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Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
The Powell Foundation

Number and street (or P O box number if mail is not delivered to street address)
2001 Kirby Drive

City or town, state or province, country, and ZIP or foreign postal code
Houston, TX 77019

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) \$ 206,857,206

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
74-6104592

B Telephone number (see instructions)
(713) 523-7557

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) (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)			
	2 Check ☒ if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	5,058,205	5,058,205	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	2,936,926		
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)		2,936,926	
	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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	7,995,131	7,995,131		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,250	9,030	66,220
	14 Other employee salaries and wages	412,062	20,603	392,179
	15 Pension plans, employee benefits	98,319	5,424	93,238
	16a Legal fees (attach schedule)	6,576		6,576
	b Accounting fees (attach schedule)	8,038	3,102	4,936
	c Other professional fees (attach schedule)	367,146	366,246	900
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	249,554	175,592	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy	37,500	1,875	42,920
	21 Travel, conferences, and meetings	36,400	1,764	34,580
	22 Printing and publications			
	23 Other expenses (attach schedule)	39,972	15,301	31,171
	24 Total operating and administrative expenses. Add lines 13 through 23	1,330,817	598,937	672,720
	25 Contributions, gifts, grants paid	7,711,294		7,911,294
	26 Total expenses and disbursements. Add lines 24 and 25	9,042,111	598,937	8,584,014
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,046,980		
	b Net investment income (if negative, enter -0-)		7,396,194	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	988,783	1,455,275	1,455,275
	2 Savings and temporary cash investments	1,572,622	244,443	244,443
	3 Accounts receivable ▶ <u>66,027</u>			
	Less allowance for doubtful accounts ▶ _____	40,307	66,027	66,027
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	310		
	10a Investments—U S and state government obligations (attach schedule)	3,784,788	3,636,548	3,636,548
	b Investments—corporate stock (attach schedule)	217,126,656	193,645,412	193,645,412
	c Investments—corporate bonds (attach schedule)	8,138,404	7,809,501	7,809,501
	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)	231,651,870	206,857,206	206,857,206	
Liabilities	17 Accounts payable and accrued expenses	22,211	1	
	18 Grants payable	400,000	200,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	422,211	200,001	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	231,229,659	206,657,205	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	231,229,659	206,657,205	
	31 Total liabilities and net assets/fund balances (see instructions) .	231,651,870	206,857,206	

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	231,229,659
2 Enter amount from Part I, line 27a	2	-1,046,980
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	230,182,679
5 Decreases not included in line 2 (itemize) ▶ _____	5	23,525,474
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	206,657,205

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,081,263		9,144,337	2,936,926
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			2,936,926
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,936,926
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))
2017	6,837,633	194,158,987	0 03522
2016	1,901,852	138,733,720	0 01371
2015	1,489,444	31,093,968	0 04790
2014	1,363,062	30,660,751	0 04446
2013	1,220,731	27,517,329	0 04436

2 Total of line 1, column (d)	2	0 185645
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 037129
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	225,842,192
5 Multiply line 4 by line 3	5	8,385,295
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	73,962
7 Add lines 5 and 6	7	8,459,257
8 Enter qualifying distributions from Part XII, line 4	8	8,584,014

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	73,962
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	73,962
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	73,962
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	117,000
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	117,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	43,038
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 43,038 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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

Located at **2001 Kirby Drive 1011 Houston TX**ZIP+4 **77019**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2018, 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	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶ 20____, 20____, 20____, 20____ ☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	No
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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
Caroline J Sabin	Executive Director	174,000	26,278	
2001 Kirby Drive 1011 Houston, TX 77019	40 00			
Nicole T Ellis	Prgm Officer	98,584	13,770	
2001 Kirby Drive 1011 Houston, TX 77019	40 00			
Crystal M Ross	Grant Admin	59,155	9,663	
2001 Kirby Drive 1011 Houston, TX 77019	40 00			
Chris Ehlinger	Controller	55,533	11,312	
2001 Kirby Drive 1011 Houston, TX 77019	40 00			
Total number of other employees paid over \$50,000.				

