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**Return of Private Foundation**

**2016**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year **2016** or tax year beginning **2016**, and ending **20**

Name of foundation: **POWELL-WISE T/CHAR**

Number and street (or P O box number if mail is not delivered to street address): **ONE M & T PLAZA, 7TH FLOOR**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **BUFFALO, NY 14203**

**A Employer identification number**  
52-1057233

**B Telephone number (see instructions)**  
716-842-2333

**C** If exemption application is pending, check here

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

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

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

**G** Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 829,181.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	12,252.	12,313.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	12,152.			
<b>b</b>	Gross sales price for all assets on line 6a <b>430,995.</b>				
<b>7</b>	Capital gain net income (from Part IV, line 2)		12,152.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	1,762.			
<b>12</b>	<b>Total.</b> Add lines 1 through 11	26,166.	24,465.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	1,681.	1,681.		
<b>14</b>	Other employee salaries and wages		NONE	NONE	
<b>15</b>	Pension plans, employee benefits		NONE	NONE	
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) <b>STMT 2</b>	790.	262.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings		NONE	NONE	
<b>22</b>	Printing and publications		NONE	NONE	
<b>23</b>	Other expenses (attach schedule)				
<b>24</b>	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23	2,471.	1,943.	NONE	
<b>25</b>	Contributions, gifts, grants paid	43,200.			43,200.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	45,671.	1,943.	NONE	43,200.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	Excess of revenue over expenses and disbursements	-19,505.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		22,522.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

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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 . . . . .	33,508.	21,935.	21,935.	
	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 ▶	NONE			
	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) . <b>STMT 3.</b>	789,666.	782,106.	807,246.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	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		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	823,174.	804,041.	829,181.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE			
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	823,174.	804,041.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	823,174.	804,041.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	823,174.	804,041.			

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	823,174.
2	Enter amount from Part I, line 27a . . . . .	2	-19,505.
3	Other increases not included in line 2 (itemize) ▶ RETURN OF SCHOLARSHIP FUND	3	375.
4	Add lines 1, 2, and 3 . . . . .	4	804,044.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	3.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	804,041.

**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)
<b>1 a PUBLICLY TRADED SECURITIES</b>				
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 430,995.		418,843.	12,152.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			12,152.	
b				
c				
d				
e				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	12,152.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>	

**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))
2015	41,250.	870,418.	0.047391
2014	29,000.	878,795.	0.033000
2013	52,999.	840,402.	0.063064
2012	39,741.	802,235.	0.049538
2011	41,310.	837,767.	0.049310
<b>2 Total of line 1, column (d)</b> . . . . .			<b>2</b> 0.242303
<b>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.</b> . . . . .			<b>3</b> 0.048461
<b>4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5</b> . . . . .			<b>4</b> 826,609.
<b>5 Multiply line 4 by line 3.</b> . . . . .			<b>5</b> 40,058.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b> . . . . .			<b>6</b> 225.
<b>7 Add lines 5 and 6.</b> . . . . .			<b>7</b> 40,283.
<b>8 Enter qualifying distributions from Part XII, line 4</b> . . . . . 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.			<b>8</b> 43,200.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 114, refunded 114, resulting in 0 net tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and reporting. Marked with 'X' for 'Yes' or '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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of SEE STATEMENT 5 Telephone no. Located at ZIP+4
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 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. 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).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes 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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?  **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** X  
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b**

**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
M AND T TRUST CO 1100 WEHRLE DR 2ND FL, BUFFALO, NY 14221	TRUSTEE 1	1,681.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000  **NONE**

**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		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	798,119.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	41,078.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	839,197.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	839,197.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	12,588.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	826,609.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	41,330.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	41,330.
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5 . . . . .	<b>2a</b>	225.
<b>b</b>	Income tax for 2016. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	225.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	41,105.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	375.
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	41,480.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	41,480.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	43,200.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	43,200.
<b>5</b>	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) . . . . .	<b>5</b>	225.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	42,975.

