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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation POWELL CHARITABLE FOUNDATION		A Employer identification number 65-1175747
Number and street (or P O box number if mail is not delivered to street address) C/O 6629 FAIRWAY VIEW TRAIL	Room/suite	B Telephone number (see instructions) 540-772-4820
City or town, state or province, country, and ZIP or foreign postal code ROANOKE VA 24018		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 8,173,233	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	450,910			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	13,868	13,868		
4	Dividends and interest from securities	148,731	148,731		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	18,848			
b	Gross sales price for all assets on line 6a 2,576,121				
7	Capital gain net income (from Part IV, line 2)		27,701		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	-1,726	-1,726		
12	Total. Add lines 1 through 11	630,631	188,574	0	
13	Compensation of officers, directors, trustees, etc	135,250	101,438		33,812
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 3	3,000	2,250		750
c	Other professional fees (attach schedule) Stmt 4	110,141	82,606		27,535
17	Interest Stmt 5	6	6		
18	Taxes (attach schedule) (see instructions)	1,937	1,937		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 6	1,572	1,180		392
24	Total operating and administrative expenses. Add lines 13 through 23	251,906	189,417	0	62,489
25	Contributions, gifts, grants paid	359,997			359,997
26	Total expenses and disbursements. Add lines 24 and 25	611,903	189,417	0	422,486
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	18,728			
b	Net investment income (if negative, enter -0-)		0		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2016)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	549,018	450,694	450,694
	3 Accounts receivable ▶ 473			
	Less allowance for doubtful accounts ▶	473	473	473
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 7	7,258,138	7,722,066	7,722,066
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	7,807,629	8,173,233	8,173,233
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	7,807,629	8,173,233	
Net Assets or Fund Balances	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)	7,807,629	8,173,233	
	31 Total liabilities and net assets/fund balances (see instructions)	7,807,629	8,173,233	

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	7,807,629
2 Enter amount from Part I, line 27a	2	18,728
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	346,876
4 Add lines 1, 2, and 3	4	8,173,233
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	8,173,233

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	27,701		27,701
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			27,701
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	27,701
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	517,358	7,867,920	0.065755
2014	487,641	7,543,121	0.064647
2013	411,938	5,385,983	0.076483
2012	369,552	5,464,053	0.067633
2011	332,934	5,214,050	0.063853

2 Total of line 1, column (d)	2	0.338371
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	0.067674
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,870,575
5 Multiply line 4 by line 3	5	532,633
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	532,633
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	422,486

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments.		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

N/A

Stmt 9

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ PAUL A POWELL, JR. Telephone no ▶ 540-772-4820 6629 FAIRWAY VIEW TRAIL		
Located at ▶ ROANOKE VA ZIP+4 ▶ 24018		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	
16 At any time during calendar year 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 ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	N/A	
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 ▶ 20 , 20 , 20 , 20	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	
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	N/A	
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

X

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

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL A. POWELL, JR. 6629 FAIRWAY VIEW TRAIL WAID B. POWELL 4925 BUCKHORN ROAD	ROANOKE VA 24018 ROANOKE VA 24018	TRUSTEE 18.00 TRUSTEE 15.00	75,250 60,000	0 0

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	7,490,102
b	Average of monthly cash balances	1b	499,856
c	Fair market value of all other assets (see instructions)	1c	473
d	Total (add lines 1a, b, and c)	1d	7,990,431
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7,990,431
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	119,856
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,870,575
6	Minimum investment return. Enter 5% of line 5	6	393,529

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

1	Minimum investment return from Part X, line 6	1	393,529
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	393,529
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	393,529
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	393,529

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	422,486
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	422,486
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	422,486

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				393,529
2 Undistributed income, if any, as of the end of 2016.				
a Enter amount for 2015 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	72,231			
b From 2012	96,349			
c From 2013	346,512			
d From 2014	110,485			
e From 2015	123,962			
f Total of lines 3a through e	749,539			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 422,486				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2016 distributable amount				393,529
e Remaining amount distributed out of corpus	28,957			
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:	778,496			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
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)	72,231			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	706,265			
10 Analysis of line 9				
a Excess from 2012	96,349			
b Excess from 2013	346,512			
c Excess from 2014	110,485			
d Excess from 2015	123,962			
e Excess from 2016	28,957			

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2016

(b) 2015

(c) 2014

(d) 2013

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test – enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Statement 10				359,997
Total			▶ 3a	359,997
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

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

OMB No 1545-0047

2016

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

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

Name of the organization

Employer identification number

POWELL CHARITABLE FOUNDATION

65-1175747

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

POWELL CHARITABLE FOUNDATION

Employer identification number

65-1175747

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN POWELL TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 90,182	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	PEGGY DANIELS TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 90,182	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	WILLIAM POWELL TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 90,182	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	PAUL POWELL TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 90,182	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	MARY ROBERTS TCLAT 303 APPERSON DRIVE SALEM VA 24153	\$ 90,182	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Price					
Guggenheim S&P 500 Equal Wt. (R....	10/21/15	1/19/16	Purchase		9,551	\$	\$	-17
Guggenheim S&P 500 Equal Wt. (R....	1/06/16	1/19/16	Purchase		35,456			-1,245
Guggenheim S&P 500 Equal Wt. TE....	12/03/15	1/19/16	Purchase		9,945			-1,062
Guggenheim S&P 500 Equal Wt. C....	10/21/15	1/19/16	Purchase		9,712			-1,069
Guggenheim S&P 500 Equal Wt. Fin....	11/04/15	1/19/16	Purchase		9,642			-939
Guggenheim S&P 500 Equal Wt. He....	10/21/15	1/19/16	Purchase		9,428			-282
PIMCO Total Return Active Bond ETF	10/21/15	2/03/16	Purchase		5,893			-143
PIMCO Total Return Active Bond ETF	1/20/16	2/03/16	Purchase		39,140			64
!Shares Core US Aggregate Bond ETF	2/03/16	4/08/16	Purchase		15,865			184
!Shares 3-7 Yr Treas. Bond ETF	9/15/15	4/08/16	Purchase		4,932			102
!Shares 3-7 Yr Treas. Bond ETF	1/20/16	4/08/16	Purchase		10,547			151
Guggenheim S&P 500 Equal Wt. TE....	4/08/16	5/04/16	Purchase		8,853			-333
(Shares Core US Aggregate Bond ETF	2/03/16	5/04/16	Purchase		1,641			2
(Shares Core US Aggregate Bond ETF	2/03/16	6/03/16	Purchase		3,829			27
!Shares 3-7 Yr Treas. Bond ETF	1/20/16	6/03/16	Purchase		4,963			28
[Shares Core US Aggregate Bond ETF	2/03/16	7/29/16	Purchase		2,735			70
(Shares 3-7 Yr Treas. Bond ETF	1/20/16	7/29/16	Purchase		3,102			60