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fayez Sarofim & Co	Investment mgmt	366,246
909 Fannin St		
Houston, TX 77010		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	226,938,020
b	Average of monthly cash balances.	1b	2,343,393
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	229,281,413
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	229,281,413
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,439,221
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	225,842,192
6	Minimum investment return. Enter 5% of line 5.	6	11,292,110

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	11,292,110
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	73,962
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	73,962
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	11,218,148
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,218,148
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	11,218,148

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	8,584,014
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	8,584,014
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	73,962
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,510,052

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				11,218,148
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			8,191,539	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>8,584,014</u>				
a Applied to 2017, but not more than line 2a			8,191,539	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				392,475
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				10,825,673
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 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

Part XV	
1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed The Powell Foundation 2001 Kirby Drive 1011 Houston, TX 77019 (713) 523-7557 csabin@powellfoundation.org	
b The form in which applications should be submitted and information and materials they should include See attachment as well as the Foundation's website (www.powellfoundation.org) for application and guidelines	
c Any submission deadlines None	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors See attachment and website	

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

Recipient	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 attachment State and zip code for efilgng purposes, TX 77019			See attachment	7,911,294
Total ► 3a				
b <i>Approved for future payment</i> Communities in Schools of Houston I 1235 North Loop West Houston, TX 77008	N/A	PC	General support	150,000
University of Houston 4800 Calhoun Rd Houston, TX 77004	N/A	GOV	General support forthe College ofEducation	50,000
Total ► 3b				

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

Form **990-PF** (2018)

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)(3) (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)(3) (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

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.

Sign Here	*****	2019-05-01	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Jody Blazek				P00072674
	Firm's name ► Blazek & Vetterling				Firm's EIN ► 76-0269860
	Firm's address ► 2900 Wesleyan Suite 200 Houston, TX 770275132				Phone no (713) 439-5739

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Katherine Osborne Valdez	President/Dir 20 00	75,250	1,505	
2001 Kirby Drive 1011 Houston, TX 77019				
Ben H Powell V	VP/Treas/Dir 3 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Albert S Tabor	VP/Sec/Dir 3 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Harvin C Moore IV	Treasurer/Dir 2 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Charles F Caldwell	Director 2 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Marian M Casey	Director 3 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Marian P Harrison	Director 1 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Katherine P Hill	Director 1 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Molly N Kidd	Director 1 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Nancy Powell Moore	Director 2 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Ben H Powell VI	Director 2 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				
Jan L Redford	Director 3 00	0		
2001 Kirby Drive 1011 Houston, TX 77019				

TY 2018 Accounting Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping	2,038	102	0	1,936
Tax compliance	6,000	3,000	0	3,000

TY 2018 Investments Corporate Bonds Schedule

Name: The Powell Foundation

EIN: 74-6104592

Software ID: 18007218

Software Version: 2018v3.1

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
500,000 Altria Group Inc 2.85 08/09/2022	479,990	479,990
500,000 American Express 2.65 12/02/2022	483,700	483,700
500,000 Anheuser-Busch 3.3 02/01/2023	486,175	486,175
500,000 AT&T Inc 3 06/30/2022	487,625	487,625
500,000 Bank Of America 3.5 04/19/2026	481,170	481,170
500,000 Enterprise Prod 3.95 02/15/2027	497,795	497,795
500,000 Gilead Sciences 3.25 09/01/2022	498,825	498,825
500,000 Goldman Sachs 2.625 04/25/2021	486,980	486,980
100,000 Goldman Sachs 3.75 05/22/2025	95,677	95,677
500,000 Home Depot Inc 2.625 06/01/2022	494,755	494,755
500,000 JPMorgan Chase 3.25 09/23/2022	496,030	496,030
450,000 McDonald's Corp 3.5 03/01/2027	437,045	437,045
500,000 Morgan Stanley 3.625 01/20/2027	475,200	475,200
500,000 Pepsico Inc 2.375 10/06/2026	459,025	459,025
500,000 Philip Morris Intl 2.75 02/25/20	462,165	462,165
500,000 Verizon Comm 4.125 03/16/2027	500,384	500,384
500,000 Wells Fargo 3.069 01/24/2023	486,960	486,960

