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Return of Private Foundation

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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation
SAMUEL C & MYRA G POWELL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2683 N 950 E

City or town, state or province, country, and ZIP or foreign postal code
OGDEN, UT 84414

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 5,073,828.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
87-6163275

B Telephone number
801-710-2427

C If exemption application is pending, check here ☐

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

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

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

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))		(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	219,368.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	97,851.	97,851.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,275,764.			
b	Gross sales price for all assets on line 6a	4,316,255.			
7	Capital gain net income (from Part IV, line 2)		1,275,764.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	1,592,983.	1,373,615.		
13	Compensation of officers, directors, trustees, etc	67,100.	16,775.		50,325.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	3,145.	1,573.		1,572.
c	Other professional fees STMT 3	24,935.	24,935.		0.
17	Interest				
18	Taxes STMT 4	1,850.	1,850.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses Add lines 13 through 23	97,030.	45,133.		51,897.
25	Contributions, gifts, grants paid	189,220.			189,220.
26	Total expenses and disbursements Add lines 24 and 25	286,250.	45,133.		241,117.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,306,733.			
b	Net investment income (if negative, enter -0-)		1,328,482.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			18,607.	561,056.	561,056.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶ 3,240.					
	Less: allowance for doubtful accounts ▶			232.	3,240.	3,240.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 5				3,216,774.	3,978,050.	4,509,532.
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)				3,235,613.	4,542,346.	5,073,828.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			3,235,613.	4,542,346.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30 Total net assets or fund balances			3,235,613.	4,542,346.		
31 Total liabilities and net assets/fund balances			3,235,613.	4,542,346.		

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	3,235,613.
2 Enter amount from Part I, line 27a	2	1,306,733.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,542,346.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,542,346.

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 WELLS FARGO	P	01/01/16	12/31/16
b WELLS FARGO	P	01/01/15	12/31/16
c CAPITAL GAINS DIVIDENDS			
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 905,813.		901,357.	4,456.
b 3,405,239.		2,139,134.	1,266,105.
c 5,203.			5,203.
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			4,456.
b			1,266,105.
c			5,203.
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 1,275,764.

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).
If (loss), enter -0- in Part I, line 8 3 N/A

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	258,060.	5,195,773.	.049667
2014	311,795.	5,158,496.	.060443
2013	226,759.	4,689,238.	.048357
2012	178,586.	4,601,798.	.038808
2011	205,451.	4,173,341.	.049229

2 Total of line 1, column (d) 2 .246504

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 .049301

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 5,071,882.

5 Multiply line 4 by line 3 5 250,049.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 13,285.

7 Add lines 5 and 6 7 263,334.

8 Enter qualifying distributions from Part XII, line 4 8 241,117.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	26,570.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	26,570.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	26,570.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 612.	7	612.
b Exempt foreign organizations - tax withheld at source	6b	8	12.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	25,970.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

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
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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) <u>UT</u>		
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	X	
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

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)	11	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)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X
14 The books are in care of WELLS FARGO BANK Telephone no. 801-710-2427 Located at 299 S MAIN, SALT LAKE CITY, UT ZIP+4 84111		
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 N/A		
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	16	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b		X
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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A 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		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3a		
b Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		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? 4b		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

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

X

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.

(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
SEE STATEMENT 6		67,100.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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

0

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

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

0.

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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	5,107,913.
b	Average of monthly cash balances	1b	41,206.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,149,119.
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	5,149,119.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,237.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,071,882.
6	Minimum investment return. Enter 5% of line 5	6	253,594.

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	253,594.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	26,570.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,570.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	227,024.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	227,024.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	227,024.

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	241,117.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	241,117.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	241,117.

