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Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2009

Department of the Treasury
 Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning **04/01, 2009**, and ending **03/31, 2010**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation POTT FOUNDATION MAIN IUA		A Employer identification number 35-6290997
	Number and street (or P O box number if mail is not delivered to street address) P O BOX 630858	Room/suite	B Telephone number (see page 10 of the instructions) (513) 534-5310
	City or town, state, and ZIP code CINCINNATI, OH 45263-0858		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) **\$ 4,829,681.**
 J Accounting method: Cash Accrual 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 page 11 of the 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 <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	55,431.	55,431.		STMT 1
4 Dividends and interest from securities	73,996.	73,763.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	62,188.			
b Gross sales price for all assets on line 6a 990,215.				
7 Capital gain net income (from Part IV, line 2)		62,188.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold AUG 7 2010				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	7,801.			STMT 3
12 Total. Add lines 1 through 11	199,416.	191,382.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	550.	275.	NONE	275.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	1,319.	1,319.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	48,201.	48,193.		8.
24 Total operating and administrative expenses. Add lines 13 through 23	50,070.	49,787.	NONE	283.
25 Contributions, gifts, grants paid	225,468.			225,468.
26 Total expenses and disbursements. Add lines 24 and 25	275,538.	49,787.	NONE	225,751.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-76,122.			
b Net investment income (if negative, enter -0-)		141,595.		
c Adjusted net income (if negative, enter -0-)				

SCANNED AUG 27 2010 Operating and Administrative Expenses

P 2512

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	498.	693.	693.	
2 Savings and temporary cash investments	399,549.	91,464.	91,464.	
3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
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 page 16 of the instructions)				
7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE			
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10 a Investments - U S and state government obligations (attach schedule)				
b Investments - corporate stock (attach schedule)	2,297,742.	2,748,956.	3,336,235.	
c Investments - corporate bonds (attach schedule)	1,548,414.	1,328,970.	1,401,289.	
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)	4,246,203.	4,170,083.	4,829,681.	
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)				
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds	4,246,203.	4,170,083.		
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 page 17 of the instructions)	4,246,203.	4,170,083.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,246,203.	4,170,083.		

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	4,246,203.
2 Enter amount from Part I, line 27a	2	-76,122.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2.
4 Add lines 1, 2, and 3	4	4,170,083.
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	4,170,083.

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	SEE PART IV DETAIL			
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				
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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	62,188.
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	300,616.	4,601,365.	0.06533191781
2007	295,195.	5,304,707.	0.05564774831
2006	309,212.	5,527,837.	0.05593724996
2005	266,166.	5,391,507.	0.04936764433
2004	408,108.	5,312,577.	0.07681921599
2	Total of line 1, column (d)		2 0.30310377640
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 0.06062075528
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4 4,368,022.
5	Multiply line 4 by line 3		5 264,793.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,416.
7	Add lines 5 and 6		7 266,209.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		8 225,751.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 1,904.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and reporting requirements. Includes checkboxes for 'Yes' and '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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> FIFTH THIRD BANK Telephone no <input type="checkbox"/> (812) 456-3215			
Located at <input type="checkbox"/> P.O. BOX 719, EVANSVILLE, IN ZIP + 4 <input type="checkbox"/> 47705				
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 <input type="checkbox"/> 15			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <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 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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 2009 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 2009)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Yes 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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 page 22 of the 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 STATEMENT 9		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 Yes No **NONE**

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 page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,204,936.
b	Average of monthly cash balances	1b	229,604.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,434,540.
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	NONE
3	Subtract line 2 from line 1d	3	4,434,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	66,518.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,368,022.
6	Minimum investment return. Enter 5% of line 5	6	218,401.

Part XI Distributable Amount (see page 25 of the 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	218,401.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,832.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,832.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	215,569.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	215,569.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	215,569.