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
Guggenheim S&P 500 Equal Wt. (R....	4/08/16	10/05/16	\$	Purchase	9,151	\$	\$	50
(Shares Core US Aggregate Bond ETF	2/03/16	10/05/16		Purchase	12,582			322
(Shares 3-7 Yr Treas. Bond ETF	1/20/16	10/05/16		Purchase	13,029			237
Guggenheim S&P 500 Equal Wt. TE....	6/03/16	11/03/16		Purchase	9,021			919
Guggenheim S&P 500 Equal Wt. TE....	10/05/16	11/03/16		Purchase	25,906			-272
Guggenheim S&P 500 Equal Weight ...	4/08/16	11/03/16		Purchase	9,087			463
(Shares 3-7 Yr Treas. Bond ETF	1/20/16	11/03/16		Purchase	8,065			80
Guggenheim S&P 500 Equal Wt. (R....	11/03/16	12/05/16		Purchase	9,102			-339
Guggenheim S&P 500 Equal Weight ...	5/04/16	12/05/16		Purchase	8,530			-312
(Shares Core US Aggregate Bond ETF	2/03/16	12/05/16		Purchase	8,206			-91
(Shares Core US Aggregate Bond ETF	11/03/16	12/05/16		Purchase	8,913			-257
(Shares Float. Rate ETF	11/03/16	12/05/16		Purchase	15,995			-13
SPDR Gold Shares ETF	4/08/16	12/05/16		Purchase	5,302			-282
SPDR Gold Shares ETF	5/04/16	12/05/16		Purchase	1,870			-197
SPDR Gold Shares ETF	7/29/16	12/05/16		Purchase	2,594			-363
(Shares Global Technology ETF	12/01/15	1/04/16		Purchase	24,200			-1,413
Vanguard Total Intl Bond ETF	11/03/15	3/02/16		Purchase	23,651			367

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Vanguard Total Intl Bond ETF	11/03/15	3/16/16	\$	Purchase	24,546	\$			364
Vanguard Total Intl Bond ETF	11/16/15	3/16/16		Purchase	23,197				378
Vanguard Total Intl Bond ETF	1/04/16	3/16/16		Purchase	270				5
Vanguard Total Intl Bond ETF	1/04/16	3/21/16		Purchase	23,260				467
!Shares MSCI (ACWV) Al Cry World ...	3/16/16	5/04/16		Purchase	49,246				1,113
SPDR Dow J (RWX) Int, Real Est. E...	5/04/16	6/03/16		Purchase	48,399				-759
!Shares Global (IXC) Energy ETF	3/21/16	8/03/16		Purchase	24,987				1,512
(Shares Global HealthCare ETF	8/03/16	9/06/16		Purchase	23,720				-1,068
(Shares MSCI (ACWV) Al Cry World ...	6/03/16	10/11/16		Purchase	48,014				2
Vanguard Total Intl Bond ETF	10/11/16	11/01/16		Purchase	47,756				-271
!Shares Global (EXI) Industrial ETF	3/02/16	11/01/16		Purchase	25,939				2,128
(Shares Global (MXI) Materials ETF	9/06/16	12/05/16		Purchase	25,531				1,159
Perrigo Company PLC	12/09/15	4/06/16		Purchase	3,011				-412
American Airlines Group Inc	6/03/15	4/13/16		Purchase	3,141				-335
Liberty Media Corp A-Braves	4/19/16	4/20/16		Purchase	35				35
Liberty Media Corp C-Braves	4/20/16	4/20/16		Purchase	205				205
Liberty Media Corp A-Media	4/19/16	4/20/16		Purchase	111				111

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
Brookfield Business Partners LP	6/21/16	6/29/16	\$	Purchase		\$	\$	55
Check Point Software Tech. Ltd	10/21/15	6/29/16		Purchase	2,435			-103
Check Point Software Tech. Ltd	12/02/15	6/29/16		Purchase	873			-96
Wells Fargo & Co New	2/17/16	10/05/16		Purchase	2,442			-238
Oracle Corp	3/24/16	12/21/16		Purchase	3,275			-175
!Shares Ibmc Invest. Gr. Corp Bond	7/31/15	1/22/16		Purchase	24,768			-601
'Shares North American Tech Softw.	1/28/16	2/25/16		Purchase	7,950			13
IShares US Utility ETF	2/05/16	2/25/16		Purchase	10,195			107
!Shares Core US Aggregate Bond ETF	1/22/16	3/17/16		Purchase	33,669			436
!Shares Intermediate Cr. Bond ETF	7/31/15	4/14/16		Purchase	24,718			174
!Shares Gov't Credit Bond ETF	8/27/15	5/11/16		Purchase	23,804			406
!Shares Intl Preferred Stock ETF	4/14/16	6/16/16		Purchase	23,965			-2,053
!Shares US Aerospace & Defense ETF	4/14/16	6/28/16		Purchase	13,493			36
IShares US Medical Devices ETF	4/14/16	6/28/16		Purchase	13,495			321
IShares US Health Care Providers E..	4/14/16	6/28/16		Purchase	13,457			46
IShares North American Tech Softw.	4/14/16	6/28/16		Purchase	13,425			-4
!Shares Core S&P Small Cap ETF	4/14/16	6/28/16		Purchase	13,464			-196

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
!Shares US Consumer Services ETF	4/14/16	6/28/16	\$	13,431	\$	\$	-618
[Shares US Utility ETF	4/14/16	6/28/16	Purchase	13,465			720
!Shares Emerg. Mkts. Local Curr. Bo.	6/16/16	8/18/16	Purchase	21,915			1,590
!Shares Barclay 20+ Yr Treas. Bond	1/22/16	8/18/16	Purchase	22,457			2,636
IShares Barclay 7-10 Yr Treas. Bond.	8/27/15	8/18/16	Purchase	24,003			1,235
IShares Barclay 10-20 Yr Treas. Bon.	8/27/15	8/18/16	Purchase	23,765			1,722
IShares Intl Treasury Bond ETF	5/11/16	8/18/16	Purchase	24,137			774
IShares US Health Care Providers E..	8/18/16	9/02/16	Purchase	17,543			-435
!Shares Silver Trust	9/07/16	11/22/16	Purchase	17,475			-2,828
!Shares Gold Trust	4/14/16	11/22/16	Purchase	13,494			-317
IShares Invest. Gr. Corp Bond ...	7/30/15	1/21/16	Purchase	23,160			-423
IShares Core S&P Mid Cap ETF	10/30/15	1/21/16	Purchase	4,330			-547
!Shares US Broker-Dealers ETF	10/30/15	1/28/16	Purchase	5,373			-780
!Shares US Aerospace & Defense ETF	10/30/15	2/25/16	Purchase	3,556			-228
!Shares US Medical Devices ETF	1/21/16	2/25/16	Purchase	9,202			79
[Shares US Health Care Providers E..	10/30/15	2/25/16	Purchase	3,750			-281
IShares US Pharmaceutical ETF	10/30/15	2/25/16	Purchase	4,739			-583

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
!Shares North American Tech Softw.		1/28/16	2/25/16	\$	Purchase 8,734	\$			
!Shares Core S&P Small Cap ETF		10/30/15	2/25/16		Purchase 7,223				
!Shares US Consumer Services ETF		10/30/15	2/25/16		Purchase 5,488				
!Shares US Utility ETF		2/04/16	2/25/16		Purchase 8,230				
!Shares Core US Aggregate Bond ETF		1/25/16	3/17/16		Purchase 30,808				
!Shares Intermediate Cr. Bond ETF		7/30/15	4/07/16		Purchase 24,138				
!Shares Gov't Credit Bond ETF		8/27/15	4/21/16		Purchase 22,942				
!Shares Intl Preferred Stock ETF		4/07/16	6/16/16		Purchase 20,622				
!Shares US Aerospace & Defense ETF		4/14/16	6/28/16		Purchase 13,133				
!Shares US Medical Devices ETF		4/14/16	6/28/16		Purchase 13,038				
!Shares US Health Care Providers E..		4/15/16	6/28/16		Purchase 12,425				
!Shares North American Tech Softw.		4/14/16	6/28/16		Purchase 13,069				
!Shares Core S&P Small Cap ETF		4/14/16	6/28/16		Purchase 13,359				
!Shares US Consumer Services ETF		4/14/16	6/28/16		Purchase 12,531				
!Shares US Utility ETF		4/14/16	6/28/16		Purchase 14,018				
!Shares Emerg. Mkts. Local Curr. Bo.		6/16/16	8/17/16		Purchase 23,841				
!Shares Barclay 20+ Yr Treas. Bond .		1/21/16	8/17/16		Purchase 23,578				
						8,778	\$	\$	-44
						7,945			-722
						5,915			-427
						8,115			115
						30,503			305
						23,887			251
						22,606			336
						21,810			-1,188
						13,145			-12
						12,757			281
						12,265			160
						13,151			-82
						13,625			-266
						13,150			-619
						13,349			669
						22,324			1,517
						21,466			2,112

