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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		520,764	520,764
	2 Savings and temporary cash investments	583,455	5,926,139	5,926,139
	3 Accounts receivable ▶ <u>20,049</u>			
	Less allowance for doubtful accounts ▶ _____	8,769	20,049	20,049
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	310	310	310
	10a Investments—U S and state government obligations (attach schedule)	420,056	3,517,992	3,517,992
	b Investments—corporate stock (attach schedule)	29,281,574	152,678,527	152,678,527
	c Investments—corporate bonds (attach schedule)		3,595,583	3,595,583
	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 ▶ <u>4,335</u>				
Less accumulated depreciation (attach schedule) ▶ <u>4,335</u>				
15 Other assets (describe ▶ _____)	738,538			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	31,032,702	166,259,364	166,259,364	
Liabilities	17 Accounts payable and accrued expenses	5,224	378	
	18 Grants payable	23,500	1,685,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	28,724	1,685,378	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	31,003,978	164,573,986	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	31,003,978	164,573,986	
	31 Total liabilities and net assets/fund balances (see instructions) .	31,032,702	166,259,364	

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	31,003,978
2 Enter amount from Part I, line 27a	2	127,899,209
3 Other increases not included in line 2 (itemize) ▶ _____	3	5,670,799
4 Add lines 1, 2, and 3	4	164,573,986
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	164,573,986

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly traded securities			
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 1,334,681		1,440,850	-106,169
b			
c			
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-106,169
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	-106,169
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,489,444	31,093,968	0 04790
2014	1,363,062	30,660,751	0 04446
2013	1,220,731	27,517,329	0 04436
2012	1,099,530	24,606,927	0 04468
2011	904,402	22,485,608	0 04022
2 Total of line 1, column (d)			2 0 221624
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 044325
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 138,733,720
5 Multiply line 4 by line 3			5 6,149,372
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,939
7 Add lines 5 and 6			7 6,175,311
8 Enter qualifying distributions from Part XII, line 4			8 1,901,852

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	51,878
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	51,878
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	51,878
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	51,500
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	51,500
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	378
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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.powellfoundation.org	13	Yes	
14	The books are in care of Caroline Sabin Telephone no (713) 523-7557			

Located at **2121 San Felipe Suite 110 Houston TX** ZIP+4 **77019**

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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). ☐	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	5b		No
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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		No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Caroline J Sabin	Executive Director	164,787	10,519	
2121 San Felipe Ste 110 Houston, TX 77019	40 00			
Total number of other employees paid over \$50,000. ▶				

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
Fayez Sarofim & Co	Investment mgmt	143,444
909 Fannin St		
Houston, TX 77010		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	121,507,005
b	Average of monthly cash balances.	1b	19,180,611
c	Fair market value of all other assets (see instructions).	1c	158,800
d	Total (add lines 1a, b, and c).	1d	140,846,416
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	
3	Subtract line 2 from line 1d.	3	140,846,416
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,112,696
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	138,733,720
6	Minimum investment return. Enter 5% of line 5.	6	6,936,686

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	6,936,686
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	51,878
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	51,878
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	6,884,808
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	6,884,808
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	6,884,808

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	1,901,852
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	1,901,852
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,901,852

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				6,884,808
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			430,970	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,901,852</u>				
a Applied to 2015, but not more than line 2a			430,970	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				1,470,882
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				5,413,926
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

The Powell Foundation
2121 San Felipe Suite 110
Houston, TX 77019
(713) 523-7557
csabin@powellfoundation.org

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

See attachment as well as the Foundation's website (www.powellfoundation.org) for application and guidelines

c Any submission deadlines

None

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

See attachment and website

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 attachment State and zip code for efiling purposes, TX 77019			See attachment	1,532,546
Total			▶ 3a	1,532,546
b <i>Approved for future payment</i>				
SPARK PO Box 1562 Houston, TX 77251	N/A	PC	To support the creation of school parks within park deserts in Houston	500,000
KIPP 10711 Kipp Way Dr Houston, TX 77099	N/A	PC	Teacher development and training component of KIPPIng Point Campaign	505,000
Collaborative for Children 1111 North Loop W Ste 600 Houston, TX 77008	N/A	PC	Support for the development of a Promise Neighborhood- Gulfton in the College Bound from Birth Initiative	555,000
Total			▶ 3b	1,560,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	2,785,359	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-106,169	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				2,679,190	
13 Total. Add line 12, columns (b), (d), and (e).			13		2,679,190

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

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

[illegible]

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

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

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

Print/Type preparer's name Jody Blazek	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00072674
Firm's name ► Blazek & Vetterling				Firm's EIN ►
Firm's address ► 2900 Wesleyan Suite 200 Houston, TX 770275132				Phone no (713) 439-5739

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Nancy Powell Moore	President/Dir 3 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Ben H Powell V	Vice Pres/Dir 2 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Albert S Tabor	VP/Sec/Dir 3 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Katherine Osborne Valdez	Treasurer/Dir 10 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Jan L Redford	Director 2 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Charles F Caldwell	Director 2 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Marian P Harrison	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Katherine P Hill	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Molly N Kidd	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Harvin C Moore IV	Director 1 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				
Caroline J Sabin	Executive Dir 0 00	0		
2121 San Felipe Ste 110 Houston, TX 77019				

TY 2016 Accounting Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	13,650	683	0	12,967
Tax compliance	7,340	3,670	0	3,670

TY 2016 Investments Government Obligations Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0**US Government Securities - End
of Year Book Value:**

