






For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation POWELL CHARITABLE FOUNDATION		A Employer identification number 65-1175747	
Number and street (or P O box number if mail is not delivered to street address) C/O 6629 FAIRWAY VIEW TRAIL		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code ROANOKE, VA 24018		B Telephone number (see instructions) (540) 772-4820	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,149,687		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	450,910			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,037	11,037		
	4 Dividends and interest from securities	133,731	133,731		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	286,329			
	b Gross sales price for all assets on line 6a _____ 2,050,131				
	7 Capital gain net income (from Part IV, line 2)		76,695		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	882,007	221,463		
	13 Compensation of officers, directors, trustees, etc	181,583	136,187		45,396
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	3,125	2,344		781
	c Other professional fees (attach schedule) 	117,128	87,846		29,282
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	3,222	3,222		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	1,195	896		299
	24 Total operating and administrative expenses. Add lines 13 through 23	306,253	230,495		75,758
	25 Contributions, gifts, grants paid	384,550			384,550
	26 Total expenses and disbursements. Add lines 24 and 25	690,803	230,495		460,308
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	191,204			
	b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	450,694	448,975	448,975
	3 Accounts receivable ▶ <u>2,480</u>			
	Less allowance for doubtful accounts ▶ _____	473	2,480	2,480
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	7,722,066	8,698,232	8,698,232
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,173,233	9,149,687	9,149,687	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,173,233	9,149,687	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	8,173,233	9,149,687		
31 Total liabilities and net assets/fund balances (see instructions) .	8,173,233	9,149,687		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,173,233
2 Enter amount from Part I, line 27a	2	191,204
3 Other increases not included in line 2 (itemize) ▶ _____	3	785,250
4 Add lines 1, 2, and 3	4	9,149,687
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	9,149,687

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			

(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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	76,695
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))
2016	422,486	7,870,575	0 053679
2015	517,358	7,867,920	0 065755
2014	487,641	7,543,121	0 064647
2013	411,938	5,385,983	0 076483
2012	369,552	5,464,053	0 067633


2 Total of line 1, column (d)	2	0 328197
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 065639
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,532,527
5 Multiply line 4 by line 3	5	560,067
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	560,067
8 Enter qualifying distributions from Part XII, line 4	8	460,308

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0
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	
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	
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2018 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	
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) ▶ _____		
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	
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 2017 or the taxable year beginning in 2017 (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	Yes

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 N/A	13	Yes	
14	The books are in care of PAUL A POWELL JR Telephone no (540) 772-4820			

Located at **6629 FAIRWAY VIEW TRAIL ROANOKE VA** ZIP+4 **24018**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b			
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 2017? <input type="checkbox"/> 1c			
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> 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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b			
	Organizations relying on a current notice regarding disaster assistance check here.		<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b			

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PAUL A POWELL JR 6629 FAIRWAY VIEW TRAIL ROANOKE, VA 24018	TRUSTEE 18 00	121,583	0	0
WAID B POWELL 4925 BUCKHORN ROAD ROANOKE, VA 24018	TRUSTEE 15 00	60,000	0	0

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

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

Total number of other employees paid over \$50,000. ►**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

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

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

	Expenses
1	
2	
3	
4	

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

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

Total. Add lines 1 through 3. ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	8,210,149
b	Average of monthly cash balances.	1b	449,835
c	Fair market value of all other assets (see instructions).	1c	2,480
d	Total (add lines 1a, b, and c).	1d	8,662,464
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	8,662,464
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	129,937
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,532,527
6	Minimum investment return. Enter 5% of line 5.	6	426,626

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	426,626
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	426,626
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	426,626
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	426,626

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	460,308
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	460,308
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	460,308

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				426,626
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				96,349
b From 2013.				346,512
c From 2014.				110,485
d From 2015.				123,962
e From 2016.				28,957
f Total of lines 3a through e.	706,265			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 460,308				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				426,626
e Remaining amount distributed out of corpus	33,682			
5 Excess distributions carryover applied to 2017 (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	739,947			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	96,349			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	643,598			
10 Analysis of line 9				
a Excess from 2013.				346,512
b Excess from 2014.				110,485
c Excess from 2015.				123,962
d Excess from 2016.				28,957
e Excess from 2017.				33,682