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
IShares Barclay 7-10 Yr Treas. Bond.	8/27/15	8/17/16	\$	Purchase 23,486	\$ 22,401	\$		1,085
IShares Barclay 10-20 Yr Treas. Bon.	8/27/15	8/17/16		Purchase 24,678	23,066			1,612
IShares Intl Treasury Bond ETF	4/21/16	8/17/16		Purchase 23,258	22,402			856
!Shares US Health Care Providers E..	8/18/16	9/02/16		Purchase 13,428	13,813			-385
!Shares North American Tech Softw..	8/18/16	9/06/16		Purchase 114	111			3
!Shares US Utility ETF	8/18/16	10/06/16		Purchase 12,954	13,872			-918
!Shares Gold Trust	4/14/16	11/17/16		Purchase 12,862	12,895			-33
!Shares Silver Trust	9/06/16	11/17/16		Purchase 11,760	13,744			-1,984
NRG Energy Inc.	8/19/15	3/09/16		Purchase 4,493	7,651			-3,158
California Resources Corp	3/28/16	4/06/16		Purchase 15				15
Exxon Mobil Corp	8/05/15	6/01/16		Purchase 177	156			21
Enbridge Inc	12/30/15	7/11/16		Purchase 2,714	1,784			930
Nucor Corp	10/04/16	10/12/16		Purchase 3,778	3,817			-39
Six Flags Entertainment Corp	10/04/16	10/13/16		Purchase 2,279	2,435			-156
AT&T Inc.	1/26/16	10/24/16		Purchase 5,549	5,324			225
AT&T Inc.	10/04/16	10/24/16		Purchase 2,959	3,187			-228
Las Vegas Sands Corp	10/04/16	11/16/16		Purchase 2,034	2,061			-27

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
Archer Daniel Midland Co.	10/04/16	11/23/16	Purchase \$ 4,754	\$ 4,711	\$	\$	43
Ralph Lauren Corp CIA	1/06/16	12/15/16	Purchase 490	547			-57
Ralph Lauren Corp CI A	10/04/16	12/15/16	Purchase 2,841	2,908			-67
Sanofi Spon ADR	10/04/16	12/28/16	Purchase 1,576	1,536			40
Harbor Bond Fund I	3/31/15	3/09/16	Purchase 3	3			
Harbor Bond Fund I	6/30/15	3/09/16	Purchase 15	16			-1
Harbor Bond Fund I	9/25/15	3/09/16	Purchase 30	33			-3
Harbor Bond Fund I	12/17/15	3/09/16	Purchase 20	23			-3
Harbor Bond Fund I	12/17/15	3/09/16	Purchase 63	70			-7
Calamos Growth & Income Fund	3/20/15	3/11/16	Purchase 148	161			-13
Calamos Growth & Income Fund	6/19/15	3/11/16	Purchase 331	360			-29
Calamos Growth & Income Fund	9/18/15	3/11/16	Purchase 348	379			-31
Calamos Growth & Income Fund	12/17/15	3/11/16	Purchase 295	321			-26
Calamos Growth & Income Fund	12/17/15	3/11/16	Purchase 1,270	1,381			-111
MFS Emerging Markets Debt Fund A	4/01/15	3/11/16	Purchase 41	44			-3
MFS Emerging Markets Debt Fund A	5/01/15	3/11/16	Purchase 40	43			-3
MFS Emerging Markets Debt Fund A	6/01/15	3/11/16	Purchase 41	44			-3

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Federal Statements

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
MFS Emerging Markets Debt Fund A		7/01/15	3/11/16	\$	Purchase 43 \$	46 \$	\$		-3
MFS Emerging Markets Debt Fund A		8/03/15	3/11/16		Purchase 44	47			-3
MFS Emerging Markets Debt Fund A		9/01/15	3/11/16		Purchase 44	47			-3
MFS Emerging Markets Debt Fund A		10/01/15	3/11/16		Purchase 44	47			-3
MFS Emerging Markets Debt Fund A		10/30/15	3/11/16		Purchase 18	19			-1
MFS Emerging Markets Debt Fund A		11/30/15	3/11/16		Purchase 42	45			-3
MFS Emerging Markets Debt Fund A		12/31/15	3/11/16		Purchase 43	46			-3
MFS Emerging Markets Debt Fund A		1/29/16	3/11/16		Purchase 44	47			-3
MFS Emerging Markets Debt Fund A		2/29/16	3/11/16		Purchase 43	46			-3
Natixis Oakmark Int'l Fund A		12/29/15	9/29/16		Purchase 107	106			1
Natixis Oakmark Int'l Fund A		12/29/15	9/29/16		Purchase 105	104			1
Natixis Oakmark Int'l Fund A		12/29/15	9/29/16		Purchase 481	480			1
Natixis Oakmark Int'l Fund A		3/11/16	9/29/16		Purchase 8,225	7,701			524
Natixis Oakmark Int, Fund A		4/08/16	9/29/16		Purchase 178	161			17
Oppenheimer Developing Markets F...		12/02/15	9/29/16		Purchase 98	90			8
Oppenheimer Developing Markets F...		3/11/16	9/29/16		Purchase 3,040	2,794			246
Templeton Global Bond Fund Advisor		3/10/15	2/26/16		Purchase 481	545			-64

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Whom Sold	Description		Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price	Purchase				
Templeton Global Bond Fund Advisor			3/17/15	2/26/16	\$	Purchase 29	\$ 33	\$		\$ -4
Templeton Global Bond Fund Advisor			4/16/15	2/26/16		Purchase 29	33			-4
Templeton Global Bond Fund Advisor			5/18/15	2/26/16		Purchase 29	33			-4
Templeton Global Bond Fund Advisor			6/16/15	2/26/16		Purchase 29	33			-4
Templeton Global Bond Fund Advisor			7/16/15	2/26/16		Purchase 30	33			-3
Templeton Global Bond Fund Advisor			8/18/15	2/26/16		Purchase 31	33			-2
Templeton Global Bond Fund Advisor			9/16/15	2/26/16		Purchase 31	33			-2
Templeton Global Bond Fund Advisor			10/01/15	2/26/16		Purchase 31	33			-2
Templeton Global Bond Fund Advisor			11/17/15	2/26/16		Purchase 31	33			-2
Templeton Global Bond Fund Advisor			12/16/15	2/26/16		Purchase 32	33			-1
Templeton Global Bond Fund Advisor			1/19/16	2/26/16		Purchase 33	33			
Templeton Global Bond Fund Advisor			2/17/16	2/26/16		Purchase 33	33			
Virtus Emerging Mkts. Opportunities			12/23/15	6/16/16		Purchase 105	101			4
Credit Suisse Velocity 3X LNG			6/23/15	3/24/16		Purchase 1,395	18,210			-16,815
Credit Suisse Velocity 3X LNG			6/23/15	3/24/16		Purchase 104	1,352			-1,248
Credit Suisse Velocity 3X LNG			6/23/15	3/24/16		Purchase 20	255			-235
Credit Suisse Velocity 3X LNG			7/07/15	3/24/16		Purchase 408	4,810			-4,402