3,517,992

**US Government Securities - End
of Year Fair Market Value:**

3,517,992

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

**TY 2016 Land, Etc.
Schedule****Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	4,335	4,335		

TY 2016 Legal Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance & counsel	3,150	158	0	2,992

TY 2016 Other Expenses Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	1,140	57		1,083
Dues and subscriptions	1,579	79		1,500
Insurance	3,012	151		2,861
Office expense	9,709	485		9,224
Payroll processing fees	2,134	106		2,028
Software licensing fees	20,922	1,046		19,876
Telephone	3,535	177		3,358

TY 2016 Other Professional Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Executive coaching	3,925	196	0	3,729
Investment counseling	143,444	143,444	0	0
Investment fees	926	926	0	0
Technology consulting	2,225	111	0	2,114

TY 2016 Taxes Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	51,878			
Foreign tax	24,169	24,169		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2016
	Name of the organization The Powell Foundation	Employer identification number 74-6104592

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 foundation

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization The Powell Foundation	Employer identification number 74-6104592
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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	Kitty King Powell Estate 1331 Lamar Street Ste 1256 Houston, TX 77010	\$ 129,026,701	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

74-6104592

Part II	Noncash Property
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[illegible]

Name of organization The Powell Foundation	Employer identification number 74-6104592
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Bond								
Corporate Bond								
ENTERPRISE PRODUCTS OPER 3 95 2/15/2027	500,000 00	521,345 00	102 29	511,436 00	0 49	(9,909 00)	3 86	19,750 00
ANHEUSER-BUSCH INBEV FIN 3 3 02/01/2023	500,000 00	522,455 00	101 67	508,344 50	0 48	(14,110 50)	3 25	16,500 00
JPMORGAN CHASE & CO 3 25 9/23/2022	500,000 00	522,220 00	101 02	505,084 00	0 48	(17,136 00)	3 22	16,250 00

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Corporate Bond								
GOLDMAN SACHS GROUP INC 2 625 04/25/2021	500,000 00	501,570 00	99 19	495,940 50	0 47	(5,629 50)	2 65	13,125 00
BANK OF AMERICA CORP 3 5 4/19/2026	500,000 00	505,340 00	98 53	492,629 00	0 47	(12,711 00)	3 55	17,500 00
AMERICAN EXPRESS CO 2 65 12/2/2022	500,000 00	498,520 00	98 35	491,737 00	0 47	(6,783 00)	2 69	13,250 00
AT&T INC 3 6/30/2022	500,000 00	508,215 00	98 06	490,279 00	0 47	(17,936 00)	3 06	15,000 00
GOLDMAN SACHS GROUP INC 3 75 5/22/2025	100,000 00	99,706 00	100 13	100,132 90	0 10	426 90	3 75	3,750 00

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

Grantee Name and Address	Status	Purpose	Amount
<u>Arts</u>			
Alley Theatre 615 Texas Avenue Houston, TX 77002-2795	PC	Support of 2015-2016 Education and Community Engagement programs	\$ 10,000
American Festival for the Arts 1718A Lubbock Street Houston, TX 77007	PC	General operating support	10,000
American Festival for the Arts 1718A Lubbock Street Houston, TX 77007	PC	Underwriting for Gala	9,000
Art League of Houston 1953 Montrose Blvd Houston, TX 77006	PC	To fund ArtBound!, a curriculum-based, in-school integrative arts program at HISD Title-1 elementary schools with little or no visual arts instruction	10,000
Arts Access Initiative 4550 Post Oak Place, Suite 230 Houston, TX 77027	PC	To support expansion efforts within HISD to include 25 implementation schools, additional community partnerships, continued research and increase in community awareness	15,000
Ballet Austin 501 West 3rd. Street Austin, TX 78701	PC	Support for the dance theatre-based social justice programs, "Stay Awake" and "Season of Innocence".	10,000
Barton Springs Conservancy 2100 Stamford Lane Austin, TX 78703	PC	Environmental Art and Education Programs in support of the "For the Love of the Springs Campaign"	25,000
Classical Theatre Company P O Box 541324 Houston, TX 77254	PC	Support for the Shakespeare Outreach Program following Classical Theatre's recent merger with Shakespeare Globe Theatre	10,000
Contemporary Austin Museum Inc 3809 West 35th Street Austin, TX 78703	PC	Formerly known as ArtHouse Funds would support the museum's school-based education programs	10,000
Creative Action - Austin 2921 E 17th Street, Box 7 Austin, TX 78702	PC	Support for Creative Action in the Classroom Immersion programming	10,000
FotoFest, Inc 2000 Edwards Street, Building C, Suite 2 Houston, TX 77007	PC	Support for Literacy Through Photography education program through 2015-16 school year to develop curriculum for the 2016 Biennial	10,000
Houston Audubon Society 440 Wilcrest Houston, TX 77024	PC	Match grant made by Marian Harrison	500