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

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

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

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

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

- c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	384,550
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	11,037	
4	Dividends and interest from securities.			14	133,731	
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			14	76,695	209,634
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).				221,463	209,634
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		431,097

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-11-14 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MARK K MOSDELL		2018-11-14		P00687283
	Firm's name ► SPENCER HAGER & MOSDELL PC				Firm's EIN ► 54-1467814
	Firm's address ► PO BOX 1165 ROANOKE, VA 240061165				Phone no (540) 985-0308

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
APPLE RIDGE FARM541 LUCK AVENUE ROANOKE, VA 24016			YOUTH DEVELOPMENT	2,000
BLUE RIDGE MOUNTIAN COUNCIL 2131 VALLEY VIEW BLVD ROANOKE, VA 24012			YOUTH DEVELOPMENT	4,000
BLUE RIDGE WOMEN'S CENTER 5034 WILLIAMSON AVENUE ROANOKE, VA 24012			ADVOCACY	7,500
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GW CARVER ELEMENTARY SCHOOL 6 E 4TH STREET SALEM, VA 24153			EDUCATION	10,000
E&H COLLEGE30362 GARNAND DRIVE MEADOWVIEW, VA 24361			EDUCATION	40,000
EAST SALEM ELEMENTARY SCHOOL 1765 ROANOKE BLVD SALEM, VA 24153			EDUCATIONAL	10,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAITH CHRISTIAN SCHOOL 3585 BUCK MOUNTAIN ROAD ROANOKE, VA 24018			EDUCATION	35,000
FEEDING AMERICA SWVA 1025 ELECTRIC ROAD SALEM, VA 24153			PHILANTHROPIC	1,000
FELLOWSHIP COMMUNITY CHURCH 1226 RED LANE EXT SALEM, VA 24153			RELIGIOUS	10,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST UNITED METHODIST CHURCH 125 WEST MAIN STREET SALEM, VA 24153			RELIGIOUS	25,000
FISHBURNE MILITARY SCHOOL 255 S WAYNE AVENUE WAYNESBORO, VA 22980			EDUCATIONAL	2,000
SALEM FOOD PANTRY 620 CHAPMAN STREET SALEM, VA 24153			PHILANTHROPIC	5,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEAGUE ANIMAL PROTECTION 603 POOR FARM ROAD FINCASTLE, VA 24090			WILDLIFE	5,000
ROANOKE AREA MINISTRIES 824 CAMPBELL AVENUE SW ROANOKE, VA 24016			RELIGIOUS	4,000
REDEEMER PRESBYTERIAN 560 CINNABAR ROAD CHRISTIANSBURG, VA 24073			RELIGIOUS	4,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RESCUE MISSION MINISTRIES 402 4TH STREET SE ROANOKE, VA 24013			RELIGIOUS	4,000
ROANOKE COLLEGE221 COLLEGE LANE SALEM, VA 24153			EDUCATIONAL	10,000
ROANOKE SYMPHONY 128 CAMPBELL AVENUE SE ROANOKE, VA 24011			ARTS	5,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SALEM HIGH SCHOOL 400 SPARTAN DRIVE SALEM, VA 24153			EDUCATIONAL	3,000
SALEM MUSEUM801 EAST MAIN STREET SALEM, VA 24153			HISTORICAL	5,000
NGA NEEDLEWORK GUILD OF AMERICA PO BOX 206 SALEM, VA 24153			ARTS	10,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SALEM SPORTS FOUNDATION POST OFFICE BOX 642 SALEM, VA 24153			EDUCATIONAL	15,000
SALVATION ARMY724 DALE AVENUE SE ROANOKE, VA 24013			PHILANTHROPIC	4,000
SEARCH MINISTRIES 5038 DORSEY HALL DRIVE ELLCOT CITY, MD 21042			RELIGIOUS	13,850
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTH SALEM ELEMENTARY SCHOOL 1600 CAROLYN ROAD SALEM, VA 24153			EDUCATIONAL	10,000
ST PAULS EPISCOPAL42 E MAIN STREET SALEM, VA 24153			RELIGIOUS	35,850
STAR COMMUNITY 13757 BROADFORDING CHURCH HAGERSTOWN, MD 21740			ADULT CARE	60,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST TEE OF ROANOKE VALLEY 3707 DENSMORE ROAD NW ROANOKE, VA 24017			YOUTH DEVELOPMENT	1,000
VIRGINIA WESTERN COMMUNITY COLLEGE 3095 COLONIAL AVENUE SW ROANOKE, VA 24015			EDUCATIONAL	16,000
WEST SALEM ELEMENTARY SCHOOL 520 BRUFFEY STREET SALEM, VA 24153			EDUCATIONAL	10,000
Total ▶ 3a				384,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG LIFE5401 FALLOWATER LANE ROANOKE, VA 24018			RELIGIOUS	12,000
ST JUDES CHILDREN'S RESEARCH HOSPIT 262 DANNY THOMAS PLACE MEMPHIS, TN 38105			CHILDREN'S WELFARE	2,350
RAFIKI FOUNDATIONPO BOX 1988 EUSTIS, FL 32727			HUMANITARIAN	3,000
Total ▶ 3a				384,550