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Whom Sold	Description		Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price	Purchase				
WisdomTree Tr. Europe Hedged Eq....		6/24/15	4/21/16	\$	Purchase 4,332	\$	5,048	\$	\$	-716
WisdomTree Tr. Europe Hedged Eq....		6/26/15	4/21/16		Purchase 4,332		5,198			-866
Direxion Shs Tr Emerg. Mkts Bear3X...		11/24/15	5/20/16		Purchase 6,004		5,927			77
Vanguard Extended Treasury ETF		7/06/15	5/20/16		Purchase 11,420		9,924			1,496
Global X Funds Greece 20 ETF		7/01/15	5/20/16		Purchase 1,930		2,147			-217
!Shares MSCI Italy Capped ETF		6/24/15	5/20/16		Purchase 3,552		4,673			-1,121
(Shares MSCI Italy Capped ETF		6/29/15	5/20/16		Purchase 3,552		4,748			-1,196
(Shares MSCI Italy Capped ETF		7/06/15	5/20/16		Purchase 4,736		5,698			-962
Powershares QQQ Tr ETF		6/24/15	5/20/16		Purchase 5,329		5,508			-179
Powershares QQQ Tr ETF		6/26/15	5/20/16		Purchase 5,329		5,535			-206
WisdomTree Japan Hedged Eq. Fund		9/14/15	6/09/16		Purchase 6,357		7,543			-1,186
Proshares Ultrashort Bloomberg Cr. .		6/09/16	6/20/16		Purchase 9,687		9,194			493
Proshares Tr. TBT Jul. '16		6/15/16	7/25/16		Purchase		997			-997
Proshares Tr. TBT Jul. '16		6/15/16	7/25/16		Purchase		1,207			-1,207
WisdomTree Tr. Emerg. Mkts Debt E...		6/09/16	7/29/16		Purchase 23,603		23,429			174
Proshares Tr. TBT Nov. '16		9/21/16	10/04/16		Purchase 2,882		4,082			-1,200
Proshares Tr. TBT Nov. '16		9/29/16	10/04/16		Purchase 2,882		1,832			1,050

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Whom Sold	Description		Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Sale Price	Purchase				
!Shares MSCI Europe Financials ETF			7/29/16	11/02/16	\$	Purchase	1,630	\$		97
Credit Suisse AG VelocityShs 2X VIX			7/06/16	11/03/16		Purchase	9,978			-6,035
CBOE Market Volatility (VIX) Nov. '1			11/02/16	11/10/16		Purchase	963			624
WisdomTree Tr. Emerg. Mkts Debt E...			6/09/16	11/14/16		Purchase	18,594			-1,250
Vaneck Vectors GDX Dec. '16			10/04/16	12/19/16		Purchase	633			-633
FPA New Income Fund			1/21/16	7/08/16		Purchase	5,397			32
Western Asset Short Term Bd Fund I			1/21/16	7/08/16		Purchase	4,057			43
JP Morgan High Yield Bond Fd			1/21/16	12/30/16		Purchase	1,079			162
Powershares QQQ Tr ETF			10/07/15	2/11/16		Purchase	8,270			-706
Currency Shares Euro Trust Fund			2/11/16	5/12/16		Purchase	9,431			53
Guggenheim Enhanced Sh. Duration...			12/10/15	7/13/16		Purchase	4,297			4
Powershs. DB Agricultural ETF Fd			6/08/16	7/13/16		Purchase	10,000			286
(Shares US Real Estate Index Fund			7/13/16	10/13/16		Purchase	9,993			-749
Powershares S&P 500 Hi Div/Low V...			4/08/16	10/13/16		Purchase	9,853			359
Powershares DB Energy ETF			10/14/16	11/14/16		Purchase	9,446			-1,457
Powershs. DB Base Metals Fund			7/13/16	12/06/16		Purchase	1,685			179
Baxalta Inc			1/26/10	6/03/16		Purchase	3,388			2,421

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Gov't Nat'l Mtg Assn-5%	4/2038	2/19/10	10/17/16	\$	Purchase	28,652	\$	\$	-28,652
Leidos Hldgs Inc Corn		6/10/10	10/24/16		Purchase	3,350			11,657
Virginia ST HSG DEV Auth Mtg 5%		3/16/10	11/01/16		Purchase	26,424			-1,424
Amazon.Com Inc		10/20/14	1/05/16		Purchase	907			984
Dish Network Corp A		10/20/14	1/06/16		Purchase	2,052			-82
Express Scripts Holding		10/20/14	1/14/16		Purchase	2,836			318
Cisco System Inc		10/20/14	2/03/16		Purchase	2,053			-7
Starbucks Corp		10/20/14	3/16/16		Purchase	371			217
Parker-Hannifin Corp		10/20/14	3/23/16		Purchase	2,120			100
American Airlines Group Inc		10/20/14	4/13/16		Purchase	1,733			230
Liberty Media Corp A		10/20/14	4/20/16		Purchase	799			-264
Monsanto Co		10/20/14	5/19/16		Purchase	1,343			-125
Anthem Inc		10/20/14	5/25/16		Purchase	2,307			287
Exxon Mobil Corp		10/20/14	6/01/16		Purchase	2,735			-83
Hershey Co		10/20/14	6/15/16		Purchase	2,319			86
Starbucks Corp		10/20/14	7/13/16		Purchase	1,853			980
Liberty Broadband Corp A		10/20/14	9/14/16		Purchase	270			144

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Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
PVH Corp	10/20/14	9/15/16	Purchase 1,594 \$		1,661 \$	\$		-67
Monsanto Co	10/20/14	9/28/16	Purchase 817		896			-79
Monsanto Co	11/12/14	9/28/16	Purchase 2,552		2,976			-424
Wells Fargo & Co New	10/20/14	10/05/16	Purchase 2,424		2,691			-267
!Shares US Health Care Providers E..	12/08/11	1/22/16	Purchase 931		459			472
!Shares US Health Care Providers E..	1/13/12	1/22/16	Purchase 814		424			390
IShares US Pharmaceutical ETF	12/08/11	1/22/16	Purchase 1,030		514			516
IShares US Pharmaceutical ETF	1/13/12	1/22/16	Purchase 736		388			348
!Shares NASDAQ Biotechnology ETF	1/13/12	1/22/16	Purchase 1,734		671			1,063
IShares Core S&P Mid Cap ETF	12/08/11	1/22/16	Purchase 637		434			203
IShares Core S&P Mid Cap ETF	1/13/12	1/22/16	Purchase 7,903		5,585			2,318
[Shares US Consumer Services ETF	12/08/11	1/22/16	Purchase 816		424			392
IShares US Consumer Services ETF	1/13/12	1/22/16	Purchase 680		364			316
!Shares US Broker-Dealers ETF	1/27/14	1/28/16	Purchase 5,584		5,952			-368
!Shares NASDAQ Biotechnology ETF	1/13/12	2/05/16	Purchase 8,661		3,804			4,857
!Shares US Aerospace & Defense ETF	8/16/13	2/25/16	Purchase 7,873		6,249			1,624
!Shares US Health Care Providers E..	1/13/12	2/25/16	Purchase 9,901		5,143			4,758