Part XII Qualifying Distributions (see page 25 of the 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	225,751.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	225,751.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	225,751.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				215,569.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	157,969.			
b From 2005	3,731.			
c From 2006	37,304.			
d From 2007	39,616.			
e From 2008	72,402.			
f Total of lines 3a through e	311,022.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 225,751.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				215,569.
e Remaining amount distributed out of corpus	10,182.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	321,204.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	157,969.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	163,235.			
10 Analysis of line 9:				
a Excess from 2005	3,731.			
b Excess from 2006	37,304.			
c Excess from 2007	39,616.			
d Excess from 2008	72,402.			
e Excess from 2009	10,182.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

Table with columns: Tax year (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

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.
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 10

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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)				
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 12</p>				
<p>Total ▶ 3a</p>				225,468.
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					2,744.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,107.	
3,564.00		135. AT&T INC PROPERTY TYPE: SECURITIES 5,010.00					03/16/2007 -1,446.00	09/16/2009
6,407.00		245. AT&T INC PROPERTY TYPE: SECURITIES 6,507.00					11/26/2008 -100.00	11/19/2009
867.00		20. ABBOTT LABS PROPERTY TYPE: SECURITIES 936.00					08/11/2005 -69.00	05/19/2009
646.00		13. ABBOTT LABS PROPERTY TYPE: SECURITIES 659.00					11/26/2008 -13.00	10/13/2009
645.00		10. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 666.00					06/02/2006 -21.00	05/19/2009
4,117.00		50. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 962.00					09/24/1993 3,155.00	10/13/2009
8,160.00		100. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 6,831.00					04/18/2006 1,329.00	10/22/2009
4,977.00		60. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 3,996.00					06/02/2006 981.00	11/25/2009
2,458.00		33. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 635.00					09/24/1993 1,823.00	03/15/2010
12,750.00		25000. AMERICAN INTL GROUP 05/18/07 5.45 PROPERTY TYPE: SECURITIES 24,823.00					05/24/2007 -12,073.00	07/14/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,392.00		50. AMGEN INC PROPERTY TYPE: SECURITIES 3,074.00					10/30/2003	05/12/2009 -682.00
982.00		20. AMGEN INC PROPERTY TYPE: SECURITIES 1,230.00					10/30/2003	05/19/2009 -248.00
50,000.00		50000. ATLANTIC RICHFIELD DTD 04/23/99 5 PROPERTY TYPE: SECURITIES 50,688.00					08/24/2001	04/15/2009 -688.00
50,000.00		50000. ATLANTIC RICHFIELD DTD 04/23/99 5 PROPERTY TYPE: SECURITIES 50,688.00					08/24/2001	04/15/2009 -688.00
1,052.00		24. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 1,038.00					03/16/2007	03/15/2010 14.00
4,786.00		193. B B & T CORPORATION COM PROPERTY TYPE: SECURITIES 5,045.00					10/26/2009	11/19/2009 -259.00
344.00		20. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 358.00					10/13/2009	10/19/2009 -14.00
2,916.00		74. BEST BUY INC COM PROPERTY TYPE: SECURITIES 2,555.00					02/24/2005	10/13/2009 361.00
511.00		13. BEST BUY INC COM PROPERTY TYPE: SECURITIES 653.00					07/15/2005	10/26/2009 -142.00
3,019.00		76. BEST BUY INC COM PROPERTY TYPE: SECURITIES 2,625.00					02/24/2005	03/15/2010 394.00
6,690.00		182. CVS CORP PROPERTY TYPE: SECURITIES 4,952.00					11/29/2005	10/13/2009 1,738.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
1,482.00		40. CVS CORP PROPERTY TYPE: SECURITIES 1,221.00					07/15/2005 261.00	10/26/2009
8,641.00		150. CATERPILLAR INC PROPERTY TYPE: SECURITIES 6,878.00					02/24/2005 1,763.00	10/22/2009
2,028.00		35. CATERPILLAR INC PROPERTY TYPE: SECURITIES 1,630.00					02/25/2005 398.00	10/26/2009
4,645.00		70. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 4,010.00					03/01/2006 635.00	04/14/2009
3,625.00		75. CHINA MOBILE LTD-ADR PROPERTY TYPE: SECURITIES 3,344.00					03/16/2007 281.00	03/15/2010
206.00		8. CISCO SYS INC PROPERTY TYPE: SECURITIES 207.00					03/16/2007 -1.00	03/15/2010
921.00		20. COCA COLA CO PROPERTY TYPE: SECURITIES 1,019.00					07/09/2004 -98.00	05/19/2009
6,021.00		110. COCA COLA CO PROPERTY TYPE: SECURITIES 4,736.00					11/29/2005 1,285.00	10/13/2009
7,851.00		148. COCA COLA CO PROPERTY TYPE: SECURITIES 6,348.00					11/29/2005 1,503.00	10/26/2009
641.00		10. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 755.00					09/30/2008 -114.00	05/19/2009
458.00		9. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 259.00					10/29/2003 199.00	10/13/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
426.00		500.00					03/16/2007 -74.00	10/13/2009
568.00		244.00					07/22/1993 324.00	10/13/2009
1,440.00		525.00					07/22/1993 915.00	03/15/2010
1,026.00		1,884.00					12/31/2007 -858.00	06/18/2009
304.00		558.00					12/31/2007 -254.00	06/18/2009