TY 2017 Accounting Fees Schedule**Name:** POWELL CHARITABLE FOUNDATION**EIN:** 65-1175747**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,125	2,344		781

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: POWELL CHARITABLE FOUNDATION
EIN: 65-1175747

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
WILLIAM SONOMA INC	2016-06	PURCHASE	2017-02		5,369	6,197			-828	
WILLIAM SONOMA INC	2016-10	PURCHASE	2017-02		2,568	2,829			-261	
RAYTHEON COMPANY NEW	2016-10	PURCHASE	2017-03		6,653	5,902			751	
WHIRLPOOL CORP	2016-07	PURCHASE	2017-04		5,810	6,414			-604	
WHIRLPOOL CORP	2016-10	PURCHASE	2017-04		2,988	2,922			66	
REGIONS FINANCIAL CORP	2016-10	PURCHASE	2017-04		2,399	1,712			687	
SUN COMMUNITIES INC	2016-01	PURCHASE	2017-06		3,975	3,380			595	
KROGER COMPANY	2016-08	PURCHASE	2017-06		4,190	6,240			-2,050	
KROGER COMPANY	2016-10	PURCHASE	2017-06		2,095	2,748			-653	
TIME WARNER INC	2016-01	PURCHASE	2017-07		5,490	4,355			1,135	
V F CORP	2016-12	PURCHASE	2017-10		3,762	2,859			903	
GILEAD SCIENCES INC	2017-01	PURCHASE	2017-11		9,521	9,906			-385	
SHARES MSCI EUROPE FINANCIALS ETF	2016-07	PURCHASE	2017-02		8,764	7,333			1,431	
PROSHARES SHORT RUSSELL 2000 ETF	2017-02	PURCHASE	2017-02		14,149	14,752			-603	
SHARES MSCI MEXICO CAPPED ETF	2017-01	PURCHASE	2017-02		9,410	8,414			996	
ISHARES MSCI EUROPE FINANCIALS ETF	2016-07	PURCHASE	2017-02		8,620	7,333			1,287	
GLOBAL X URANIUM ETF	2017-01	PURCHASE	2017-02		6,619	5,172			1,447	
CURRENCY SHARES BRITISH POUND ST TR	2016-10	PURCHASE	2017-02		6,067	6,186			-119	
BANCO SANTANDER SA ADR	2016-07	PURCHASE	2017-02		8,018	6,245			1,773	
POWERSHARE DB AGRICULTURAL ETF FD	2017-02	PURCHASE	2017-03		10,550	10,642			-92	
SPDR SECTOR ENERGY SELECT ETF	2016-12	PURCHASE	2017-03		12,276	13,439			-1,163	
SPDR SECTOR ENERGY SELECT ETF	2017-02	PURCHASE	2017-03		4,759	5,020			-261	
SHARES MSCI EMERG MKTS INDEX ETF	2016-07	PURCHASE	2017-05		985	845			140	
POWERSHARE QQQ TR ETF	2019-10	PURCHASE	2017-05		1,796	1,520			276	
SHARES HIGH DIVIDEND EQUITY ETF	2017-03	PURCHASE	2017-05		14,108	14,387			-279	
POWERSHARE DB BASE METALS FUND	2016-07	PURCHASE	2017-05		10,086	9,308			778	
SPDR TECHNOLOGY SECTOR ETF	2017-05	PURCHASE	2017-05		5,433	5,371			62	
SHARES MSCI EMERG MKTS INDEX ETF	2016-07	PURCHASE	2017-06		11,139	9,396			1,743	
SPDR BLACKSTONE/GSO SR LOAN ETF	2017-05	PURCHASE	2017-09		3,022	3,037			-15	
FOUR CORNERS PPTY TR INC	2010-02	PURCHASE	2017-02		862	788			74	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
QUALCOMM INC	2013-04	PURCHASE	2017-02		5,488	6,644			-1,156	
TEVA PHARMACEUTICAL IND	2010-07	PURCHASE	2017-02		3,403	5,389			-1,986	
VIRGINIA ST HSG DEV AUTH RENTAL-3 1	2014-11	PURCHASE	2017-03		25,000	25,441			-441	