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Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
!Shares US Pharmaceutical ETF	1/13/12	2/25/16	\$ 9,351	5,193	\$	\$	4,158
!Shares Core S&P Small Cap ETF	6/20/13	2/25/16	Purchase 6,439	5,544			895
IShares US Consumer Services ETF	1/13/12	2/25/16	Purchase 9,945	5,242			4,703
!Shares Core S&P Mid Cap ETF	8/09/11	1/21/16	Purchase 1,261	793			468
IShares Core S&P Mid Cap ETF	10/21/11	1/21/16	Purchase 7,565	5,150			2,415
IShares US Aerospace & Defense ETF	8/15/13	1/25/16	Purchase 3,253	2,651			602
IShares US Broker-Dealers ETF	1/23/14	1/25/16	Purchase 3,532	3,860			-328
IShares US Health Care Providers E..	10/21/11	1/25/16	Purchase 3,466	1,643			1,823
IShares US Pharmaceutical ETF	10/21/11	1/25/16	Purchase 4,407	2,079			2,328
!Shares NASDAQ Biotechnology ETF	10/21/11	1/25/16	Purchase 2,881	977			1,904
!Shares Core S&P Small Cap ETF	6/20/13	1/25/16	Purchase 3,518	3,142			376
!Shares US Consumer Services ETF	10/21/11	1/25/16	Purchase 4,076	2,119			1,957
IShares US Broker-Dealers ETF	1/23/14	1/28/16	Purchase 3,886	4,246			-360
!Shares NASDAQ Biotechnology ETF	10/21/11	2/04/16	Purchase 8,078	2,932			5,146
IShares US Aerospace & Defense ETF	8/15/13	2/25/16	Purchase 5,547	4,419			1,128
IShares US Health Care Providers E..	10/21/11	2/25/16	Purchase 5,782	2,738			3,044
IShares US Pharmaceutical ETF	10/21/11	2/25/16	Purchase 4,156	2,079			2,077

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Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
(Shares Core S&P Small Cap ETF	6/20/13	2/25/16	\$	1,795	\$	\$	269
[Shares US Consumer Services ETF	10/21/11	2/25/16	Purchase	2,119			1,997
SPDR Euro STOXX 50 ETF	10/20/14	2/10/16	Purchase	5,869			-968
SPDR Euro STOXX 50 ETF	11/05/14	2/10/16	Purchase	8,684			-1,638
Equity Lifestyle Properties Inc	10/20/14	2/24/16	Purchase	678			361
Teva Pharmaceutical Ind.	10/20/14	3/23/16	Purchase	5,117			364
McDonalds Corp	10/20/14	4/06/16	Purchase	272			110
McDonalds Corp	1/14/15	4/06/16	Purchase	1,284			498
Sun Communities Inc	10/20/14	4/25/16	Purchase	2,312			689
Equity Lifestyle Properties Inc	10/20/14	5/11/16	Purchase	1,627			1,009
Exxon Mobil Corp	10/20/14	6/01/16	Purchase	4,559			-139
Six Flags Entertainment Corp	10/20/14	6/15/16	Purchase	167			120
Phillip Morris Intl Inc	10/20/14	8/24/16	Purchase	3,450			537
Phillip Morris Intl Inc	3/25/15	8/24/16	Purchase	1,395			399
Eastman Chemical Co.	10/20/14	9/15/16	Purchase	4,513			-653
Eastman Chemical Co.	4/08/15	9/15/16	Purchase	5,947			-479
Nucor Corp	10/20/14	10/12/16	Purchase	3,752			-210

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Six Flags Entertainment Corp		10/20/14	10/13/16	\$	Purchase 4,558	\$ 3,010	\$	\$	1,548
Las Vegas Sands Corp		3/11/15	11/16/16		Purchase 8,134	7,354			780
Las Vegas Sands Corp		7/08/15	11/16/16		Purchase 2,324	2,191			133
Regions Financial Corp		7/15/15	11/16/16		Purchase 6,518	5,133			1,385
Archer Daniel Midland Co.		10/20/14	11/23/16		Purchase 4,322	4,535			-213
Gaming & Leisure PPTYS Inc		10/20/14	12/15/16		Purchase 3,110	3,309			-199
Ralph Lauren Corp CI A		4/16/15	12/15/16		Purchase 5,485	7,683			-2,198
Sanofi Spon ADR		1/07/15	12/28/16		Purchase 7,682	8,594			-912
FPA Crescent Portfolio		12/01/10	3/09/16		Purchase 10,138	9,817			321
Fidelity Advisor Real Estate Inc. Fu		11/16/12	3/09/16		Purchase 1,571	1,605			-34
Harbor Bond Fund I		9/20/10	3/09/16		Purchase 1,117	1,239			-122
Harbor Bond Fund I		10/01/10	3/09/16		Purchase 73	81			-8
Harbor Bond Fund I		12/21/10	3/09/16		Purchase 616	683			-67
Harbor Bond Fund I		12/21/10	3/09/16		Purchase 214	237			-23
Harbor Bond Fund I		4/01/11	3/09/16		Purchase 29	33			-4
Harbor Bond Fund I		7/01/11	3/09/16		Purchase 19	21			-2
Harbor Bond Fund I		10/03/11	3/09/16		Purchase 27	30			-3

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Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
Harbor Bond Fund I		12/20/11	3/09/16	Purchase 22 \$	25 \$	\$	-3
Harbor Bond Fund I		12/20/11	3/09/16	Purchase 8	9		-1
Harbor Bond Fund I		4/02/12	3/09/16	Purchase 10	11		-1
Harbor Bond Fund I		7/02/12	3/09/16	Purchase 17	18		-1
Harbor Bond Fund I		9/28/12	3/09/16	Purchase 7	8		-1
Harbor Bond Fund I		12/18/12	3/09/16	Purchase 89	99		-10
Harbor Bond Fund I		12/18/12	3/09/16	Purchase 21	23		-2
Harbor Bond Fund I		4/01/13	3/09/16	Purchase 12	13		-1
Harbor Bond Fund I		6/28/13	3/09/16	Purchase 12	13		-1
Harbor Bond Fund I		9/27/13	3/09/16	Purchase 8	9		-1
Harbor Bond Fund I		12/18/13	3/09/16	Purchase 34	38		-4
Harbor Bond Fund I		3/28/14	3/09/16	Purchase 10	12		-2
Harbor Bond Fund I		6/27/14	3/09/16	Purchase 10	11		-1
Harbor Bond Fund I		9/26/14	3/09/16	Purchase 13	14		-1
Harbor Bond Fund I		12/19/14	3/09/16	Purchase 36	39		-3
Harbor Bond Fund I		12/19/14	3/09/16	Purchase 18	20		-2
Harbor Bond Fund I		12/19/14	3/09/16	Purchase 3	3		

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Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
Royce Special Equity Fund I	9/20/10	3/09/16	Purchase 2,053 \$	2,229 \$	\$	\$	-176
Calamos Growth & Income Fund	3/25/11	3/11/16	Purchase 2,749	2,989			-240
Calamos Growth & Income Fund	6/20/11	3/11/16	Purchase 41	45			-4
Calamos Growth & Income Fund	9/01/11	3/11/16	Purchase 3,633	3,950			-317
Calamos Growth & Income Fund	9/26/11	3/11/16	Purchase 95	104			-9
Calamos Growth & Income Fund	12/27/11	3/11/16	Purchase 157	171			-14
Calamos Growth & Income Fund	3/26/12	3/11/16	Purchase 132	144			-12
Calamos Growth & Income Fund	6/08/12	3/11/16	Purchase 11,101	12,070			-969
Calamos Growth & Income Fund	6/25/12	3/11/16	Purchase 135	146			-11
Calamos Growth & Income Fund	9/21/12	3/11/16	Purchase 129	140			-11
Calamos Growth & Income Fund	12/21/12	3/11/16	Purchase 293	318			-25
Calamos Growth & Income Fund	12/21/12	3/11/16	Purchase 924	1,005			-81
Calamos Growth & Income Fund	12/20/13	3/11/16	Purchase 516	561			-45
Calamos Growth & Income Fund	12/20/13	3/11/16	Purchase 3,176	3,453			-277
Calamos Growth & Income Fund	3/21/14	3/11/16	Purchase 129	140			-11
Calamos Growth & Income Fund	6/20/14	3/11/16	Purchase 27	30			-3
Calamos Growth & Income Fund	9/19/14	3/11/16	Purchase 134	145			-11