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

Grantee Name and Address	Status	Purpose	Amount
Houston Ballet Foundation 601 Preston Houston, TX 77002	PC	To support education and community outreach efforts	10,000
Houston Ballet Foundation 601 Preston Houston, TX 77002	PC	Discretionary grant to support the brand new Nutcracker program	4,000
Houston Grand Opera Association 510 Preston Houston, TX 77002-1594	PC	Support for HGOco's 2015-16 season	10,000
Houston Museum of Natural Science One Hermann Circle Drive Houston, TX 77030-1799	PC	Support educational science programming at the Museum	10,000
Houston Symphony Society 615 Louisiana Street, Suite 102 Houston, TX 77002	PC	Support for education and community engagement programs	10,000
Houston Symphony Society 615 Louisiana Street, Suite 102 Houston, TX 77002	PC	Discretionary grant for general operating	2,000
Houston Symphony Society 615 Louisiana Street, Suite 102 Houston, TX 77002	PC	Match grant made by Harvin Moore	1,250
Houston Youth Symphony 2400 Augusta, Suite 235 Houston, TX 77057	PC	To support the HYS Coda Music Program in the 2015/2016 season	10,000
Main Street Theater 2540 Times Blvd Houston, TX 77005	PC	Support for Main Street Theater's Education and Outreach Initiatives	10,000
MINDPOP - Austin 5511 Parkcrest, Suite 207 Austin, TX 78731	PC	General Operating support for their Creative Learning Initiative in Austin ISD	25,000
Museum of Fine Arts, Houston/Glassell School of Art 5101 Montrose Houston, TX 77006	PC	Support for the Core Residency Program	10,000
Museum of Fine Arts, Houston/Bayou Bend P O Box 6826 Houston, TX 77265-6826	PC	Support Kitty King Powell Library and Study Center at Bayou Bend Collection and Gardens in 2014-2015	10,000
Musiq 1119 Waugh # 1 Houston, TX 77019	PC	Teaching the elements of music to low-income students from Title 1 schools who would not otherwise have access to music arts education	10,000

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

Grantee Name and Address	Status	Purpose	Amount
Orange Show Foundation 2402 Munger Street Houston, TX 77023	PC	Discretionary grant to support the fundraising campaign for Smither Park which is a major project of the Orange Show Center for Visionary Art	4,000
River Oaks Chamber Orchestra 1973 West Gray, Ste 3 Houston, TX 77019	PC	Match grant made by Harvin Moore	500
River Oaks Chamber Orchestra 1973 West Gray, Ste 3 Houston, TX 77019	PC	General Operating Support for ROCO's innovative programs	10,000
Sam Houston State Univ - Huntsville 903 Bowers Boulevard Huntsville, TX 77340	PC	Support for art educational programs sponsored by SHSU Dept of Art, including middle school summer camp, in-school workshops, teacher training, and research into the Art Against the Odds program	15,000
Theatre Under The Stars, Inc 800 Bagby, Suite 200 Houston, TX 77002	PC	Support for TUTS educational programming	10,000
Wimberley Players 450 Old Kyle Road Wimberley, TX 78676	PC	Match grant made by Nancy P Moore	4,000
Young Audiences of Houston 4550 Post Oak Place, Ste 230 Houston, TX 77027	PC	Support for Young Audiences' arts education programs in HISD Title 1 schools	10,000
Young Audiences of Houston 4550 Post Oak Pl, Ste. 230 Houston, TX 77027	PC	Discretionary grant support for arts and medicine program.	4,000
Total Arts			\$ 309,250
<u>Conservation</u>			
Bamberger Charitable Trust 303 E Pearl Parkway, Suite 114 San Antonio, TX 787215	PC	Match grant made by Marian Casey	1,000
Bayou Preservation Association, Inc 2990 Richmond Ave Suite 500 Houston, TX 77098	PC	Support for the Headwaters to Baywaters Watershed Explorers Program	10,000
Buffalo Bayou Partnership 1113 Vine, Suite 200 Houston, TX 77002	PC	General operating support of BBP	10,000
Hermann Park Conservancy 1700 Hermann Drive Houston, TX 77004	PC	General operationing support which includes the park's stewardship programs	10,000

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

Grantee Name and Address	Status	Purpose	Amount
Katy Prairie Conservancy 5615 Kirby Drive, Suite 867 Houston, TX 77005	PC	Support for educational programming	10,000
Hill Country Conservancy 221 West 6th, Ste 350 Austin, TX 78701	PC	Funding to support the continued development of the 30 mile Violet Crown Trail	15,000
Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024	PC	To support the Guided Field Experience science education program for Title 1 students	10,000
Houston Audubon Society 440 Wilchester Houston, TX 77079	PC	Support for Houston Audubon's Outreach and Education programs	10,000
Houston Zoo, Inc 1513 N MacGregor Houston, TX 77030	PC	Support for education programs at the Houston Zoo	10,000
Houston Zoo, Inc 1513 N MacGregor Houston, TX 77030	PC	Discretionary grant to support the educational and outreach programs at the Houston Zoo	4,000
Memorial Park Conservancy, Inc P O Box 131024 Houston, TX 77219	PC	To fund 2015 general operations	15,000
National Wildlife Federation 44 East Ave , Ste 200 Austin, TX 78701	PC	To advance environmental education and student achievement in math and science within HISD through the continued implementation of NWF's Eco-Schools USA program.	10,000
Nature Discovery Center 7112 Newcastle Bellaire, TX 77401	PC	Support for natural science education programs with an emphasis on Title 1 Schools	10,000
SPARK P. O. Box 1562 Houston, TX 77251	PC	General operating support for development of a new school park.	10,000
Texas Parks & Wildlife Foundation 2914 Swiss Avenue Dallas, TX 75204	PC	Support for the purchase, restoration and ongoing care of the 17,351 acre Powderhorn Ranch located on Matagorda Bay	50,000
Travis Audubon Society P O Box 40787 Austin, TX 78704	PC	General operating support for Travis Audubon's programs	10,000
Trust for Public Land 7900 Red Rd , #25 South Miami 33143	PC	Support for Conservation Vision work in Walker County, specifically along the west fork of the San Jacinto River and its tributaries	10,000
Trees for Houston P O Box 270477 Houston, TX 77277-0477	PC	Funding for Trees for Houston's Education and Outreach Program that accompanies their tree planting on HISD school campuses	10,000