SMALL BUSINESS ADMN GTD DEBENT 5 47	2011-12	PURCHASE	2017-03		2,414	3,678			-1,264	
BECTON DICKINSON CO	2010-01	PURCHASE	2017-04		9,183	3,814			5,369	
SYSCO CORP	2010-01	PURCHASE	2017-04		5,191	2,826			2,365	
UNITED TECHNOLOGIES CORP	2010-03	PURCHASE	2017-04		3,944	2,557			1,387	
DARDEN RESTAURANTS	2010-02	PURCHASE	2017-07		3,577	1,249			2,328	
NATIONAL OILWELL VARCO INC	2011-10	PURCHASE	2017-07		3,387	6,136			-2,749	
VANGUARD SCOTTSDALE SHORT TRM CORP F	2013-10	PURCHASE	2017-07		12,008	12,008				
BRIGHTHOUSE FINANCIAL INC	2010-03	PURCHASE	2017-10		989	774			215	
CME GROUP INC	2014-10	PURCHASE	2017-01		1,155	793			362	
JP MORGAN CHASE CO	2014-10	PURCHASE	2017-01		3,468	2,254			1,214	
JP MORGAN CHASE CO	2015-01	PURCHASE	2017-01		867	560			307	
FORTIVE CORP	2014-10	PURCHASE	2017-01		1,339	956			383	
FORTIVE CORP	2015-09	PURCHASE	2017-01		1,607	1,147			460	
PRAXAIR INC	2014-10	PURCHASE	2017-01		2,356	2,490			-134	
PVH CORP	2014-10	PURCHASE	2017-02		428	554			-126	
PVH CORP	2014-11	PURCHASE	2017-02		2,568	3,751			-1,183	
PVH CORP	2015-04	PURCHASE	2017-02		856	1,084			-228	
PRICELINE GROUP INC	2015-03	PURCHASE	2017-03		3,470	2,464			1,006	
CARMAX INC	2014-10	PURCHASE	2017-03		1,254	935			319	
DISCOVERY COMMUNICATIONS INC	2015-01	PURCHASE	2017-05		3,192	3,558			-366	
SMUCKER JM COMPANY	2014-10	PURCHASE	2017-06		3,842	3,015			827	
LIBERTY MEDIA CORP A SERIUSXM	2016-04	PURCHASE	2017-06		986				986	
AMAZON COM INC	2014-10	PURCHASE	2017-06		983	302			681	
GENERAL ELECTRIC CO	2014-10	PURCHASE	2017-10		1,726	1,994			-268	
PROCTER & GAMBLE CO	2015-05	PURCHASE	2017-01		7,928	7,679			249	
JP MORGAN CHASE CO	2014-10	PURCHASE	2017-01		4,027	2,649			1,378	
LAMAR ADVERTISING CO	2014-10	PURCHASE	2017-02		3,390	2,166			1,224	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
WELLS FARGO & CO NEW	2014-10	PURCHASE	2017-02		4,062	3,424			638	
RAYTHEON COMPANY NEW	2014-10	PURCHASE	2017-03		6,189	3,844			2,345	
REGIONS FINANCIAL CORP	2015-07	PURCHASE	2017-04		7,198	5,289			1,909	
SUN COMMUNITIES INC	2014-10	PURCHASE	2017-05		6,000	3,614			2,386	
SUN COMMUNITIES INC	2014-10	PURCHASE	2017-06		1,413	826			587	
TIME WARNER INC	2015-06	PURCHASE	2017-07		8,983	7,937			1,046	
TIME WARNER INC	2015-12	PURCHASE	2017-07		1,298	845			453	
BOEING CO	2016-03	PURCHASE	2017-08		3,827	1,923			1,904	
3M COMPANY	2014-10	PURCHASE	2017-10		4,740	3,011			1,729	
MCDONALDS CORP	2015-01	PURCHASE	2017-10		3,781	2,109			1,672	
ILLINOIS TOOL WORKS INC	2014-10	PURCHASE	2017-11		4,206	2,243			1,963	
BLACK KNIGHT INC	2014-10	PURCHASE	2017-11		2,168	1,074			1,094	
BLACK KNIGHT INC	2015-12	PURCHASE	2017-11		1,707	848			859	
BLACK KNIGHT INC	2016-03	PURCHASE	2017-11		923	459			464	