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				227,024.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			18,189.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 241,117.				
a Applied to 2015, but not more than line 2a			18,189.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				222,928.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				4,096.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
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 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 Paid during the year				
INTERMOUNTAIN FOUNDATION 4401 HARRISON BLVD OGDEN, UT 84403	N/A	PC	VARIOUS CHARITABLE PURPOSES	106,220.
GREATER OGDEN COMMUNITY NATURE CENTER 966 W 12TH STREET OGDEN, UT 84404	N/A	PC	VARIOUS CHARITABLE PURPOSES	8,000.
OGDEN WEBER TECH COLLEGE FOUNDATION 200 N WASHINGTON BLVD OGDEN, UT 84404	N/A	PC	VARIOUS CHARITABLE PURPOSES	40,000.
UNION STATION FOUNDATION 2501 WALL AVENUE OGDEN, UT 84401	N/A	PC	SUPPORT OF WE DIG HISTORY! PROGRAM	10,000.
OGDEN SCHOOL FOUNDATION 1950 MONROE BLVD RM 117 OGDEN, UT 84401	N/A	PC	3-D PRINTING LAB	25,000.
Total			3a	189,220.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
N/A		

**Sign
Here**

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

Signature of officer or trustee

5/8/16
Date

▶ VICE CHAIR
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARK C. FURNISS,
CPA

Preparer's signature

Mark C. ...

Date _____

5/8/17

Check ☐
self-employed

PTIN

P00242966

Firm's name ► **EIDE BAILLY LLP**

Firm's EIN ► 45-0250958

Firm's address ► 5929 S FASHION POINTE DR, STE 300
OGDEN, UT 84403

Phone no. 801-621-1575

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

- ▶ 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.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

SAMUEL C & MYRA G POWELL FOUNDATION**87-6163275**

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 33 1/3% 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).

LHA 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

Employer identification number

SAMUEL C & MYRA G POWELL FOUNDATION**87-6163275****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	FF AND CC SAWYER FOUNDATION 2683 N 950 E OGDEN, UT 84414	\$ 219,368.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

SAMUEL C & MYRA G POWELL FOUNDATION

87-6163275

Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization	Employer identification number
SAMUEL C & MYRA G POWELL FOUNDATION	87-6163275

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 info once) ▶ \$ _____

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO	25,058.	0.	25,058.	25,058.	
WELLS FARGO	74,206.	5,203.	69,003.	69,003.	
WELLS FARGO	3,790.	0.	3,790.	3,790.	
TO PART I, LINE 4	103,054.	5,203.	97,851.	97,851.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,145.	1,573.		1,572.
TO FORM 990-PF, PG 1, LN 16B	3,145.	1,573.		1,572.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	24,935.	24,935.		0.
TO FORM 990-PF, PG 1, LN 16C	24,935.	24,935.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,850.	1,850.		0.
TO FORM 990-PF, PG 1, LN 18	1,850.	1,850.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENTS	FMV	3,978,050.	4,509,532.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,978,050.	4,509,532.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6	
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES BARKER 210 N ROSE ANN CIRCLE PLEASANT VIEW, UT 84414	CHAIR 1.00	21,700.	0.	0.
MARY L BARKER 2683 N 950 E NORTH OGDEN, UT 84414	VICE CHAIR 1.00	21,700.	0.	0.
ANN E BARKER 1018 E 2700 N NORTH OGDEN, UT 84414	MEMBER 1.00	8,500.	0.	0.
O REX CHILD 541 E 3550 N NORTH OGDEN, UT 84414	MEMBER 1.00	7,700.	0.	0.
NATHAN D FELIX 2385 CLAREMONT DRIVE BOUNTIFUL, UT 84010	MEMBER 1.00	7,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		67,100.	0.	0.