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

Grantee Name and Address	Status	Purpose	Amount
Urban Harvest 2311 Canal Street, Suite 200 Houston, TX 77003	PC	General operating support for its community and school garden programs	10,000
Waller Creek Conservancy P O Box 12363 Austin, TX 78711	PC	To support the Conservancy's park and trail work in downtown Austin	4,000
Waller Creek Conservancy P O Box 12363 Austin, TX 78711	PC	To support the Conservancy's park and trail work in downtown Austin	4,000
Waller Creek Conservancy P O Box 12363 Austin, TX 78711	PC	To support the Conservancy's park and trail work in downtown Austin	25,000
Woods Project, The 6 Sleepy Oaks Houston, TX 77024	PC	To support students at Sharpstown, Lee, and Sharpstown Intl Schools' participation in TWP programming	10,000
Total Conservation			\$ 268,000
<u>Education</u>			
Academy of the Sacred Heart P O Box 310 Grand Coteau, LA 70541	PC	Match grant made by Katherine Hill	1,200
Asheville School 360 Asheville School Road Asheville, NC 28806	PC	Match grant made by Marian Casey	1,000
Big Brothers Big Sisters of Central Texas 1400 Tillery Street Austin, TX 78721	PC	To support their mentoring programs for youth ages 6-16	10,000
Big Brothers Big Sisters Lone Star 500 Dallas St , Suite 2900 Houston, TX 77002	PC	School-based one-to-one mentoring for youth facing adversity	10,000
Bookspring P O Box 143147, (2006 Greenbrook Prkwy, 78723) Austin, TX 78714	PC	To support the Reading is Fundamental literacy program	10,000
Boys & Girls Clubs of Greater Houston, Inc 815 Crosby Street Houston, TX 77019	PC	Support for 2016 Summer Learning Program	15,000
Boys & Girls Clubs of Greater Houston, Inc 815 Crosby Street Houston, TX 77019	PC	Support for 2016 Summer Learning Program	15,000
Breakthrough Austin 1050 East 11 th Street, Suite 350 Austin, TX 78702	PC	General operating support for continued expansion of programming	20,000

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

Grantee Name and Address	Status	Purpose	Amount
Centre College 600 West Walnut Street Danville, KY 40422	PC	Match grant made by Blanche Hill Nicoll	300
Centre College 600 West Walnut Street Danville, KY 40422	PC	Match grant made by Katherine Hill	1,086
Children's Museum, Inc 1500 Binz Houston, TX 77004	PC	Renewed support for the Para los Ninos program	20,000
Chinese Community Center 9800 Towne Park Drive Houston, TX 77036	PC	Renewed support for CCC's Early Learning Center and Youth program	10,000
Citizen Schools of Texas 3300 S Gessner Houston, TX 77063	PC	To develop and implement an "apprenticeship-exclusive" model that would complement their current Extended Learning Model (ELM) This would allow CS to scale up the core component of their program- apprenticeships	25,000
Collaborative for Children 1111 North Loop West, Suite 600 Houston, TX 77008	PC	Funding to support the expansion of College Bound From Birth to a new underserved Houston neighborhood	30,000
College Forward P O Box 142308 Austin, TX 78714	PC	Fund college coaches at Scarborough in HISD, Travis and Crockett in AISD	10,000
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, TX 75225	PC	Support of the Texas Regional STEM Degree Accelerator program in Houston	25,000
Communities in Schools Houston, Inc 1235 N. Loop West, Ste. 300 Houston, TX 77008	PC	To support the on-campus, dropout prevention program at Atherton Elementary and Kennedy Elementary Schools	50,000
Communities in Schools Houston, Inc 3000 South IH-35 Austin, TX 78704	PC	Support for the XY-Zone, a leadership development and peer support program for young men at-risk for dropping out of high school	15,000
Communities in Schools Houston, Inc 3000 South IH-35 Austin, TX 78704	PC	Support for the XY-Zone, a leadership development and peer support program for young men at-risk for dropping out of high school	10,000
Communities in Schools 1235 North Loop West, Ste 300 Houston, TX 77008	PC	Match grant made by Jan L Redford	400