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Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
Calamos Growth & Income Fund	12/19/14	3/11/16	\$	Purchase 157	171	\$	\$	-14
Calamos Growth & Income Fund	12/19/14	3/11/16		Purchase 4,276	4,649			-373
Calamos Growth & Income Fund	12/19/14	3/11/16		Purchase 67	72			-5
First Eagle Global Fund-I	9/20/10	3/11/16		Purchase 12,940	12,242			698
First Eagle Global Fund-I	12/20/10	3/11/16		Purchase 238	225			13
First Eagle Global Fund-I	12/15/11	3/11/16		Purchase 204	193			11
First Eagle Global Fund-I	12/15/11	3/11/16		Purchase 236	224			12
First Eagle Global Fund-I	6/08/12	3/11/16		Purchase 2,814	2,662			152
MFS Emerging Markets Debt Fund A	9/20/10	3/11/16		Purchase 3,967	4,241			-274
MFS Emerging Markets Debt Fund A	10/04/10	3/11/16		Purchase 10	10			
MFS Emerging Markets Debt Fund A	11/02/10	3/11/16		Purchase 35	38			-3
MFS Emerging Markets Debt Fund A	12/02/10	3/11/16		Purchase 37	39			-2
MFS Emerging Markets Debt Fund A	12/13/10	3/11/16		Purchase 180	192			-12
MFS Emerging Markets Debt Fund A	12/13/10	3/11/16		Purchase 22	23			-1
MFS Emerging Markets Debt Fund A	1/04/11	3/11/16		Purchase 38	41			-3
MFS Emerging Markets Debt Fund A	2/02/11	3/11/16		Purchase 40	43			-3
MFS Emerging Markets Debt Fund A	3/02/11	3/11/16		Purchase 42	45			-3

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
MFS Emerging Markets Debt Fund A	4/04/11	3/11/16	\$	Purchase 41	44	\$	\$	-3
MFS Emerging Markets Debt Fund A	5/03/11	3/11/16		Purchase 41	44			-3
MFS Emerging Markets Debt Fund A	6/02/11	3/11/16		Purchase 41	44			-3
MFS Emerging Markets Debt Fund A	7/05/11	3/11/16		Purchase 43	45			-2
MFS Emerging Markets Debt Fund A	8/02/11	3/11/16		Purchase 42	45			-3
MFS Emerging Markets Debt Fund A	9/02/11	3/11/16		Purchase 43	46			-3
MFS Emerging Markets Debt Fund A	10/04/11	3/11/16		Purchase 45	48			-3
MFS Emerging Markets Debt Fund A	11/02/11	3/11/16		Purchase 44	47			-3
MFS Emerging Markets Debt Fund A	12/02/11	3/11/16		Purchase 45	48			-3
MFS Emerging Markets Debt Fund A	12/12/11	3/11/16		Purchase 7	8			-1
MFS Emerging Markets Debt Fund A	12/12/11	3/11/16		Purchase 26	28			-2
MFS Emerging Markets Debt Fund A	12/31/11	3/11/16		Purchase 56	60			-4
MFS Emerging Markets Debt Fund A	2/02/12	3/11/16		Purchase 44	47			-3
MFS Emerging Markets Debt Fund A	3/02/12	3/11/16		Purchase 41	43			-2
MFS Emerging Markets Debt Fund A	4/03/12	3/11/16		Purchase 35	37			-2
MFS Emerging Markets Debt Fund A	5/02/12	3/11/16		Purchase 35	37			-2
MFS Emerging Markets Debt Fund A	6/04/12	3/11/16		Purchase 36	38			-2

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
MFS Emerging Markets	Debt Fund A			Purchase				
	6/08/12	3/11/16	\$	4,707 \$	5,032 \$	\$		-325
MFS Emerging Markets	Debt Fund A			Purchase				
	7/03/12	3/11/16		50	54			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	8/02/12	3/11/16		51	55			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	9/05/12	3/11/16		51	55			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	10/02/12	3/11/16		51	54			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	11/02/12	3/11/16		51	54			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	12/04/12	3/11/16		50	54			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	12/13/12	3/11/16		44	47			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	12/13/12	3/11/16		44	48			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	12/31/12	3/11/16		65	70			-5
MFS Emerging Markets	Debt Fund A			Purchase				
	2/04/13	3/11/16		52	55			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	3/04/13	3/11/16		52	56			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	4/02/13	3/11/16		47	51			-4
MFS Emerging Markets	Debt Fund A			Purchase				
	5/01/13	3/11/16		38	41			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	6/04/13	3/11/16		39	42			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	7/02/13	3/11/16		42	45			-3
MFS Emerging Markets	Debt Fund A			Purchase				
	8/02/13	3/11/16		41	44			-3

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
MFS Emerging Markets	Debt Fund A		Purchase				
	9/04/13	3/11/16	41 \$	44 \$	\$	\$	-3
MFS Emerging Markets	Debt Fund A		Purchase				
	10/01/13	3/11/16	40	43			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	11/01/13	3/11/16	40	42			-2
MFS Emerging Markets	Debt Fund A		Purchase				
	12/02/13	3/11/16	41	44			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	12/11/13	3/11/16					
MFS Emerging Markets	Debt Fund A		Purchase				
	12/11/13	3/11/16	49	53			-4
MFS Emerging Markets	Debt Fund A		Purchase				
	1/02/14	3/11/16	41	44			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	2/03/14	3/11/16	41	44			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	3/03/14	3/11/16	41	44			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	4/01/14	3/11/16	41	44			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	5/01/14	3/11/16	41	44			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	6/02/14	3/11/16	40	43			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	7/01/14	3/11/16	40	43			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	8/01/14	3/11/16	40	43			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	9/02/14	3/11/16	40	43			-3
MFS Emerging Markets	Debt Fund A		Purchase				
	10/01/14	3/11/16	41	43			-2
MFS Emerging Markets	Debt Fund A		Purchase				
	11/03/14	3/11/16	40	43			-3

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
MFS Emerging Markets	Debt Fund A	12/01/14	3/11/16	\$	Purchase 39	42	\$	\$	-3
MFS Emerging Markets	Debt Fund A	1/02/15	3/11/16		Purchase 41	44			-3
MFS Emerging Markets	Debt Fund A	2/02/15	3/11/16		Purchase 41	44			-3
MFS Emerging Markets	Debt Fund A	3/02/15	3/11/16		Purchase 38	40			-2
Vanguard Mid Cap ETF		7/14/14	3/11/16		Purchase 5,234	5,334			-100
Natixis Oakmark Intl Fund A		11/29/13	9/29/16		Purchase 6,554	7,800			-1,246
Natixis Oakmark Intl Fund A		12/24/13	9/29/16		Purchase 24	28			-4
Natixis Oakmark Intl Fund A		12/24/13	9/29/16		Purchase 78	91			-13
Natixis Oakmark Intl Fund A		12/24/13	9/29/16		Purchase 8	10			-2
Natixis Oakmark Intl Fund A		4/30/14	9/29/16		Purchase 4	5			-1
Natixis Oakmark Intl Fund A		4/30/14	9/29/16		Purchase 6	7			-1
Natixis Oakmark Intl Fund A		12/24/14	9/29/16		Purchase 132	144			-12
Natixis Oakmark Intl Fund A		12/24/14	9/29/16		Purchase 89	96			-7
Natixis Oakmark Intl Fund A		12/24/14	9/29/16		Purchase 20	21			-1
Natixis Oakmark Intl Fund A		4/09/15	9/29/16		Purchase 17	19			-2
Natixis Oakmark Intl Fund A		4/09/15	9/29/16		Purchase 21	24			-3
Natixis Oakmark Intl Fund A		4/09/15	9/29/16		Purchase 2	2			