Account Statement For
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Cash Alternatives							
MONEY MARKET							
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i>	20,649.370		\$20,649.37	\$20,649.37	\$0.00	\$26.84	0.13%
SECURED MARKET DEPOSIT ACCOUNT	540,405.180		540,405.18	540,405.18	0.00	702.54	0.13
Total Money Market			\$561,054.55	\$561,054.55	\$0.00	\$729.38	0.13%
Total Cash Alternatives			\$561,054.55	\$561,054.55	\$0.00	\$729.38	0.13%

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income							
CORPORATE OBLIGATIONS							
AMERICAN EXPRESS CREDIT DTD 03/18/14 2.125 03/18/2019 CUSIP 0258M0DK2 MOODY'S RATING A2 STANDARD & POOR'S RATING A-	100,000.000	\$100.399	\$100,399.00	\$99,709.00	\$690.00	\$2,125.00	1.94%
ANHEUSER-BUSCH INBEV FIN DTD 01/27/14 2.150 02/01/2019 CUSIP 035242AE6 MOODY'S RATING A3 STANDARD & POOR'S RATING A-	100,000.000	100.619	100,619.00	100,164.00	455.00	2,150.00	1.85
BANK OF NEW YORK MELLON MED TERM NOTE DTD 02/04/14 2.200 03/04/2019 CUSIP 06406HCR8 MOODY'S RATING A1 STANDARD & POOR'S RATING A	100,000.000	100.713	100,713.00	99,784.00	929.00	2,200.00	1.86





Account Statement For
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income <i>(continued)</i>							
CORPORATE OBLIGATIONS <i>(continued)</i>							
BRANCH BANKING & TRUST DTD 03/04/14 2 850 04/01/2021 CUSIP 07330NAJ4 MOODY'S RATING A1 STANDARD & POOR'S RATING A	100,000 000	101.531	101,531 00	99,105 00	2,426 00	2,850 00	2.47
COSTCO WHOLESALE CORP DTD 12/07/12 1 700 12/15/2019 CUSIP 22160KAF2 MOODY'S RATING A1 STANDARD & POOR'S RATING A+	100,000 000	99.894	99,894 00	96,912 00	2,982 00	1,700 00	1.74
GENERAL ELEC CAP CORP MED TERM NOTE DTD 09/16/10 4 375 09/16/2020 CUSIP 36962G4R2 MOODY'S RATING A1 STANDARD & POOR'S RATING AA-	100,000 000	107.485	107,485 00	108,569 00	- 1,084 00	4,375 00	2.26
JOHN DEERE CAPITAL CORP MED TERM NOTE DTD 03/04/14 2 800 03/04/2021 CUSIP 24422ESL4 MOODY'S RATING A2 STANDARD & POOR'S RATING A	100,000 000	101.429	101,429 00	99,331 00	2,098 00	2,800 00	2.44
JPMORGAN CHASE & CO DTD 10/21/10 4 250 10/15/2020 CUSIP 46625HHU7 MOODY'S RATING A3 STANDARD & POOR'S RATING A-	100,000 000	105.824	105,824 00	107,142 00	- 1,318 00	4,250 00	2.63
TOYOTA MOTOR CREDIT CORP MED TERM NOTE DTD 01/17/14 2 100 01/17/2019 CUSIP 89236TBB0 MOODY'S RATING AA3 STANDARD & POOR'S RATING AA-	100,000 000	100.549	100,549 00	99,881 00	668 00	2,100 00	1.83
Total Corporate Obligations			\$918,443.00	\$910,597 00	\$7,846.00	\$24,550 00	

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Account Statement For:
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income							
DOMESTIC MUTUAL FUNDS							
VANGUARD HIGH YIELD CORPORATE FUND ADMIRAL SHARES #529 SYMBOL VWEAX CUSIP 922031760	31,696,658	\$5.830	\$184,791.52	\$180,000.00	\$4,791.52	\$10,142.93	5.49%
Total Domestic Mutual Funds			\$184,791.52	\$180,000.00	\$4,791.52	\$10,142.93	5.49%
Total Fixed Income			\$1,103,234.52	\$1,090,597.00	\$12,637.52	\$34,692.93	