3,980.00		7,000.00					06/03/2008 -3,020.00	06/18/2009
3,014.00		5,000.00					01/30/2008 -1,986.00	06/18/2009
40,903.00		60,329.00					03/03/2006 -19,426.00	06/18/2009
141.00		117.00					12/23/2008 24.00	06/18/2009
3,575.00		2,980.00					12/23/2008 595.00	06/18/2009
11,797.00		9,000.00					01/22/2009 2,797.00	06/18/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
595.00		50. EMC CORP/MASS PROPERTY TYPE: SECURITIES 718.00					02/27/2004 -123.00	05/19/2009
3,512.00		86. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 1,110.00					12/11/1992 2,402.00	09/16/2009
7,407.00		188. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 2,503.00					12/11/1992 4,904.00	10/22/2009
3,449.00		87. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 1,196.00					01/14/1993 2,253.00	10/26/2009
3,268.00		77. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 1,058.00					01/14/1993 2,210.00	11/19/2009
10,000.00		312.11 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES 9,682.00					06/18/2009 318.00	07/15/2009
1,259.00		17. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 43.00					07/14/1971 1,216.00	10/26/2009
448.00		6. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 15.00					07/14/1971 433.00	11/19/2009
689.00		13. FPL GROUP INC PROPERTY TYPE: SECURITIES 563.00					11/29/2005 126.00	10/13/2009
2,547.00		48. FPL GROUP INC PROPERTY TYPE: SECURITIES 2,070.00					11/28/2005 477.00	10/22/2009
612.00		13. FPL GROUP INC PROPERTY TYPE: SECURITIES 563.00					11/29/2005 49.00	03/15/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
25,000.00		25000. FREDDIE MAC 12/3/2004 PROPERTY TYPE: SECURITIES 24,901.00	4.000	12/15			02/25/2005	12/15/2009 99.00
25,000.00		25000. FREDDIE MAC 12/3/2004 PROPERTY TYPE: SECURITIES 24,771.00	4.000	12/15			07/15/2005	12/15/2009 229.00
4,120.00		85. FISERV INC PROPERTY TYPE: SECURITIES 3,916.00					11/29/2005	10/13/2009 204.00
20,671.00		425. FISERV INC PROPERTY TYPE: SECURITIES 15,929.00					11/16/2004	10/22/2009 4,742.00
19,396.00		400. FISERV INC PROPERTY TYPE: SECURITIES 17,968.00					07/15/2005	10/26/2009 1,428.00
1,033.00		20. FREEPORT COPPER & GOLD INC CLASS B PROPERTY TYPE: SECURITIES 608.00					02/06/2009	05/12/2009 425.00
2,666.00		40. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 1,692.00					10/29/2003	10/22/2009 974.00
2,331.00		35. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 1,481.00					10/29/2003	10/26/2009 850.00
3,021.00		220. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,250.00					12/18/1991	08/04/2009 1,771.00
2,376.00		140. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 795.00					12/18/1991	09/16/2009 1,581.00
2,825.00		185. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 7,574.00					11/01/2007	10/22/2009 -4,749.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,047.00		265. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,505.00					12/18/1991 2,542.00	10/22/2009
5,852.00		385. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 2,186.00					12/18/1991 3,666.00	10/26/2009
956.00		25. GENUINE PARTS CO PROPERTY TYPE: SECURITIES 976.00					11/26/2008 -20.00	10/19/2009
3,824.00		84. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 1,170.00					09/29/2003 2,654.00	10/13/2009
4,793.00		109. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 1,518.00					09/29/2003 3,275.00	10/26/2009
1,109.00		24. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 334.00					09/29/2003 775.00	11/19/2009
25,163.00		25000. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 24,537.00		3/31/2003			09/02/2003 626.00	05/19/2009
1,436.00		40. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 886.00					12/10/2003 550.00	05/19/2009
5,320.00		114. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 2,457.00					10/29/2003 2,863.00	10/13/2009
11,760.00		245. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 1,740.00					01/14/1993 10,020.00	10/22/2009
12,627.00		261. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 1,854.00					01/14/1993 10,773.00	10/26/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,349.00		70. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 1,551.00				12/10/2003	01/28/2010	
						1,798.00		
1,435.00		30. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 662.00				04/14/2004	01/28/2010	
						773.00		
885.00		17. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 366.00				10/29/2003	03/15/2010	
						519.00		
330.00		10. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 305.00				10/30/2003	05/19/2009	
						25.00		
4,785.00		100. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 3,058.00				03/23/2000	10/22/2009	
						1,727.00		
3,245.00		68. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 2,079.00				03/23/2000	10/26/2009	
						1,166.00		
463.00		30. INTEL CORP PROPERTY TYPE: SECURITIES 994.00				10/30/2003	05/19/2009	
						-531.00		
1,040.00		10. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 896.00				10/30/2003	05/19/2009	
						144.00		
1,907.00		15. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 1,934.00				09/03/1999	10/13/2009	
						-27.00		
4,633.00		38. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 4,900.00				09/03/1999	10/22/2009	
						-267.00		
4,345.00		36. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 4,642.00				09/03/1999	10/26/2009	
						-297.00		