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

Description		How		Cost	Expense	Depreciation	Net Gain / Loss
		Received					
Whom Sold	Date Acquired	Date Sold	Sale Price				
Natixis Oakmark Intl Fund A	9/11/15	9/29/16	\$	27,000	\$	\$	-613
Oppenheimer Developing Markets F...	9/20/10	9/29/16	Purchase				
Oppenheimer Developing Markets F...	12/23/10	9/29/16	Purchase	13,453			1,184
Oppenheimer Developing Markets F...	12/13/11	9/29/16	Purchase	19			1
Oppenheimer Developing Markets F...	6/08/12	9/29/16	Purchase	253			22
Oppenheimer Developing Markets F...	12/10/12	9/29/16	Purchase	7,478			658
Oppenheimer Developing Markets F...	12/09/13	9/29/16	Purchase	86			7
Oppenheimer Developing Markets F...	12/09/13	9/29/16	Purchase	21			1
Oppenheimer Developing Markets F...	12/08/14	9/29/16	Purchase	102			9
Oppenheimer Developing Markets F...	12/08/14	9/29/16	Purchase	59			5
Oppenheimer Developing Markets F...	12/08/14	9/29/16	Purchase	346			31
JP Morgan U.S. Large Cap Core Plu...	6/23/11	2/24/16	Purchase	2,905			479
Templeton Global Bond Fund Advisor	4/19/12	2/26/16	Purchase	8,858			-1,356
Templeton Global Bond Fund Advisor	5/16/12	2/26/16	Purchase	48			-6
Templeton Global Bond Fund Advisor	6/18/12	2/26/16	Purchase	48			-6
Templeton Global Bond Fund Advisor	7/17/12	2/26/16	Purchase	49			-8
Templeton Global Bond Fund Advisor	8/16/12	2/26/16	Purchase	49			-8
Templeton Global Bond Fund Advisor	9/18/12	2/26/16	Purchase	40			-7

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Templeton Global Bond Fund Advisor		10/16/12	2/26/16	\$	Purchase 33	40	\$		-7
Templeton Global Bond Fund Advisor		11/16/12	2/26/16		Purchase 33	40			-7
Templeton Global Bond Fund Advisor		12/18/12	2/26/16		Purchase 202	243			-41
Templeton Global Bond Fund Advisor		12/18/12	2/26/16		Purchase 132	160			-28
Templeton Global Bond Fund Advisor		1/16/13	2/26/16		Purchase 34	42			-8
Templeton Global Bond Fund Advisor		2/19/13	2/26/16		Purchase 34	41			-7
Templeton Global Bond Fund Advisor		3/18/13	2/26/16		Purchase 34	42			-8
Templeton Global Bond Fund Advisor		4/16/13	2/26/16		Purchase 34	42			-8
Templeton Global Bond Fund Advisor		5/16/13	2/26/16		Purchase 34	42			-8
Templeton Global Bond Fund Advisor		6/18/13	2/26/16		Purchase 35	42			-7
Templeton Global Bond Fund Advisor		7/16/13	2/26/16		Purchase 36	42			-6
Templeton Global Bond Fund Advisor		8/16/13	2/26/16		Purchase 36	42			-6
Templeton Global Bond Fund Advisor		9/17/13	2/26/16		Purchase 36	43			-7
Templeton Global Bond Fund Advisor		10/16/13	2/26/16		Purchase 36	43			-7
Templeton Global Bond Fund Advisor		11/18/13	2/26/16		Purchase 36	43			-7
Templeton Global Bond Fund Advisor		12/17/13	2/26/16		Purchase 76	91			-15
Templeton Global Bond Fund Advisor		12/17/13	2/26/16		Purchase 3	3			

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
Templeton Global Bond Fund Advisor	1/16/14	2/26/16	\$	Purchase 36	43	\$	\$	-7
Templeton Global Bond Fund Advisor	2/06/14	2/26/16		Purchase 1,119	1,291			-172
Templeton Global Bond Fund Advisor	2/19/14	2/26/16		Purchase 41	48			-7
Templeton Global Bond Fund Advisor	3/18/14	2/26/16		Purchase 41	48			-7
Templeton Global Bond Fund Advisor	4/16/14	2/26/16		Purchase 31	37			-6
Templeton Global Bond Fund Advisor	5/16/14	2/26/16		Purchase 25	29			-4
Templeton Global Bond Fund Advisor	6/17/14	2/26/16		Purchase 24	30			-6
Templeton Global Bond Fund Advisor	7/16/14	2/26/16		Purchase 25	30			-5
Templeton Global Bond Fund Advisor	8/18/14	2/26/16		Purchase 24	29			-5
Templeton Global Bond Fund Advisor	9/16/14	2/26/16		Purchase 25	30			-5
Templeton Global Bond Fund Advisor	10/16/14	2/26/16		Purchase 25	30			-5
Templeton Global Bond Fund Advisor	11/18/14	2/26/16		Purchase 25	30			-5
Templeton Global Bond Fund Advisor	12/16/14	2/26/16		Purchase 23	26			-3
Templeton Global Bond Fund Advisor	12/16/14	2/26/16		Purchase 404	453			-49
Templeton Global Bond Fund Advisor	1/16/15	2/26/16		Purchase 28	31			-3
Templeton Global Bond Fund Advisor	2/18/15	2/26/16		Purchase 27	31			-4
MFS Research Fund	1/27/10	2/26/16		Purchase 4,483	3,287			1,196

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

Description				How Received		How		
Whom Sold	Date Acquired	Date Sold		Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Virtus Emerging Mkts.	Opportunities	5/02/13	6/16/16	\$	Purchase 6,451	\$	\$	-931
Virtus Emerging Mkts.	Opportunities	6/21/13	6/16/16		Purchase 19			
Virtus Emerging Mkts.	Opportunities	12/23/13	6/16/16		Purchase 54			
Virtus Emerging Mkts.	Opportunities	12/23/13	6/16/16		Purchase 1			
Virtus Emerging Mkts.	Opportunities	2/06/14	6/16/16		Purchase 2,322			120
Virtus Emerging Mkts.	Opportunities	6/23/14	6/16/16		Purchase 28			-3
Virtus Emerging Mkts.	Opportunities	6/23/14	6/16/16		Purchase 79			-9
Virtus Emerging Mkts.	Opportunities	8/22/14	6/16/16		Purchase 1,468			-237
Virtus Emerging Mkts.	Opportunities	12/23/14	6/16/16		Purchase 58			-4
Virtus Emerging Mkts.	Opportunities	12/23/14	6/16/16		Purchase 15			-1
Virtus Emerging Mkts.	Opportunities	3/10/15	6/16/16		Purchase 690			-81
Prudential Absolute Return Bond Fu..		10/30/14	8/18/16		Purchase 7,846			-123
Eaton Vance Floating Rate Fund		4/18/11	1/21/16		Purchase 5,984			-553
Lazard Emerging Mkts Portf. Fund		9/12/08	1/21/16		Purchase 924			-296
Lazard Emerging Mkts Port Fund		10/07/08	1/21/16		Purchase 13,111			-4,191
Lazard Emerging Mkts Portf. Fund		10/07/08	1/21/16		Purchase 3,890			-1,243
PIMCO Emerging Mkts Bond Fd I		10/07/08	1/21/16		Purchase 10,354			-1,707