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

Grantee Name and Address	Status	Purpose	Amount
Dartmouth College, Trustees of 6066 Development Office Hanover, NH 03755-3555	PC	Match grant made by Ben Powell V in support of Dartmouth College Fund and Thayer School Annual Fund	4,000
Dartmouth College, Trustees of 6066 Development Office Hanover, NH 03755-3555	PC	Match grant made by Katherine Osborne Valdez in support of Dartmouth College Fund and Thayer School Annual Fund	1,250
Discover U P O Box 4059 Houston, TX 77210	PC	Program support for Fantastic Learning Opportunities to expose college and workforce pathways to economically disadvantaged youth	15,000
Education Pioneers, Inc 2434 Robinhood, Suite C Houston, TX 77005	PC	General operating support for connecting leaders, managers, and analysts to public education leadership roles in Houston and Austin	10,000
Emerge Fellowship 2450 Louisiana, Ste 400, #430 Houston, TX 77006	PC	General operating support	15,000
Families Empowered 3900 Essex Lane, Suite 1200 Houston, TX 77027	PC	Expand the "School Connections" program in Houston which connects families to school options	10,000
Friends of Montessori P O Box 10788 Houston, TX 77026	PC	Support for science laboratory materials for the new public Montessori Pathway school within a school at Waltrip High School in HISD.	10,000
FuelEd Schools P O Box 542177 Houston, Texas 77254-2177	PC	To launch two new programs for educators - Empathy School and Leadership Institute	10,000
GENaustin 2206 Prather Lane Austin, TX 78764	PC	Support for clubGEN (Girls Empowerment Network), a weekly after-school program for 3rd-8th grade girls	15,000
GenesysWorks, Inc 601 Jefferson, Suite 3950 Houston, TX 77002	PC	General operating support	30,000
Greater Houston Community Foundation 5120 Woodway, Suite 6000 Houston, TX 77056	PC	Funding to support the development of an implementation plan for Houston 17 or Houston Rocks	5,000

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

Grantee Name and Address	Status	Purpose	Amount
Houston A+ Challenge 2700-B Southwest Freeway Houston, TX 77098	PC	Funding to support professional learning for teachers and campus leaders (\$30k) at 10 HISD schools and funds to support the convening of top educators, business & community leaders (\$5k)	35,000
Hispanics in Philanthropy 414 13th Street, Suite 200 Oakland CA 91612	PC	Discretionary grant to support the expansion of HIP's current gender portfolio to include programming related to girls' education in Mexico	4,000
Kids Hope USA 100 S Pine St , Suite 280 Zeeland, MI 49464	PC	Support to strengthen existing programs and develop new partners at 20 schools in Houston, Austin and Huntsville	10,000
KIPP Houston 10711 KIPP Way Houston, TX 77099	PC	To support the "Learning Comes to Life" Model at KIPP schools in Houston	30,000
Lamar High School Alumni Association P O Box 54027 Houston, TX 77254	PC	Match grant made by Jan L Redford	2,500
Lamplighter School 11611 Inwood Road Dallas, TX 75229	PC	Match grant made by Cullen Powell	1,000
Literacy Advance of Houston 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	PC	To support adult literacy classes, family engagement services, and transition programming in Houston	20,000
LSU Foundation 3838 W Lakeshore Drive Baton Rouge, LA 70808	PC	Match gift made by Katherine Hill for LSU Family Association	1,077
Making It Better 3300 S Gessner #251 Houston, TX 77063	PC	General operating support for promotion of literacy development and students' social/emotional learning	15,000
Manned Space Flight Education Foundation 1601 NASA Parkway Houston, TX 77058	PC	Discretionary grant to support operating income that can be spent on their core educational programs and expansion of those programs	2,000
Northwestern University 2020 Ridge Avenue Evanston, IL 60208	PC	Match grant by Cullen Powell	500
OneGoal-Houston 14400 Memorial Dr , Ste 240 Houston, TX 77079	PC	General operating support for program expansion from 14 to 21 schools which will double the impact of students in Houston from 500 to nearly 1000 by the end of the 2014/15 school year	25,000

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

Grantee Name and Address	Status	Purpose	Amount
Parish Episcopal School 4101 Sigma Road Dallas, TX 75244	PC	Discretionary grant in support of academics at the school through the Parish Fund	3,500
Phillips Academy 180 Main Street Andover, MA 01810-4161	PC	Match grant made by Katherine Osborne Valdez in support of the Andover Fund	500
Project GRAD Houston 3000 Richmond Ave , Ste 400 Houston, TX 77098	PC	Support of programming to develop and increase students' and their families' awareness of high-growth, high-demand careers in the Houston region	20,000
Reasoning Mind, Inc 2000 Bering, suite 300 Houston, TX 77057	PC	To provide over 19,000 local elementary and middle school students in the Houston area with a quality math education	10,000
Relay Graduate School of Education 40 W 20th Street, 7th Floor New York, NY 10024	PC	Support for the growth of RELAY's Houston campus to train and support more highly effective novice and early career teachers in Houston	15,000
Rice University MS 147,P O Box 1892 Houston, TX 77251-1892	PC	To replicate the Rice OWL Lab in three demonstration classrooms serving young dual language learners in Houston	35,000
SEARCH Homeless Services 2505 Fannin Houston, TX 77002	PC	To support the education and therapeutic services for children at SEARCH's House of Tiny Treasures	10,000
St Edwards University 3001 South Congress Avenue Austin, TX 78704-6489	PC	To expand and enhance the St Edward's Teacher Circles program with funding support over 2 years. \$23,500 per year Funding would support 30 Teacher Circles or 75 hours of professional development	23,500
St John's School 2401 Claremont Lane Houston, TX 77019	PC	Funding for Breakthrough Houston's operating and program expenses	20,000
St John's School 2401 Claremont Lane Houston, TX 77019	PC	Discretionary grant to support general operations	4,000
Stanford University 326 Galvez Street Stanford, CA 94305-6105	PC	Match grant made by Katherine Osborne Valdez	1,000
Texas Education Grantmakers Advocacy Consortium 4315 Guadalupe, Suite 300 Austin, TX 78751	PC	Annual membership (\$10,000) to cover 2 years(2015 & 2016) plus policy workgroup support for 2 years 2016-2017 (\$10,000)	60,000