BLACK KNIGHT INC	2016-10	PURCHASE	2017-11		2,399	1,192			1,207	
BOEING CO	2016-03	PURCHASE	2017-11		3,747	1,682			2,065	
AMG YACKTMAN FUND SERVICE CLASS	2011-03	PURCHASE	2017-02		3,000	2,457			543	
HARDING LOEVNER EMERG MKTS PORT FUND	2016-06	PURCHASE	2017-10		2,437	1,772			665	
JP MORGAN U S LARGE CAP CORE PLUS S	2011-06	PURCHASE	2017-10		2,328	1,492			836	
CLEARBRIDGE DIVIDEND STRATEGY FUND I	2011-03	PURCHASE	2017-10		2,012	1,281			731	
LOOMIS SAYLES GROWTH FUND Y	2013-07	PURCHASE	2017-10		5,143	2,800			2,343	
CHAMPLAIN MID CAP FUND	2011-05	PURCHASE	2017-10		2,396	1,753			643	
T ROWE PRICE SMALL CAP VALUE FUND	2010-01	PURCHASE	2017-10		1,380	931			449	
T ROWE PRICE SMALL CAP VALUE FUND	2010-02	PURCHASE	2017-10		1,483	1,001			482	
MFS RESEARCH FUND	2010-01	PURCHASE	2017-10		345	203			142	
MFS RESEARCH FUND	2010-02	PURCHASE	2017-10		1,592	938			654	
EURO PACIFIC GROWTH FUND F2	2010-01	PURCHASE	2017-10		1,190	868			322	
AMERICAN FUNDS CL F2	2012-01	PURCHASE	2017-10		1,832	1,170			662	
JOHN HANCOCK DISCIPLINED VALUE MID C	2014-02	PURCHASE	2017-10		1,451	1,046			405	
T ROWE PRICE SMALL CAP VALUE FUND	2010-02	PURCHASE	2017-11		447	304			143	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
T ROWE PRICE SMALL CAP VALUE FUND	2010-03	PURCHASE	2017-11		1,741	1,182			559	
T ROWE PRICE SMALL CAP VALUE FUND	2010-04	PURCHASE	2017-11		1,664	1,130			534	
T ROWE PRICE SMALL CAP VALUE FUND	2010-05	PURCHASE	2017-11		1,743	1,184			559	
T ROWE PRICE SMALL CAP VALUE FUND	2010-06	PURCHASE	2017-11		1,401	952			449	
PIONEER ILS INTERVAL FUND	2016-01	PURCHASE	2017-06		10,123	10,024			99	
GOLDMAN SACHS LARGE CAP VALUE FD I	2008-10	PURCHASE	2017-04		70,354	51,391			18,963	
GOLDMAN SACHS LARGE CAP VALUE FD I	2011-08	PURCHASE	2017-04		13,671	9,986			3,685	
GOLDMAN SACHS LARGE CAP VALUE FD I	2015-09	PURCHASE	2017-04		40,327	29,458			10,869	
GOLDMAN SACHS LARGE CAP VALUE FD I	2016-01	PURCHASE	2017-04		19,918	14,549			5,369	
VOYA INTL REAL ESTATE FUND	2008-10	PURCHASE	2017-06		20,068	19,486			582	
VOYA INTL REAL ESTATE FUND	2014-05	PURCHASE	2017-06		5,188	5,038			150	
VOYA INTL REAL ESTATE FUND	2015-09	PURCHASE	2017-06		5,705	5,540			165	
VOYA INTL REAL ESTATE FUND	2016-01	PURCHASE	2017-06		7,234	7,024			210	
TOUCHSTONE SMALL CAP CORE FUND I	2015-07	PURCHASE	2017-07		11,915	14,661			-2,746	
TOUCHSTONE SMALL CAP CORE FUND I	2015-09	PURCHASE	2017-07		27,107	30,055			-2,948	
TOUCHSTONE SMALL CAP CORE FUND I	2016-01	PURCHASE	2017-07		17,653	14,564			3,089	
GUGGENHEIM ENHANCED SH DURATION BD	2015-12	PURCHASE	2017-02		12,031	11,990			41	
SHARES CORE S&P 500 INDEX FUND	2012-10	PURCHASE	2017-02		464	294			170	
ISHARES CORE S&P 500 INDEX FUND	2012-11	PURCHASE	2017-02		10,675	6,518			4,157	