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7 . . . . .				41,480.
<b>2</b> Undistributed income, if any, as of the end of 2016:				
<b>a</b> Enter amount for 2015 only. . . . .			38,260.	
<b>b</b> Total for prior years 20 <u>14</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011 . . . . .	NONE			
<b>b</b> From 2012 . . . . .	NONE			
<b>c</b> From 2013 . . . . .	NONE			
<b>d</b> From 2014 . . . . .	NONE			
<b>e</b> From 2015 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4. ► \$ <u>43,200.</u>				
<b>a</b> Applied to 2015, but not more than line 2a . . . . .			38,260.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2016 distributable amount. . . . .				4,940.
<b>e</b> Remaining amount distributed out of corpus. . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2016 - (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017. . . . .				36,540.
<b>7</b> 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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012 . . . . .	NONE			
<b>b</b> Excess from 2013 . . . . .	NONE			
<b>c</b> Excess from 2014 . . . . .	NONE			
<b>d</b> Excess from 2015 . . . . .	NONE			
<b>e</b> Excess from 2016 . . . . .	NONE			

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

NOT APPLICABLE

**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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

**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.

N/A

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 14</p>				43,200.
<b>Total</b> . . . . . ▶ <b>3a</b>				43,200.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				



Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [ ] Yes [X] No

Table with 3 columns: (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... Signature of officer or trustee: Diane M. Bimer, Date: 04/28/2017, Title: Vice President.

Paid Preparer Use Only: Print/Type preparer's name: ERIC W COURSEY, Date: 04/28/2017, Firm's name: ERNST & YOUNG U.S. LLP, Firm's address: 2100 E CARY ST. SUITE 201 RICHMOND, VA 23223, Phone no: 804-344-4548.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	12,252.	12,313.
TOTAL	12,252.	12,313.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	528.	
FOREIGN TAXES ON QUALIFIED FOR	257.	257.
FOREIGN TAXES ON NONQUALIFIED	5.	5.
TOTALS	790.	262.

FORM 990PF, PART II - CORPORATE STOCK  
 =====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
HARBOR INTERNATIONAL FUND #11		
RIDGEWORTH SEIX FLOATING		
WILMINGTON BROAD MARKET		
WILMINGTON SHORT-TERM CORP	160,612.	163,166.
DIAMOND HILL LG-CAP FD		
MORGAN STANLEY INSTL FD INC GR	40,171.	44,356.
VANGUARD INSTIT INDX FD	28,840.	32,651.
WILMINGTON MULTIT-MGR REAL ASST		
WILMINGTON MULTIT-MGR ALT	55,866.	52,708.
MFS INTL NEW DISCOV FD	42,781.	40,865.
WILMINGTON MULTIT-MGR INTL	92,412.	84,590.
ISHARES RUSSELL 2000 GROWTH		
FIDELITY FOCUSED HIGH INCOME F	23,343.	24,340.
VANGUARD INFLATION PROTECTED S		
WILMINGTON LG/C STRATEGY FD	79,747.	79,377.
ISHARES CURRENCY HEDGED MSCI E		
WISDOMTREE JAPAN HEDGED EQUITY		
ISHARES RUSSELL 2000 VAL	65,009.	63,854.
FEDERATED TOTAL RTRN BD FD CL	25,913.	33,168.
JPMORGAN US SMALL CO FD	36,807.	45,485.
LSV VAL EQUITY FD STRATEGY	37,156.	42,943.
T ROWE PRICE LG/C GR FD	11,366.	12,991.
TOUCHSTONE SM/C GR FD CL Y	10,027.	13,793.
VICTORY INTEGRITY SM/C VAL FD	12,680.	12,311.
ISHARES CORE MSCI EMERG MKTS E	19,606.	20,510.
WCM FOCUSED INTL GR FD	20,736.	21,704.
CAMBIAR INTL EQUITY FD	19,034.	18,434.
VAN ECK EMERG MKTS FD		

POWELL-WISE T/CHAR

52-1057233

FORM 990PF, PART II - CORPORATE STOCK

-----  
DESCRIPTION

-----  
ENDING  
BOOK VALUE

ENDING  
FMV  
-----

TOTALS

-----  
782,106.  
=====

-----  
807,246.  
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: M AND T BANK  
ATTN: DIANE RIMER  
ADDRESS: 1100 WEHRLE DR 2ND FL  
BUFFALO, NY 14221  
  
TELEPHONE NUMBER: (716)842-2333

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	765,871.	33,833.	
FEBRUARY	719,004.	76,741.	
MARCH	756,563.	73,190.	
APRIL	762,447.	73,557.	
MAY	767,354.	73,414.	
JUNE	818,178.	22,464.	
JULY	841,235.	27,128.	
AUGUST	847,536.	23,085.	
SEPTEMBER	851,746.	24,441.	
OCTOBER	836,424.	24,891.	
NOVEMBER	803,819.	18,256.	
DECEMBER	807,247.	21,935.	
TOTAL	9,577,424.	492,935.	
AVERAGE FMV	798,119.	41,078.	