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
20,875.00		25000. INTL LEASE FINANCE CORP PROPERTY TYPE: SECURITIES 26,588.00				11/22/2004	09/16/2009	
							-5,713.00	
1,119.00		30. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,078.00				10/30/2003	05/19/2009	
							41.00	
956.00		20. JACOBS ENGR GROUP INC COM PROPERTY TYPE: SECURITIES 1,702.00				11/01/2007	09/16/2009	
							-746.00	
334.00		7. JACOBS ENGR GROUP INC COM PROPERTY TYPE: SECURITIES 311.00				03/16/2007	09/16/2009	
							23.00	
1,120.00		20. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 237.00				12/11/1992	05/19/2009	
							883.00	
610.00		10. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 570.00				11/26/2008	10/13/2009	
							40.00	
5,550.00		91. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 1,052.00				01/14/1993	10/13/2009	
							4,498.00	
8,831.00		146. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 1,687.00				01/14/1993	10/26/2009	
							7,144.00	
873.00		20. KELLOGG CO PROPERTY TYPE: SECURITIES 1,122.00				09/30/2008	05/19/2009	
							-249.00	
3,004.00		40. L-3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES 2,961.00				11/29/2005	10/13/2009	
							43.00	
7,097.00		95. L-3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES 6,698.00				11/16/2004	10/22/2009	
							399.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,527.00		155. L-3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES 11,493.00					11/29/2005	10/26/2009
							34.00	
689.00		20. LILLY ELI & CO PROPERTY TYPE: SECURITIES 1,333.00					10/30/2003	05/19/2009
							-644.00	
1,453.00		202.072 LORD ABBETT BOND DEBENTURE FUND PROPERTY TYPE: SECURITIES 1,637.00					11/01/2007	10/22/2009
							-184.00	
11,081.00		1541.237 LORD ABBETT BOND DEBENTURE FUND PROPERTY TYPE: SECURITIES 11,960.00					04/28/2008	10/22/2009
							-879.00	
1,295.00		180.369 LORD ABBETT BOND DEBENTURE FUND PROPERTY TYPE: SECURITIES 1,466.00					10/31/2007	10/23/2009
							-171.00	
10,135.00		1411.554 LORD ABBETT BOND DEBENTURE FUND PROPERTY TYPE: SECURITIES 10,954.00					04/28/2008	10/23/2009
							-819.00	
4,953.00		150. MARATHON OIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES 6,766.00					08/15/2008	10/13/2009
							-1,813.00	
4,075.00		130. MEDTRONIC INC PROPERTY TYPE: SECURITIES 2,050.00					09/17/1996	04/14/2009
							2,025.00	
554.00		15. MEDTRONIC INC PROPERTY TYPE: SECURITIES 237.00					09/17/1996	10/13/2009
							317.00	
3,018.00		83. MEDTRONIC INC PROPERTY TYPE: SECURITIES 1,309.00					09/17/1996	10/26/2009
							1,709.00	
409.00		20. MICROSOFT CORP PROPERTY TYPE: SECURITIES 525.00					10/30/2003	05/19/2009
							-116.00	