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

Grantee Name and Address	Status	Purpose	Amount
Trinity Episcopal School 3901 Bee Cave Road Austin, TX 78746	PC	Match grant made by Marian Casey	1,000
University of Houston One Main Street, Suite 990-S Houston, TX 77002	PC	Funds would support 6 program assistants for the Summer 2015 session	15,000
University of Texas, Health Science Center, Children's Learning Institute 7000 Fannin, Suite 2300 (mail 6431 Fannin, JIL 450) Houston, TX 77030	PC	General operating cost	20,000
University of Texas, College of Engineering/LBJ School University Develop Office P O Box 7458 Austin, TX 78713-7458	PC	Match grant made by Katherine Osborne Valdez	1,250
University of Texas, McCombs School of Business P O Box 7458 Houston, TX 78713	PC	Match grant made by Cullen Powell	500
Washington & Lee University 204 W Washington Street Lexington, VA 24450	PC	Match grant made by Marian Casey	1,000
Wayside Schools 6405 S IH 35 Austin, TX 78744	PC	To support expansion efforts for 30 additional underserved students at the Austin Charter School which was formerly known as Eden Park Academy.	10,000
World Affairs Council of Greater Houston P.O. Box 920905 Houston, TX 77292	PC	Support for international education programs for students and teachers throughout the greater Houston region	10,000
Writers In The Schools 1523 West Main Houston, TX 77006-4709	PC	Support will provide literary arts education to 166 underserved children in five of the most economically disadvantaged classrooms in Houston	15,000
YES Prep Public Schools, Inc 6201 Bonhomme, Ste 168N Houston, TX 77036	PC	General operating support and a one-time contribution to the Redefining Possible Campaign Four neighborhoods which will be impacted are Third Ward, Sunnyside, Acres Homes & Spring Branch Central	25,000
Total Education			\$ 851,563

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

Grantee Name and Address	Status	Purpose	Amount
<u>Health</u>			
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	PC	Match grant made by Marian Harrison	1,383
Bridges To Life P O Box 570895 Houston, TX 77257-0895	PC	To support programming in Huntsville at the "Walls Unit"	10,600
Cathedral Health & Outreach Ministries 1117 Texas Avenue Houston, TX 77002	PC	General operating support for daily support services for the homeless	20,000
Cathedral Health & Outreach Ministries 1117 Texas Avenue Houston, TX 77002	PC	Discretionary grant for general operating	4,000
DePelchin Children's Center 4950 Memorial Drive Houston, TX 77007	PC	To support DePelchin's therapeutic counseling for at-risk children at HISD schools	10,000
Depression & Bipolar Support Alliance 3800 Buffalo Speedway #350 Houston, TX 77098	PC	Match grant made by Jan L Redford	700
Environmental Defense Fund Inc 301 Congress Avenue, suite 1300 Austin, TX 78701	PC	Support for continued efforts to improve air quality in Houston.	10,000
Houston COMPASS, Inc 1117 Texas Ave. (mailing) ,1212 Prairie (physical) Houston, TX 77002	PC	Support for general operating expenses	15,000
Houston Hospice 1905 Holcombe Blvd Houston, TX 77030	PC	Match grant made by Jan L Redford	300
Northwest Assistance Ministries 15555 Kuykendahl Rd Houston, TX 77090-3651	PC	To fund the Homes for School Children program that aims to place homeless families with school children into supportive housing	10,000
Planned Parenthood Gulf Coast, Inc 4600 Gulf Freeway Houston, TX 77023	PC	Support for Planned Parenthood's Community Outreach and Education programming	10,000
Target Hunger 2814 Quitman Houston, 77026	PC	Match grant made by Albert Tabor	4,000
Target Hunger 2814 Quitman Houston, 77026	PC	Discretionary grant for general operating	4,000
Total Health			\$ 99,983

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

Grantee Name and Address	Status	Purpose	Amount
<u>Other</u>			
Exponent Philanthropy 1720 N Street NW Washington, DC 20036	PC	Additional funding support for operations	500
Philanthropy Roundtable 1150 17th Street, NW, Ste 503 Washington, DC 20036	PC	Annual Membership Contribution	500
Philanthropy Southwest 624 N Good-Latimer Expy ,Ste 100 Dallas, TX 75204	PC	Renewal of annual grant for philanthropy education	1,700
St John the Divine Episcopal Church 2450 River Oaks Blvd Houston, TX 77019	PC	Match grant made by Harvin Moore	1,050
Total Other			\$ 3,750
Total Grants Paid During the Year			<u>\$ 1,532,546</u>

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Equity								
Consumer Discretionary								
COMCAST CORP-CLASS A	34,500 00	2,035,079 78	69 05	2,382,225 00	2 26	347,145 22	1 59	37,960 00
WALT DISNEY CO/THE	20,900 00	1,785,118 20	104 22	2,178,198 00	2 07	393,079 80	1 50	32,604 00
NIKE INC -CL B	27,780 00	1,570,077 02	50 83	1,412,057 40	1 34	(158,019 62)	1 42	20,001 60
MCDONALD'S CORP	7,500 00	724,562 88	121 72	912,900 00	0 87	188,337 12	3 09	28,200 00
TWENTY-FIRST CENTURY FOX INC- CL A	16,500 00	492,527 75	28 04	462,660 00	0 44	(29,867 75)	1 28	5,940 00
TARGET CORP	6,100 00	333,873 02	72 23	440,603 00	0 42	106,729 98	3 32	14,640 00
HOME DEPOT INC	2,550 00	105,879 38	134 08	341,904 00	0 32	236,024 62	2 06	7,038 00
TWENTY-FIRST CENTURY FOX INC	3,400 00	115,560 90	27 25	92,650 00	0 09	(22,910 90)	1 32	1,224 00
Consumer Staples								
PHILIP MORRIS INTERNATIONAL	46,800 00	3,023,366 49	91 49	4,281,732 00	4 07	1,258,365 51	4 55	194,688 00
COCA-COLA CO/THE	65,080 00	2,031,036 27	41 46	2,698,216 80	2 56	667,180 53	3 38	91,112 00