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
CONSUMER DISCRETIONARY							
AMAZON.COM INC. COM SYMBOL AMZN CUSIP 023135106	51,000	\$749.870	\$38,243.37	\$7,572.49	\$30,670.88	\$0.00	0.00%
COMCAST CORP CLASS A SYMBOL CMCSA CUSIP 20030N101	328,000	69.050	22,648.40	21,306.39	1,342.01	360.80	1.59
TARGET CORP SYMBOL TGT CUSIP 87612E106	345,000	72.230	24,919.35	23,597.83	1,321.52	828.00	3.32
TJX COMPANIES INC SYMBOL TJX CUSIP 872540109	355,000	75.130	26,671.15	26,386.97	284.18	369.20	1.38
WALT DISNEY CO SYMBOL DIS CUSIP 254687106	232,000	104.220	24,179.04	21,323.10	2,855.94	361.92	1.50
Total Consumer Discretionary			\$136,661.31	\$100,186.78	\$36,474.53	\$1,919.92	1.40%
CONSUMER STAPLES							
CVS HEALTH CORPORATION SYMBOL CVS CUSIP 126650100	248,000	\$78.910	\$19,569.68	\$21,435.78	-\$1,866.10	\$496.00	2.53%
Total Consumer Staples			\$19,569.68	\$21,435.78	-\$1,866.10	\$496.00	2.53%

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Account Statement For
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
ENERGY							
CHEVRON CORP SYMBOL CVX CUSIP 166764100	315 000	\$117 700	\$37,075 50	\$32,447 20	\$4,628 30	\$1,360 80	3 67%
CONCHO RESOURCES INC SYMBOL CXO CUSIP 20605P101	239 000	132 600	31,691 40	33,657 22	- 1,965 82	0 00	0 00
EXXON MOBIL CORPORATION SYMBOL XOM CUSIP 30231G102	309 000	90 260	27,890 34	27,102 36	787 98	927 00	3 32
Total Energy			\$96,657.24	\$93,206 78	\$3,450 46	\$2,287 80	2.37%
FINANCIALS							
BERKSHIRE HATHAWAY INC SYMBOL BRK B CUSIP 084670702	260 000	\$162 980	\$42,374 80	\$37,400 97	\$4,973 83	\$0 00	0 00%
BLACKROCK INC SYMBOL BLK CUSIP 09247X101	49 000	380 540	18,646 46	17,216 03	1,430 43	448 84	2 41
CITIGROUP INC SYMBOL C CUSIP 172967424	553 000	59 430	32,864 79	27,019 58	5,845 21	353 92	1 08
CME GROUP INC SYMBOL CME CUSIP 12572Q105	285 000	115 350	32,874 75	29,588 70	3,286 05	684 00	2 08
JPMORGAN CHASE & CO SYMBOL JPM CUSIP 46625H100	555 000	86 290	47,890 95	37,923 10	9,967 85	1,065 60	2 22
WELLS FARGO & CO SYMBOL WFC CUSIP 949746101	3,260 000	55 110	179,658 60	61,610 42	118,048 18	4,955 20	2 76
Total Financials			\$354,310.35	\$210,758 80	\$143,551.55	\$7,507 56	2.12%

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Account Statement For:
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
HEALTH CARE							
ALEXION PHARMACEUTICALS INC SYMBOL ALXN CUSIP 015351109	258 000	\$122.350	\$31,566.30	\$34,417.03	-\$2,850.73	\$0.00	0.00%
CELGENE CORP COM SYMBOL CELG CUSIP 151020104	309 000	115.750	35,766.75	31,432.98	4,333.77	0.00	0.00
GILEAD SCIENCES INC SYMBOL GILD CUSIP 375558103	428 000	71.610	30,649.08	31,547.84	- 898.76	804.64	2.63
MERCK & CO INC NEW SYMBOL MRK CUSIP 58933Y105	378 000	58.870	22,252.86	23,450.55	- 1,197.69	710.64	3.19
THERMO FISHER SCIENTIFIC INC SYMBOL TMO CUSIP 883556102	152 000	141.100	21,447.20	23,481.37	- 2,034.17	91.20	0.42
UNITEDHEALTH GROUP INC SYMBOL UNH CUSIP 91324P102	287 000	160.040	45,931.48	38,684.62	7,246.86	717.50	1.56
Total Health Care			\$187,613.67	\$183,014.39	\$4,599.28	\$2,323.98	1.24%
INDUSTRIALS							
BOEING CO SYMBOL BA CUSIP 097023105	271 000	\$155.680	\$42,189.28	\$36,202.08	\$5,987.20	\$1,539.28	3.65%
CUMMINS INC SYMBOL CMI CUSIP 231021106	206 000	136.670	28,154.02	26,338.85	1,815.17	844.60	3.00
FORTIVE CORP SYMBOL FTV CUSIP 34959J108	430 000	53.630	23,060.90	18,749.21	4,311.69	120.40	0.52
GENERAL ELECTRIC CO SYMBOL GE CUSIP 369604103	5,000 000	31.600	158,000.00	12,122.39	145,877.61	4,800.00	3.04
UNION PACIFIC CORP SYMBOL UNP CUSIP 907818108	346 000	103.680	35,873.28	33,346.96	2,526.32	837.32	2.33
UNITED PARCEL SERVICE-CL B SYMBOL UPS CUSIP 911312106	170 000	114.640	19,488.80	18,475.43	1,013.37	1,530.40	2.72
Total Industrials			\$306,766.28	\$145,234.92	\$161,531.36	\$8,672.00	2.83%