RECIPIENT NAME:

M AND T C/O DIANE RIMER

ADDRESS:

ONE M AND T PLAZA 8TH FLOOR

BUFFALO, NY 14203

RECIPIENT'S PHONE NUMBER: 716-842-2333

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NO DEADLINE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO RESTRICTIONS

=====

RECIPIENT NAME:

FROSTBURG STATE UNIVERSITY

ADDRESS:

101 BRADDOCK ROAD  
FROSTBURG, MD 21532

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,700.

RECIPIENT NAME:

UNIVERSITY OF MARYLAND  
OFFICE OF THE BURSAR

ADDRESS:

LEE BUILDING  
CUMBERLAND, MD 21502-5151

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 8,100.

RECIPIENT NAME:

WEST VA UNIVERSITY  
ENROLLMENT SERVICES

ADDRESS:

1 GRAND CENTRAL PARK  
MORGANTOWN, WV 26506

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 3,600.

RECIPIENT NAME:  
POTOMAC STATE COLLEGE  
WEST VA UNIVERSITY  
ADDRESS:  
75 ARNOLD ST  
KEYSER, WV 26726  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
MCDANIEL COLLEGE  
ADDRESS:  
2 COLLEGE HILL  
WESTMINSTER, MD 21157  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
ST FRANCIS UNIVERSITY  
ADDRESS:  
P.O. BOX 600  
LORETTO, PA 15940  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATION  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,800.

RECIPIENT NAME:  
TOWSON UNIVERSITY  
ADDRESS:  
404 EMERSON DR  
TOWSON, MD 21252  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,800.

RECIPIENT NAME:  
GROVE CITY COLLEGE  
ADDRESS:  
100 CAMPUS DRIVE  
GROVE CITY, PA 16127  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
ST MARYS COLLEGE OF MARYLAND  
ADDRESS:  
18952 E FISHER RD  
ST MARYS CITY, MD 20686  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,800.

=====

RECIPIENT NAME:  
LIBERTY UNIVERSITY  
STUDENT ACCOUNTS, ATTN: KISHA DAVIS  
ADDRESS:  
306 LIBERTY VIEW LANE  
LYNCHBURG, VA 24515  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,800.

RECIPIENT NAME:  
CEDARVILLE UNIVERSITY  
ADDRESS:  
251 N. MAIN ST  
CEDARVILLE, OH 45314  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
MARYWOOD UNIVERSITY  
BURSAR'S OFFICE  
ADDRESS:  
2300 ADAMS AVE  
SCRANTON, PA 18509  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
UNIVERSITY OF VALLLEY FORGE  
STUDENT ACCOUNTS OFFICE  
ADDRESS:  
1401 CHARLESTOWN ROAD  
PHOENIXVILLE, PA 19460  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
CAIRN UNIVERSITY  
FINANCIAL AID OFFICE  
ADDRESS:  
200 MANOR AVE.  
LANGHORNE, PA 19047-2990  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
BUCKNELL UNIVERSITY  
BURSAR SERVICES  
ADDRESS:  
1 DENT DRIVE  
LEWISBURG, PA 17837  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
UNIVERSITY OF PENNSYLVANIA  
ADDRESS:  
3451 WALNUT STREET  
PHILADELPHIA, PA 19104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

RECIPIENT NAME:  
DUQUESNE UNIVERSITY  
OFFICE OF STUDENT ACCOUNTS  
ADDRESS:  
208 ADMINISTRATION  
PITTSBURG, PA 15282  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,800.

RECIPIENT NAME:  
DICKINSON COLLEGE  
OFFICE OF FINANCIAL AID  
ADDRESS:  
PO BOX 1773  
CARLISLE, PA 17012-2896  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 900.

=====

RECIPIENT NAME:

GARRETT COLLEGE

STUDENT FINANCIAL AID

ADDRESS:

687 MOSSER ROAD

MCHENRY, MD 21541

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,800.

TOTAL GRANTS PAID:

43,200.

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