TY 2018 Investments Corporate Stock Schedule

Name: The Powell Foundation

EIN: 74-6104592

Software ID: 18007218

Software Version: 2018v3.1

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
30,400 Abbott Laboratories	2,198,832	2,198,832
56,140 Abbvie Inc	5,175,547	5,175,547
13,000 Air Products & Chemicals Inc	2,080,650	2,080,650
5,350 Alphabet Inc Cl C	5,540,514	5,540,514
31,400 Altria Group Inc	1,550,846	1,550,846
970 Amazon.com Inc	1,456,911	1,456,911
43,100 American Express Co	4,108,292	4,108,292
19,810 Anheuser-Busch Inbev	1,303,696	1,303,696
31,300 Apple Inc	4,937,262	4,937,262
5,000 ASML Holding	778,100	778,100
10,415 Automatic Data Processing	1,365,615	1,365,615
5,700 Blackrock Inc	2,239,074	2,239,074
6,650 Canadian Pacific Railway Ltd	1,181,173	1,181,173
25,300 Chevron Corp	2,752,387	2,752,387
24,100 Chubb Ltd	3,113,238	3,113,238
118,870 Comcast Corp Cl A	4,047,524	4,047,524
46,700 Conocophillips	2,911,745	2,911,745
5,900 Constellation Brands Inc Cl A	948,838	948,838
30,100 Estee Lauder Companies Cl A	3,916,010	3,916,010
33,260 Exxon Mobil Corp	2,267,999	2,267,999
34,700 Facebook Inc Cl A	4,548,823	4,548,823
2,550 Home Depot Inc	438,141	438,141
36,900 Infineon Technologies	732,502	732,502
24,600 Intercontinental Exchange	1,853,118	1,853,118
2,800 Intuitive Surgical Inc	1,340,976	1,340,976
40,300 JPMorgan Chase & Co	3,934,086	3,934,086
41,701 Kinder Morgan Inc	641,361	641,361
11,400 Linde Plc	1,778,856	1,778,856
7,500 McDonald's Corp	1,331,775	1,331,775
67,010 Microsoft Corp	6,806,206	6,806,206

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
34,307 Mondelez International Inc Cl A	1,373,309	1,373,309
64,250 Nestle Sa Spons Adr	5,201,038	5,201,038
23,180 Nike Inc Cl B	1,718,565	1,718,565
47,600 Novo-Nordisk A/S	2,192,932	2,192,932
16,400 Pepsico Inc	1,811,872	1,811,872
63,800 Philip Morris International	4,259,288	4,259,288
5,000 Phillips 66	430,750	430,750
59,500 Roche Holdings Ltd	1,836,349	1,836,349
9,400 S&P Global Inc	1,597,436	1,597,436
27,400 State Street Corp	1,728,118	1,728,118
57,150 Texas Instruments Inc	5,400,675	5,400,675
65,080 The Coca-Cola Co	3,081,538	3,081,538
1,800 The Sherwin-Williams Co	708,228	708,228
13,500 The Walt Disney Co	1,480,275	1,480,275
31,000 Total SA Spon Adr	1,617,580	1,617,580
16,500 Twenty-First Century Fox Cl A	793,980	793,980
3,400 Twenty-First Century Fox Cl B	162,452	162,452
24,900 Union Pacific Corp	3,441,927	3,441,927
18,450 United Technologies Corp	1,964,556	1,964,556
13,970 Unitedhealth Group Inc	3,480,206	3,480,206
689,638 Vanguard Mid-Cap Index Fund	26,054,534	26,054,534
361,726 Vanguard Total Int Stock Index F	36,700,718	36,700,718
14,450 Verisk Analytics Inc	1,575,628	1,575,628
42,310 Visa Inc Cl A	5,582,381	5,582,381
12,720 Walmart Inc	1,184,868	1,184,868
21,400 Wells Fargo & Co	986,112	986,112

TY 2018 Investments Government Obligations Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1**US Government Securities - End
of Year Book Value:**

3,636,548

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

3,636,548

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

TY 2018 Legal Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance and counsel	6,576	0	0	6,576

TY 2018 Other Decreases Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1

Description	Amount
Unrealized decline in value of investments	23,525,474

TY 2018 Other Expenses Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges and custody fees	14,389	14,389		
Dues and subscriptions	850			850
Insurance	3,031	152		2,879
Office expense	6,603	330		6,273
Payroll processing fees	4,689	234		4,455
Software expense	6,500			13,000
Technology expenses	395	20		375
Telephone	3,515	176		3,339

TY 2018 Other Professional Fees Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Executive coaching	900	0	0	900
Investment management and counsel	366,246	366,246	0	0

TY 2018 Taxes Schedule**Name:** The Powell Foundation**EIN:** 74-6104592**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	73,962			
Foreign tax	175,592	175,592		