SHARES CORE S&P 500 INDEX FUND	2012-12	PURCHASE	2017-02		9,515	5,916			3,599	
SPDR BARCLAY SHORT TRM HIGH YLD BOND	2015-12	PURCHASE	2017-02		15,428	14,444			984	
SHARES CORE US AGGREGATE BOND ETF	2015-04	PURCHASE	2017-04		5,878	6,011			-133	
FIRST TR LARGE CAP CORE ALPHADEx ETF	2014-01	PURCHASE	2017-05		2,814	2,213			601	
FIRST TR LARGE CAP CORE ALPHADEx ETF	2014-01	PURCHASE	2017-06		20,450	15,779			4,671	
SHARES MSCI USA MINIMUM VOLATILITY	2015-06	PURCHASE	2017-07		19,355	16,183			3,172	
'SHARES MSCI USA MINIMUM VOLATILITY	2015-08	PURCHASE	2017-07		343	295			48	
'SHARES CORE US AGGREGATE BOND ETF	2015-04	PURCHASE	2017-07		7,213	7,347			-134	
SPDR BLACKSTONE/GSO SR LOAN ETF	2013-07	PURCHASE	2017-07		7,006	7,366			-360	
SPDR BARCLAY SHORT TRM HIGH YLD BOND	2015-12	PURCHASE	2017-07		139	131			8	
SPDR BARCLAY SHORT TRM HIGH YLD BOND	2016-02	PURCHASE	2017-07		8,717	7,535			1,182	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ISHARES CORE S&P 500 INDEX FUND	2012-12	PURCHASE	2017-09		1,503	866			637	
SHARES CORE S&P 500 INDEX FUND	2013-09	PURCHASE	2017-09		18,291	12,414			5,877	
SHARES CORE US AGGREGATE BOND ETF	2015-04	PURCHASE	2017-09		3,746	3,785			-39	
SPDR BLACKSTONE/GSO SR LOAN ETF	2013-07	PURCHASE	2017-09		3,966	4,181			-215	
FIRST TR LARGE CAP CORE ALPHADEX ETF	2014-01	PURCHASE	2017-01		9,173	6,680			2,493	
FIRST TR LARGE CAP CORE ALPHADEX ETF	2014-05	PURCHASE	2017-01		6,472	4,871			1,601	
ISHARES BARCLAY SHORT TREAS BOND FU	2016-01	PURCHASE	2017-06		49,627	49,601			26	
FOUR CORNERS PPTY TR INC	2016-03	PURCHASE	2017-02		316	240			76	
SHIRE PLC ADR	2016-06	PURCHASE	2017-04		3,081	3,458			-377	
GUGGENHEIM S&P 500 EQUAL WT TECH	2016-10	PURCHASE	2017-03		10,697	9,517			1,180	
GUGGENHEIM S&P 500 EQ (RYE)	2016-12	PURCHASE	2017-03		8,419	8,938			-519	
GUGGENHEIM S&P 500 EQ WEIGHT FIN (2016-12	PURCHASE	2017-03		45,320	41,567			3,753	
GUGGENHEIM S&P 500 EQUAL WT MATERI	2016-11	PURCHASE	2017-03		956	846			110	
GUGGENHEIM S&P 500 EQUAL WT MATERI	2016-11	PURCHASE	2017-03		9,559	8,461			1,098	
GUGGENHEIM S&P 500 EQUAL WEIGHT (R	2016-12	PURCHASE	2017-03		8,996	8,486			510	
SHARES CORE US AGGREGATE BOND ETF	2016-11	PURCHASE	2017-03		3,797	3,899			-102	
'SHARES FLOATING RATE BOND ETF	2016-11	PURCHASE	2017-03		4,561	4,570			-9	
SPDR GOLD SHARES ETF	2016-07	PURCHASE	2017-03		2,987	3,243			-256	
SHARES GLOBAL (IXC) ENERGY ETF	2016-11	PURCHASE	2017-01		27,198	25,223			1,975	
SHARES 1-3 YR TREAS BOND FUND	2016-01	PURCHASE	2017-02		47,706	47,974			-268	
SHARES MSCI EAFE SMALL CAP ETF	2017-02	PURCHASE	2017-07		53,217	48,883			4,334	
SHARES MSCI EAFE MIN VOLAT ETF	2017-07	PURCHASE	2017-08		54,976	54,028			948	
SHARES GLOBAL TECHNOLOGY ETF	2017-01	PURCHASE	2017-08		4,088	3,325			763	
