,596 02
777	iShares Russell 2000 ETF			96,923 37	104,778 45
3,172	SPDR S&P 500 ETF Trust			296,283 53	709,037 16
<i>Sub Total</i>			\$	980,008.35	1,457,213.30
<u>Common Stocks</u>					
174	3M Company			24,116 07	31,071 18
46	Alphabet Inc Cl A			11,635 86	36,452 70
38	Alphabet Inc Cl C			14,677 20	29,329 16
49	Amazon.com Inc			20,528 20	36,743 63
279	Amgen Inc			15,118 85	40,792 59
354	Amphenol Corporation			20,744 79	23,788 80
235	Aon Corporation			12,225 40	26,209 55

Account Name: The Power Foundation

Shares	Asset Description	Prices As Of : 12/31/2016	
		Cost	Market
476	Apple Computer Inc	35,248 57	55,130 32
2,760	Bank of America Corp	38,514 79	60,996 00
1,365	Bank of New York Mellon Corp	32,557 77	64,673 70
459	Baxter International Inc	11,496 07	20,352 06
301	Becton Dickinson & Company	25,881 48	49,830 55
125	Buffalo Wild Wings Inc	18,907 76	19,300 00
167	Charter Communications Inc	32,991 84	48,082 64
128	ChevronTexaco	8,854 73	15,065 60
1,344	Cisco Systems Inc	21,856 09	40,615 68
1,207	Citigroup Inc Com New	54,515 82	71,732 01
893	Citizens Financial Group Inc	22,463 56	31,817 59
202	Concho Resources Inc	21,582 45	26,785 20
247	Crown Castle International Corp	21,704 83	21,432 19
342	CVS Health Corporation	20,687 17	26,987 22
358	Danaher Corporation	10,275 24	27,866 72
154	Ecolab Inc	9,367 98	18,051 88
497	Emerson Electric Co	25,644 66	27,707 75
200	Facebook Inc	22,313 72	23,010 00
212	Goldman Sachs Group Inc	34,338 89	50,763 40
496	HD Supply Holdings Inc	15,601 08	21,084 96

Account Name: The Power Foundation

Shares	Asset Description	Prices As Of : 12/31/2016	
		Cost	Market
383	Honeywell Intl	40,083 40	44,370 55
1,206	HP Inc	12,115 79	17,897 04
992	Intel Corp	29,458 53	35,979 84
214	Johnson & Johnson	6,129 49	24,654 94
722	JPMorgan Chase & Company	30,193 41	62,301 38
593	Microchip Technology Inc	36,296 64	38,040 95
643	Microsoft Corp	19,854 94	39,956 02
785	National Oilwell Varco Inc	31,166 70	29,390 40
524	Newell Brands Inc	20,495 46	23,396 60
508	Occidental Petroleum Corp	35,620 96	36,184 84
921	Oracle Corporation	24,181 92	35,412 45
302	Pepsico Inc	20,929 72	31,598 26
548	Pfizer Inc	16,958 22	17,799 04
137	Pioneer Natural Resources Co	15,384 88	24,669 59
418	Procter & Gamble Co	26,587 20	35,145 44
453	Qualcomm Inc	19,391 84	29,535 60
471	Schlumberger Ltd	35,962 79	39,540 45
391	Stryker Corporation	22,192 91	46,845 71
666	Sysco Corp	24,541 97	36,876 42
662	The Coca Cola Company	10,557 43	27,446 52

Account Name: The Power Foundation

Shares	Asset Description	Prices As Of : 12/31/2016	
		Cost	Market
958	The Mosaic Co	25,990 73	28,098 14
420	The Walt Disney Company	40,991 57	43,772 40
299	Thermo Fisher Scientific Inc	15,103 81	42,188 90
354	United Technologies Corp	25,981 40	38,805 48
785	Valeant Pharmaceuticals International	16,636 82	11,398 20
411	Waste Management Inc	21,580 71	29,144 01
755	Wells Fargo & Co	25,388 12	41,608 05
Sub Total		1,253,628.23	1,857,730.30
International Equity Funds			
10,286 112	Harbor International Fund	442,898 17	600,811 80
8,490	1Shares MSCI Emerging Markets ETF	280,323 03	297,234 90
5,378	1Shares MSCI Eurozone ETF	175,005 02	186,078 80
36,489 057	Lazard International Equity Open Fund	521,772 51	597,690 75
8,464 348	Matthews Asia Small Companies Fund	184,402 80	161,245 83
17,012 024	Matthews Japan Fund-Cl I	235,121 50	320,846 77
18,107 167	Parametric Emerging Markets Fund-Cl I	222,174 94	230,504 24
4,438	Wisdom Tree Japan Hedged Equity Fund	215,441 50	219,858 52
Sub Total		2,277,139.47	2,614,271.61
Absolute Return			
7,720 748	Diamond Hill Long Short Fund-Cl A	177,500 00	192,323 83
13,029 539	IVA Worldwide Fund-Cl A	228,746 62	223,456 59

Account Name: The Power Foundation

Shares	Asset Description	Prices As Of : 12/31/2016		Cost	Market
15,959.39	PIMCO All Asset Fund-Cl I			166,296.85	177,947.20
Sub Total				572,543.47	593,727.62
<u>Commodities</u>					
7,992	FlexShares Mstar Glbl Upstream Nat Res ETF			214,715.51	229,050.72
17,669.193	Kopernik Global All-Cap Fund-Cl I			131,424.75	178,282.16
527	Materials Select Sector SPDR			24,719.25	26,191.90
4,117	SPDR S&P Oil & Gas Exploration & Prod			178,346.16	170,526.14
4,413	VanEck Vectors Oil Services ETF			118,083.60	147,173.55
Sub Total				667,289.27	751,224.47
<u>Inflation Indexed Bonds</u>					
2,596	VG Short-Term Inflation Protected Sec ETF			126,159.46	127,619.36
Sub Total				126,159.46	127,619.36
<u>Real Estate Investments</u>					
3,803.631	Baron Real Estate Fund			81,207.53	91,020.89
4,373	SPDR DJ Wilshire International Real Estate Fd			178,984.29	157,777.84
4,690.128	Third Avenue Real Estate Value Fund			148,161.14	140,094.12
741	Vanguard REIT Index Fund			67,059.24	61,154.73
Sub Total				475,412.20	450,047.58
<u>Bank Accounts</u>					
52.38	Fifth Third Sweep Account			52.38	52.38
Sub Total				52.38	52.38
<u>Money Market Funds</u>					

Account Name: The Power Foundation

Shares	Asset Description	Prices As Of : 12/31/2016		
			Cost	Market
303,000	Federated Government Obligations MM Cash Res		303,000.00	303,000.00
138,851.54	Northern Tr Inst USGS MM Invested Cash		138,851.54	138,851.54
<i>Sub Total</i>		\$	<u>441,851.54</u>	<u>441,851.54</u>
<i>Grand Total</i>		\$	<u>8,045,240.84</u>	<u>9,554,084.52</u>

**THE POWER FOUNDATION
38-6119490**

**136 E. MICHIGAN AVENUE, SUITE 1201, KALAMAZOO, MI 49007
2016 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF**

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

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

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