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Consumer Staples								
ESTEE LAUDER COS INC/THE	30,100 00	2,696,472 95	76 49	2,302,349 00	2 19	(394,123 95)	1 78	40,936 00
NESTLE SA - ADR	31,550 00	1,874,790 25	71 74	2,263,397 00	2 15	388,606 75	3 23	73,196 00
ALTRIA GROUP INC	31,400 00	932,400 76	67 62	2,123,268 00	2 02	1,190,867 24	3 61	76,616 00
WALGREENS BOOTS ALLIANCE INC	24,900 00	1,635,124 97	82 76	2,060,724 00	1 96	425,599 03	1 81	37,350 00
PEPSICO INC	16,400 00	1,236,666 63	104 63	1,715,932 00	1 63	479,265 37	2 88	49,364 00
ANHEUSER-BUSCH INBEV NV	11,810 00	1,435,781 41	105 44	1,245,246 40	1 18	(190,535 01)	3 23	40,272 10
CONSTELLATION BRANDS INC	5,900 00	922,833 55	153 31	904,529 00	0 86	(18,304 55)	1 04	9,440 00
PROCTER & GAMBLE CO	5,590 00	55,902 38	84 08	470,007 20	0 45	414,104 82	3 19	14,981 20

Energy								
EXXON MOBIL CORP	33,260 00	2,005,021 79	90 26	3,002,047 60	2 85	997,025 81	3 32	99,780 00
CHEVRON CORP	25,300 00	2,106,809 11	117 70	2,977,810 00	2 83	871,000 89	3 67	109,296 00
OCCIDENTAL PETROLEUM CORP	22,800 00	1,600,596 79	71 23	1,624,044 00	1 54	23,447 21	4 27	69,312 00
CONOCOPHILLIPS	31,700 00	1,373,354 00	50 14	1,589,438 00	1 51	216,084 00	1 99	31,700 00
TOTAL SA-SPON ADR	8,000 00	442,489 21	50 97	407,760 00	0 39	(34,729 21)	5 14	20,960 00
KINDER MORGAN INC/DE	7,300 00	218,021 11	20 71	151,183 00	0 14	(66,838 11)	2 41	3,650 00

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Financials								
JPMORGAN CHASE & CO	40,300.00	2,085,832.65	86.29	3,477,487.00	3.30	1,391,654.35	2.23	77,376.00
CHUBB LTD	21,600.00	2,490,884.78	132.12	2,853,792.00	2.71	362,907.22	2.09	59,616.00
BLACKROCK INC - CL A	5,700.00	1,806,410.62	380.54	2,169,078.00	2.06	362,667.38	2.41	52,212.00
INTERCONTINENTALEXCHANGE GROUP	37,000.00	1,817,082.63	56.42	2,087,540.00	1.98	270,457.37	1.21	25,160.00
WELLS FARGO & CO	31,400.00	1,525,352.68	55.11	1,730,454.00	1.64	205,101.32	2.76	47,728.00
AMERICAN EXPRESS CO	22,400.00	1,515,203.72	74.08	1,659,392.00	1.58	144,188.28	1.73	28,672.00
S&P GLOBAL INC	3,400.00	163,260.00	107.54	365,636.00	0.35	202,376.00	1.34	4,896.00
STATE STREET CORP	4,200.00	311,006.00	77.72	326,424.00	0.31	15,418.00	1.96	6,384.00
Health Care								
NOVO NORDISK A/S - ADR	47,600.00	2,147,126.92	35.86	1,706,936.00	1.62	(440,190.92)	2.54	43,316.00
ROCHE HOLDING AG ADR	59,500.00	1,729,312.60	28.53	1,697,535.00	1.61	(31,777.60)	3.58	60,690.00
ABBVIE INC	27,100.00	1,290,794.53	62.62	1,697,002.00	1.61	406,207.47	4.09	69,376.00
CELGENE CORP	14,600.00	1,552,399.25	115.75	1,689,950.00	1.61	137,550.75	-	-
UNITEDHEALTH GROUP INC	10,000.00	1,352,556.90	160.04	1,600,400.00	1.52	247,843.10	1.56	25,000.00
NOVARTIS AG - ADR	18,200.00	1,475,814.04	72.84	1,325,688.00	1.26	(150,126.04)	3.73	49,504.00