SHARES GLOBAL TECHNOLOGY ETF	2017-01	PURCHASE	2017-09		30,214	23,829			6,385	
'SHARES MSCI EAFE SMALL CAP ETF	2017-08	PURCHASE	2017-09		58,399	58,009			390	
SHARES GLOBAL UTILITIES	2017-09	PURCHASE	2017-10		29,125	29,953			-828	
SHARES MSCI EMERG MKTS INDEX ETF	2017-09	PURCHASE	2017-10		58,694	58,815			-121	
SHARES GLOBAL (IXG) FINANCIAL E	2016-12	PURCHASE	2017-11		30,117	25,095			5,022	
ISHARES GLOBAL (EXI) INDUSTRIAL ETF	2017-10	PURCHASE	2017-12		30,712	29,794			918	
SHARES MSCI EMERG MKTS INDEX ETF	2017-12	PURCHASE	2017-12		31,334	30,673			661	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PRAXAIR INC	2016-01	PURCHASE	2017-01		1,767	1,470			297	
DISCOVERY COMMUNICATIONS INC	2016-05	PURCHASE	2017-05		1,277	1,291			-14	
APPLIED MATERIALS INC	2017-01	PURCHASE	2017-08		3,182	2,592			590	
HORMEL FOODS	2017-03	PURCHASE	2017-09		3,458	3,796			-338	
ALLERGEN PLC	2017-06	PURCHASE	2017-10		3,128	4,002			-874	
GENERAL ELECTRIC CO	2017-01	PURCHASE	2017-10		1,510	2,122			-612	
SHARES NASDAQ BIOTECHNOLOGY ETF	2017-01	PURCHASE	2017-11		3,945	3,580			365	
'SHARES US UTILITY ETF	2016-08	PURCHASE	2017-01		17,119	17,602			-483	
FIRST TR VII GLOB TACTICAL COMMOD	2016-07	PURCHASE	2017-01		41,888	43,738			-1,850	
POWERSH ACTIVELY MGED DB OPT YLD C	2016-07	PURCHASE	2017-01		42,500	43,817			-1,317	
ISHARES MSCI INDONESIA ETF	2017-01	PURCHASE	2017-03		17,985	17,941			44	
SHARES MSCI PERU INDEX FUND	2017-01	PURCHASE	2017-05		17,230	17,328			-98	
'SHARES MSCI BRAZIL CAPPED ETF	2017-01	PURCHASE	2017-05		17,256	17,934			-678	
ISHARES US ETF	2017-01	PURCHASE	2017-09		19,136	17,688			1,448	
SHARES MSCI RUSSIA CAPPED	2017-03	PURCHASE	2017-09		18,656	17,966			690	
ISHARES MSCI NEW ZEALND CAPPED E	2017-01	PURCHASE	2017-11		18,592	17,953			639	
FIRST TR VII GLOB TACTICAL COMMOD	2016-06	PURCHASE	2017-01		43,805	45,654			-1,849	
FIRST TR VII GLOB TACTICAL COMMOD	2016-08	PURCHASE	2017-01		10,221	10,500			-279	
POWERSH ACTIVELY MGED DB OPT YLD C	2016-06	PURCHASE	2017-01		44,271	45,798			-1,527	
POWERSH ACTIVELY MGED DB OPT YLD C	2016-08	PURCHASE	2017-01		10,243	10,343			-100	
ISHARES MSCI INDONESIA ETF	2017-01	PURCHASE	2017-03		22,622	22,439			183	
SHARES MSCI PERU INDEX FUND	2017-01	PURCHASE	2017-04		21,247	22,409			-1,162	
SHARES MSCI BRAZIL CAPPED ETF	2017-01	PURCHASE	2017-05		20,814	22,554			-1,740	
ISHARES MSCI RUSSIA CAPPED	2017-03	PURCHASE	2017-06		21,153	22,824			-1,671	
ISHARES US ETF	2017-01	PURCHASE	2017-08		23,214	21,863			1,351	
ISHARES MSCI NEW ZEALND CAPPED E	2017-01	PURCHASE	2017-11		23,477	22,599			878	
PROCTER & GAMBLE CO	2016-10	PURCHASE	2017-01		4,423	4,674			-251	
SHORT TERM GAIN/LOSS FROM PASSTHROUG		PURCHASE			3,403				3,403	
LONG TERM GAIN/LOSS FROM PASS THROUG		PURCHASE			71,641				71,641	