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Account Statement For
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INFORMATION TECHNOLOGY							
ALPHABET INC CL C SYMBOL GOOG CUSIP 02079K107	51 000	\$771 820	\$39,362 82	\$13,830 73	\$25,532 09	\$0 00	0 00%
APPLE INC SYMBOL AAPL CUSIP 037833100	525 000	115 820	60,805 50	25,126 42	35,679 08	1,197 00	1 97
CISCO SYSTEMS INC SYMBOL CSCO CUSIP 17275R102	1,207 000	30 220	36,475 54	37,350 62	- 875 08	1,255 28	3 44
COGNIZANT TECH SOLUTIONS CRP COM SYMBOL CTSH CUSIP 192446102	484 000	56 030	27,118 52	24,186 64	2,931 88	0 00	0 00
FACEBOOK INC SYMBOL FB CUSIP 30303M102	250 000	115 050	28,762 50	24,099 98	4,662 52	0 00	0 00
MICROSOFT CORP SYMBOL MSFT CUSIP 594918104	881 000	62 140	54,745 34	32,919 17	21,826 17	1,374 36	2 51
SALESFORCE COM INC COM SYMBOL CRM CUSIP 79466L302	429 000	68 460	29,369 34	31,792 19	- 2,422 85	0 00	0 00
Total Information Technology			\$276,639 56	\$189,305 75	\$87,333 81	\$3,826.64	1.38%
MATERIALS							
CELANESE CORP SYMBOL CE CUSIP 150870103	384 000	\$78 740	\$30,236 16	\$25,079 00	\$5,157 16	\$552 96	1 83%
Total Materials			\$30,236.16	\$25,079.00	\$5,157 16	\$552 96	1 83%
INTERNATIONAL EQUITIES							
ACCENTURE PLC CUSIP G1151C101	83 000	\$117 130	\$9,721 79	\$10,247 34	- \$525 55	\$200 86	2 07%
MANULIFE FINANCIAL CORP CUSIP 56501R106	1,832 000	17 820	32,646 24	33,855 73	- 1,209 49	1,011 26	3 10
Total International Equities			\$42,368 03	\$44,103 07	- \$1,735.04	\$1,212 12	2.86%