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728.00		25. MICROSOFT CORP PROPERTY TYPE: SECURITIES 792.00					09/26/2000 -64.00	03/15/2010
6,030.00		214. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES 5,600.00					10/13/2009 430.00	03/15/2010
650.00		9. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 661.00					11/26/2008 -11.00	03/15/2010
638.00		20. OMNICOM GROUP PROPERTY TYPE: SECURITIES 799.00					10/30/2003 -161.00	05/19/2009
1,000.00		74.46 OPPENHEIMER MAIN ST S/C FD-A PROPERTY TYPE: SECURITIES 1,813.00					05/09/2007 -813.00	05/19/2009
12,941.00		952.234 OPPENHEIMER MAIN ST S/C FD-A PROPERTY TYPE: SECURITIES 23,187.00					05/09/2007 -10,246.00	06/16/2009
1,207.00		88.802 OPPENHEIMER MAIN ST S/C FD-A PROPERTY TYPE: SECURITIES 1,764.00					12/12/2007 -557.00	06/16/2009
14,112.00		1038.422 OPPENHEIMER MAIN ST S/C FD-A PROPERTY TYPE: SECURITIES 20,000.00					06/03/2008 -5,888.00	06/16/2009
73.00		5.365 OPPENHEIMER MAIN ST S/C FD-A PROPERTY TYPE: SECURITIES 61.00					12/10/2008 12.00	06/16/2009
3,786.00		278.552 OPPENHEIMER MAIN ST S/C FD-A PROPERTY TYPE: SECURITIES 3,000.00					01/22/2009 786.00	06/16/2009
923.00		37. ORACLE CORP PROPERTY TYPE: SECURITIES 817.00					11/01/2007 106.00	03/15/2010

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
							12/31/2007	10/13/2009
							03/31/2008	10/13/2009
							01/31/2008	10/13/2009
							02/29/2008	10/13/2009
							04/30/2008	10/13/2009
							05/30/2008	10/13/2009
							07/31/2008	10/13/2009
							08/29/2008	10/13/2009
6.00		6.00					11/30/2007	10/13/2009
							06/30/2008	10/13/2009
							09/30/2008	10/13/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2.00		.224 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES 2.00					06/30/2006	10/13/2009
46.00		4.189 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES 43.00					06/29/2007	10/13/2009
		.027 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					09/30/2009	10/13/2009
		.027 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					08/31/2009	10/13/2009
		.031 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					07/31/2009	10/13/2009
		.032 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					12/12/2007	10/13/2009
		.021 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					11/28/2008	10/13/2009
		.029 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					04/30/2009	10/13/2009
		.029 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					06/30/2009	10/13/2009
		.03 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					05/29/2009	10/13/2009
		.028 PIMCO TOTAL RETURN FUND-D PROPERTY TYPE: SECURITIES					10/31/2008	10/13/2009