TY 2017 Investments Corporate Stock Schedule**Name:** POWELL CHARITABLE FOUNDATION**EIN:** 65-1175747

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLB&B MANAGED ACCOUNT	356,702	356,702
CATWABA/FIDELITY BROKERAGE	825,367	825,367
DAVENPORT & CO LLC	2,849,641	2,849,641
GREYSTON/METLIFE SECURITY	25,209	25,209
RAYMOND JAMES FREEDOM	368,787	368,787
WELLS FARGO BK AGENCY	2,658,387	2,658,387
CLAYTOR EQUITY PARTNERS	807,613	807,613
CHARLES SHWAB	124,594	124,594
TD AMERITRADE		
EW F PARTNERS	681,932	681,932

TY 2017 Other Expenses Schedule**Name:** POWELL CHARITABLE FOUNDATION**EIN:** 65-1175747**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	1,195	896		299

TY 2017 Other Increases Schedule

Name: POWELL CHARITABLE FOUNDATION

EIN: 65-1175747

Description	Amount
UNREALIZED GAIN	785,250

TY 2017 Other Professional Fees Schedule**Name:** POWELL CHARITABLE FOUNDATION**EIN:** 65-1175747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	62,128	46,596		15,532
MEETING FEES	55,000	41,250		13,750

**TY 2017 Substantial Contributors
Schedule****Name:** POWELL CHARITABLE FOUNDATION**EIN:** 65-1175747

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

TY 2017 Taxes Schedule**Name:** POWELL CHARITABLE FOUNDATION**EIN:** 65-1175747

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	3,222	3,222		

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2017
	Name of the organization POWELL CHARITABLE FOUNDATION	Employer identification number 65-1175747

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization POWELL CHARITABLE FOUNDATION	Employer identification number 65-1175747
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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	JOHN POWELL TCLAT	\$ 90,182	Person <input checked="" type="checkbox"/>
	303 APPERSON DRIVE		Payroll <input type="checkbox"/>
	SALEM, VA24153		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	PEGGY DANIELS TCLAT	\$ 90,182	Person <input checked="" type="checkbox"/>
	303 APPERSON DRIVE		Payroll <input type="checkbox"/>
	SALEM, VA24153		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	WILLIAM POWELL TCLAT	\$ 90,182	Person <input checked="" type="checkbox"/>
	303 APPERSON DRIVE		Payroll <input type="checkbox"/>
	SALEM, VA24153		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	PAUL POWELL TCLAT	\$ 90,182	Person <input checked="" type="checkbox"/>
	303 APPERSON DRIVE		Payroll <input type="checkbox"/>
	SALEM, VA24153		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	MARY ROBERTS TCLAT	\$ 90,182	Person <input checked="" type="checkbox"/>
	303 APPERSON DRIVE		Payroll <input type="checkbox"/>
	SALEM, VA24153		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)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization POWELL CHARITABLE FOUNDATION	Employer identification number 65-1175747
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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
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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