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Ridgeworth SEIX Floating CI I		5/29/14	1/21/16	\$	Purchase 5,829	\$			-636
FPA New Income Fund		6/25/13	7/08/16		Purchase 29,892				-1,675
Western Asset Short Term Bd Fund I		6/25/13	7/08/16		Purchase 31,405				-162
JP Morgan High Yield Bond Fd		4/01/09	12/30/16		Purchase 22,521				2,949
JP Morgan High Yield Bond Fd		5/29/14	12/30/16		Purchase 3,435				450
JP Morgan High Yield Bond Fd		9/08/15	12/30/16		Purchase 5,135				672
Powershares QQQ Tr ETF		6/13/13	2/11/16		Purchase 958				237
Powershares QQQ Tr ETF		7/11/13	2/11/16		Purchase 6,128				1,436
!Shares US Real Estate Index Fund		11/26/13	4/08/16		Purchase 11,102				2,007
!Shares MSCI EAFE Index Fund		5/08/13	5/12/16		Purchase 1,678				-136
'Shares MSCI EAFE Index Fund		3/11/15	5/12/16		Purchase 13,828				-1,151
SPDR S&P MIDCAP 400 ETF		2/11/15	6/07/16		Purchase 12,452				357
(shares Short Maturity Bond ETF		4/09/15	7/13/16		Purchase 6,812				-5
Guggenheim S&P 500 Equal Wt. Ind...		7/11/14	9/08/16		Purchase 10,727				987
!Shares US Real Estate Index Fund		2/12/14	10/13/16		Purchase 6,603				937
IShares MSCI USA Minimum Volatilit..		11/15/13	12/06/16		Purchase 7,726				1,658
IShares MSCI USA Minimum Volatilit..		6/16/15	12/06/16		Purchase 533				41

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

Description	Whom Sold	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
IShares Core S&P Total US Stock M...		11/09/12	12/06/16	\$ 2,698	\$	1,675	\$	\$	1,023
SHORT-TERM GAIN/LOSS FROM PASSTHROUGH		Various	Various	Purchase		1,566			-1,566
LONG-TERM GAIN/LOSS FROM PASSTHROUGH		Various	Various	Purchase		3,162			-3,162
Total				\$ 2,548,420	\$ 2,557,273	\$	0	\$ 0	\$ -8,853

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INCOME/LOSS FROM PASSTHROUGH	\$ -1,726	\$ -1,726	\$
Total	\$ -1,726	\$ -1,726	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,000	\$ 2,250	\$	\$ 750
Total	\$ 3,000	\$ 2,250	\$ 0	\$ 750

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PORTFOLIO MANAGEMENT FEES	\$ 57,641	\$ 43,231	\$	\$ 14,410
MEETING FEES	52,500	39,375		13,125
Total	\$ 110,141	\$ 82,606	\$ 0	\$ 27,535

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	\$ 1,937	\$ 1,937	\$	\$
Total	\$ 1,937	\$ 1,937	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
OFFICE SUPPLIES	920	690		230
POSTAGE	102	77		25
MISCELLANEOUS	550	413		137
Total	\$ 1,572	\$ 1,180	\$ 0	\$ 392

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BL&B MANAGED ACCOUNT	\$ 283,162	\$ 317,881	Market	\$ 317,881
CATWABA/FIDELITY BROKERAGE	666,544	736,396	Market	736,396
DAVENPORT & CO LLC	2,506,718	2,091,987	Market	2,091,987

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GREYSTON/METLIFE SECURITY	\$ 369,060	\$ 397,364	Market	\$ 397,364
RAYMOND JAMES FREEDOM	299,319	316,405	Market	316,405
WELLS FARGO BK AGENCY	2,197,735	2,353,940	Market	2,353,940
CLAYTOR EQUITY PARTNERS	666,667	754,132	Market	754,132
CHARLES SHWAB	191,272	102,854	Market	102,854
TD AMERITRADE	77,661	66,377	Market	66,377
EWf PARTNERS		584,730	Market	584,730
Total	\$ 7,258,138	\$ 7,722,066		\$ 7,722,066

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

Description	Amount
UNREALIZED GAIN	\$ 346,876
Total	\$ 346,876

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

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

Name	Address	Relationship	Status	Purpose	Amount
APPLE RIDGE FARM	ROANOKE VA 24016	541 LUCK AVENUE		YOUTH DEVELOPMENT	1,250
BLUE RIDGE MOUNTAIN COUNCIL	ROANOKE VA 24012	2131 VALLEY VIEW BLVD		YOUTH DEVELOPMENT	4,000
BLUE RIDGE WOMEN'S CENTER	ROANOKE VA 24012	5034 WILLIAMSON AVENUE		ADVOCACY	5,000
CAMPUS CRUSADE FOR CHRIST	ORLANDO FL 32832	100 LAKE HART DRIVE		RELIGIOUS	3,000
GW CARVER ELEMENTARY SCHOOL	SALEM VA 24153	6 E. 4TH STREET		EDUCATION	10,000
CHRISTIAN LIFE INTERNATIONAL CHURCH	SALEM VA 24153	1 CLI WAY		RELIGIOUS	5,000
E&H COLLEGE	MEADOWVIEW VA 24361	30362 GARNAND DRIVE		EDUCATION	42,000
EAST SALEM ELEMENTARY SCHOOL	SALEM VA 24153	1765 ROANOKE BLVD		EDUCATIONAL	10,000
FAITH CHRISTIAN SCHOOL	ROANOKE VA 24018	3585 BUCK MOUNTAIN ROAD		EDUCATION	22,000
					9-10

10221 POWELL CHARITABLE FOUNDATION

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

Name		Address		Relationship	Status	Purpose	Amount
FELLOWSHIP COMMUNITY CHURCH SALEM VA 24153		1226 RED LANE EXT				RELIGIOUS	6,000
FIRST UNITED METHODIST CHURCH SALEM VA 24153		125 WEST MAIN STREET				RELIGIOUS	25,000
FISHBURNE MILITARY SCHOOL WAYNESBORO VA 22980		255 S. WAYNE AVENUE				EDUCATIONAL	2,000
HABITAT FOR HUMANITY ROANOKE VA 24017		3435 MELROSE AVENUE				PHILANTHROPIC	1,000
LEAGUE ANIMAL PROTECTION FINCASTLE VA 24090		603 POOR FARM ROAD				WILDLIFE	5,000
NGA NEEDLEWORK GUILD OF AMERICA SALEM VA 24153		POST OFFICE BOX 206				ARTS	10,000
REDEEMER PRESBYTERIAN CHRISTIANSBURG VA 24073		560 CINNABAR ROAD				RELIGIOUS	34,000
ROANOKE COLLEGE SALEM VA 24153		221 COLLEGE LANE				EDUCATIONAL	17,500
ROANOKE SYMPHONY ROANOKE VA 24011		128 CAMPBELL AVENUE SE				ARTS	5,000
SALEM HIGH SCHOOL SALEM VA 24153		400 SPARTAN DRIVE				EDUCATIONAL	2,000
SALEM SPORTS FOUNDATION SALEM VA 24153		POST OFFICE BOX 642				EDUCATIONAL	10,000
SALVATION ARMY ROANOKE VA 24013		724 DALE AVENUE SE				PHILANTHROPIC	1,500
SOUTH SALEM ELEMENTARY SCHOOL SALEM VA 24153		1600 CAROLYN ROAD				EDUCATIONAL	10,000
ST FRANCIS OF ASSISI ROANOKE VA 24016		415 CAMPBELL AVENUE				PHILANTHROPIC	3,000
ST PAULS EPISCOPAL SALEM VA 24153		42 E MAIN STREET				RELIGIOUS	33,000
STAR COMMUNITY HAGERSTOWN MD 21740		13757 BROADFORDING CHURCH				ADULT CARE	30,000
VIRGINIA WESTERN COMMUNITY COLLEGE ROANOKE VA 24015		3095 COLONIAL AVENUE SW				EDUCATIONAL	40,000

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Federal Statements

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

Name		Address		Relationship	Status	Purpose	Amount
WEST SALEM ELEMENTARY SCHOOL SALEM VA 24153 YOUNG LIFE ROANOKE VA 24018 Total				520 BRUFFEY STREET		EDUCATIONAL	10,000
				5401 FALLOWATER LANE		RELIGIOUS	12,747
							359,997