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Health Care								
ABBOTT LABORATORIES	30,400.00	1,059,600.36	38.41	1,167,664.00	1.11	108,063.64	2.76	32,224.00
GILEAD SCIENCES INC	9,300.00	863,033.13	71.61	665,973.00	0.63	(197,060.13)	2.63	17,484.00
Industrials								
UNITED TECHNOLOGIES CORP	18,450.00	1,737,087.59	109.62	2,022,489.00	1.92	285,401.41	2.41	48,708.00
UNION PACIFIC CORP	13,900.00	1,253,876.73	103.68	1,441,152.00	1.37	187,275.27	2.33	33,638.00
CANADIAN PACIFIC RAILWAY LTD	6,650.00	878,408.87	142.77	949,420.50	0.90	71,011.63	1.03	9,775.50
Information Technology								
FACEBOOK INC	32,700.00	3,586,123.28	115.05	3,762,135.00	3.57	176,011.72	-	-
ALPHABET INC	4,800.00	3,480,671.93	771.82	3,704,736.00	3.52	224,064.07	-	-
APPLE INC	31,300.00	2,605,053.16	115.82	3,625,166.00	3.44	1,020,112.84	1.97	71,364.00
MICROSOFT CORP	56,270.00	2,970,703.21	62.14	3,496,617.80	3.32	525,914.59	2.51	87,781.20
TEXAS INSTRUMENTS INC	36,200.00	1,918,573.56	72.97	2,641,514.00	2.51	722,940.44	2.74	72,400.00
VISA INC-CLASS A SHARES	25,400.00	1,985,129.61	78.02	1,981,708.00	1.88	(3,421.61)	0.85	16,764.00
ORACLE CORP	20,700.00	824,872.35	38.45	795,915.00	0.76	(28,957.35)	1.56	12,420.00

Description	Amount	Total Cost	Current Price	Market Value	% of Total	Unrealized Gain/Loss	Current Yield %	Estimated Annual Income
Information Technology								
ASML HOLDING NV-NY REG SHS	5,000.00	482,274.00	112.20	561,000.00	0.53	78,726.00	1.08	6,050.00
VERISIGN INC	6,200.00	480,920.87	76.07	471,634.00	0.45	(9,286.87)	-	-
VERSUM MATERIALS INC	6,500.00	156,523.22	28.07	182,455.00	0.17	25,931.78	-	-
AUTOMATIC DATA PROCESSING	1,415.00	52,581.27	102.78	145,433.70	0.14	92,852.43	2.22	3,226.20

Materials								
AIR PRODUCTS & CHEMICALS INC	13,000.00	1,667,756.78	143.82	1,869,660.00	1.78	201,903.22	2.39	44,720.00
PRAXAIR INC	2,700.00	132,421.98	117.19	316,413.00	0.30	183,991.02	2.56	8,100.00

	Column (b)	Column (c)
Total from pages 1-5	\$ 92,229,281	\$ 92,229,281
Vanguard Mid-Cap Index Fund Adm (VIMAX)	24,824,049	24,824,049
Vanguard Tot Intl Stock Ix Admiral (VTIAX)	35,625,197	35,625,197
Total Part II, Line 10	<u>\$ 152,678,527</u>	<u>\$ 152,678,527</u>

Attachment to Part XV, Line 2

[illegible]

姓 名 性别 年龄 身份证号
 姓名 性别 年龄 身份证号
 姓名 性别 年龄 身份证号

The Powell Foundation Nonprofit Governance and Financial Management Questionnaire

Name of Organization _____ Date _____

Please attach a list of your Board of Directors including each board member's occupation.

Please check the following areas that apply:

Does the Board approve: ___ budget; ___ monthly financials; ___ contracts; ___ accounting procedures; ___ HR policies; ___ fundraising procedures; ___ audit?

Does the Board engage an outside CPA firm for: ___ bookkeeping; ___ general accounting; ___ 990 filing; ___ audit?

Does the Board maintain accurate and up to date minutes identifying all major decisions and key discussions? (Please attach the most recent copy) _____

Strategic planning:

Does the Board have a strategic plan in place ___ yes ___ no ? When was it last updated (year) _____? Are plan goals measured and revised: ___ monthly; ___ quarterly; ___ annually; _____ other?

Recruitment:

How are board members recruited?

_____ other board members; _____ as needed; _____ annual recruitment process; _____ on-going recruitment process; _____ other.

Do you have a formal board orientation process ___ yes ___ no? If yes, is it offered: _____ as needed throughout the year; ___ annually; _____ other?

Checks and Balances:

What procedures do you have in place to ensure accountability and transparency?

_____ a conflict of interest policy; _____ statement of ethical practice; _____ financial checks and balances (please describe) _____

What kind of oversight is provided to ensure that all legal obligations related to finances are executed and completed in a timely manner? _____

How diverse is your organization's funding base? Please indicate approximate percentages _____ government grants; _____ individual gifts; _____ corporate grants; _____ foundation grants; _____ board member.

Is there a long-term fundraising strategy with clear goals in place? _____ How often are these goals reviewed: _____ monthly; ___ quarterly; _____ annually?

THE POWELL FOUNDATION PROPOSAL SUMMARY

Name of Organization _____ Date _____

Physical Address _____

Mailing Address (if different) _____

Telephone _____ Fax _____

E mail _____ Website _____

Federal ID # _____

Contact Name & Title _____

Amount of Request _____

Purpose of Request _____

Current Organization Operating Budget _____

Percent of the budget spent on administrative expenses _____

Percent of the budget spent on programs _____

Percent of budget spent on fundraising _____

Budget for Program/Project to be Funded _____

Total Support/Amounts Already Committed for Project _____

Total Support/Amounts Pending for Project _____

Is your organization a 509 (a) (3) Supporting Organization _____

If Yes, Please indicate if you are a Type I, Type II or Type III (please circle) and

Explain _____

Reminder: Please fill out the Governance & Management Questionnaire along with your organization's most recent board minutes and the Affirmation of Tax Exempt Status Form