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Account Statement For
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
DOMESTIC MUTUAL FUNDS							
ISHARES RUSSELL 2000 ETF SYMBOL IWM CUSIP 464287655	2,246,000	\$134.850	\$302,873.10	\$254,928.71	\$47,944.39	\$4,164.08	1.38%
SPDR S & P 500 ETF TRUST SYMBOL SPY CUSIP 78462F103	358,000	223.530	80,023.74	74,992.05	5,031.69	1,624.96	2.03
SPDR S&P MIDCAP 400 ETF TRUST SYMBOL MDY CUSIP 78467Y107	768,000	301.730	231,728.64	204,904.02	26,824.62	3,026.69	1.31
Total Domestic Mutual Funds			\$614,625.48	\$534,824.78	\$79,800.70	\$8,815.73	1.43%
INTERNATIONAL MUTUAL FUNDS							
ISHARES MSCI EAFE ETF SYMBOL EFA CUSIP 464287465	6,588,000	\$57.730	\$380,325.24	\$375,206.53	\$5,118.71	\$11,667.35	3.07%
ISHARES MSCI EMERGING MARKETS SYMBOL EEM CUSIP 464287234	8,238,000	35.010	288,412.38	270,060.52	18,351.86	5,453.56	1.89
Total International Mutual Funds			\$668,737.62	\$645,267.05	\$23,470.57	\$17,120.91	2.56%
Total Equities			\$2,734,185.38	\$2,192,417.10	\$541,768.28	\$54,735.62	2.00%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Alternative Investments							
OTHER							
AQR MANAGED FUTURES STRATEGY FUND CLASS I #15213 SYMBOL AQMIX CUSIP 00203H859	17,910,448	\$9.320	\$166,925.38	\$180,000.00	-\$13,074.62	\$29.25	0.02%
Total Other			\$166,925.38	\$180,000.00	-\$13,074.62	\$29.25	0.02%
Total Alternative Investments			\$166,925.38	\$180,000.00	-\$13,074.62	\$29.25	0.02%

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Account Statement For
SAMUEL C AND MYRA G POWELL FDN

Period Covered January 1, 2016 - December 31, 2016

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/16	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Real Assets							
REAL ESTATE INVESTMENT TRUSTS (REITS)							
BOSTON PROPERTIES INC COM SYMBOL BXP CUSIP 101121101	381 000	\$125 780	\$47,922 18	\$50,248 64	- \$2,326 46	\$1,143 00	2 38%
EPR PROPERTIES SYMBOL EPR CUSIP 26884U109	706 000	71 770	50,669 62	50,136 87	532 75	2,711 04	5 35
MEDICAL PPTYS TR INC COM SYMBOL MPW CUSIP 58463J304	3,429 000	12 300	42,176 70	49,967 39	- 7,790 69	3,154 68	7 48
OUTFRONT MEDIA INC SYMBOL OUT CUSIP 69007J106	2,251 000	24 870	55,982 37	50,013 62	5,968 75	3,061 36	5 47
RLJ LODGING TRUST SYMBOL RLJ CUSIP 74965L101	2,256 000	24 490	55,249 44	50,453 86	4,795 58	2,977 92	5 39
SABRA HEALTH CARE REIT, INC SYMBOL SBRA CUSIP 78573L106	2,159 000	24 420	52,722 78	50,647 77	2,075 01	3,627 12	6 88
SIMON PROPERTY GROUP INC SYMBOL SPG CUSIP 828806109	236 000	177 670	41,930 12	50,216 93	- 8 286 81	1,534 00	3 65
STAG INDUSTRIAL INC SYMBOL STAG CUSIP 85254J102	2,337 000	23 870	55,784 19	50,271 67	5,512 52	3,271 80	5 86
Total Real Estate Investment Trusts (Reits)			\$402,437 40	\$401,956 75	\$480 65	\$21,480 92	5 34%
REAL ASSET FUNDS							
VANGUARD REIT VIPER SYMBOL VNQ CUSIP 922908553	1,245 000	\$82 530	\$102,749 85	\$113,079 24	- \$10,329 39	\$4,950 12	4 82%
Total Real Asset Funds			\$102,749.85	\$113,079.24	- \$10,329.39	\$4,950 12	4 82%
Total Real Assets			\$505,187 25	\$515,035 99	- \$9,848.74	\$26,431.04	5.23%
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TOTAL ASSETS			ACCOUNT VALUE AS OF 12/31/16 \$5,070,587.08	COST BASIS \$4,539,104.64	UNREALIZED GAIN/LOSS \$531,482.44	ESTIMATED ANNUAL INCOME \$116,618.22	

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