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
							12/31/2008	10/13/2009
							01/30/2009	10/13/2009
							02/27/2009	10/13/2009
							03/31/2009	10/13/2009
1.00		1.00					12/10/2008	10/13/2009
2.00		2.00					12/10/2008	10/13/2009
2,729.00		829.00					10/28/1993	10/13/2009
8,659.00		2,615.00					10/28/1993	10/26/2009
239.00		201.00					12/10/2008	10/13/2009
3,428.00		2,819.00					11/26/2008	10/13/2009
476.00		494.00					06/19/2008	10/21/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
496.00		41.726 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 487.00					09/18/2008 9.00	10/21/2009
49,894.00		4199.841 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 53,800.00					05/19/2008 -3,906.00	10/21/2009
514.00		43.266 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 504.00					09/17/2009 10.00	10/21/2009
514.00		43.291 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 458.00					06/18/2009 56.00	10/21/2009
1,537.00		129.415 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 1,297.00					12/30/2008 240.00	10/21/2009
378.00		31.815 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 305.00					03/19/2009 73.00	10/21/2009
440.00		37.31 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 460.00					06/19/2008 -20.00	10/23/2009
458.00		38.855 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 453.00					09/18/2008 5.00	10/23/2009
49,702.00		4215.619 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 53,159.00					04/29/2008 -3,457.00	10/23/2009
511.00		43.369 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 505.00					09/17/2009 6.00	10/23/2009
512.00		43.394 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 459.00					06/18/2009 53.00	10/23/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,529.00		129.722 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 1,300.00				12/30/2008	10/23/2009	
						229.00		
376.00		31.891 PIMCO ALL ASSET FUND-A PROPERTY TYPE: SECURITIES 306.00				03/19/2009	10/23/2009	
						70.00		
6,357.00		609.506 PIMCO ALL ASSET FUND PROPERTY TYPE: SECURITIES 5,553.00				03/03/2009	05/07/2009	
						804.00		
4,407.00		418.162 PIMCO ALL ASSET FUND PROPERTY TYPE: SECURITIES 3,809.00				03/03/2009	05/08/2009	
						598.00		
1,051.00		20. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 654.00				10/30/2003	05/19/2009	
						397.00		
2,286.00		40. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 1,605.00				08/19/1998	10/13/2009	
						681.00		
1,038.00		18. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 941.00				04/29/2004	10/26/2009	
						97.00		
5,422.00		94. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 3,772.00				08/19/1998	10/26/2009	
						1,650.00		
1,184.00		20. SPX CORP COM PROPERTY TYPE: SECURITIES 617.00				11/26/2008	10/22/2009	
						567.00		
5,760.00		90. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 2,754.00				04/28/2004	10/13/2009	
						3,006.00		
1,966.00		30. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 1,415.00				11/29/2005	10/26/2009	
						551.00		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,846.00		135. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 4,122.00					04/29/2004	10/26/2009
							4,724.00	
912.00		50. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 951.00					10/13/2009	10/19/2009
							-39.00	
2,761.00		150. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 3,372.00					09/17/2008	01/28/2010
							-611.00	
920.00		50. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 895.00					07/15/2009	01/28/2010
							25.00	
9,682.00		195. SYNGENTA AG SPONSORED ADR PROPERTY TYPE: SECURITIES 12,000.00					04/28/2008	10/22/2009
							-2,318.00	
836.00		20. TARGET CORP PROPERTY TYPE: SECURITIES 620.00					08/09/2000	05/19/2009
							216.00	
501.00		10. TARGET CORP PROPERTY TYPE: SECURITIES 310.00					08/09/2000	10/13/2009
							191.00	
3,274.00		64. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 1,951.00					07/15/2005	10/13/2009
							1,323.00	
6,310.00		125. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 3,894.00					04/27/2005	10/26/2009
							2,416.00	
740.00		14. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 436.00					04/27/2005	11/19/2009
							304.00	
527.00		10. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 427.00					10/30/2003	05/19/2009
							100.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,113.00		34. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 1,435.00					10/29/2003 678.00	09/16/2009
7,194.00		110. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 4,644.00					10/29/2003 2,550.00	10/22/2009
5,261.00		80. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 3,377.00					10/29/2003 1,884.00	10/26/2009
56,498.00		5241. VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 54,716.00					11/26/2008 1,782.00	10/13/2009
33,325.00		3100. VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 32,364.00					11/26/2008 961.00	10/22/2009
337.00		31.024 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 325.00					03/03/2008 12.00	11/19/2009
328.00		30.203 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 316.00					04/01/2008 12.00	11/19/2009
340.00		31.353 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 328.00					02/01/2008 12.00	11/19/2009
341.00		31.433 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 327.00					12/03/2007 14.00	11/19/2009
330.00		30.378 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 316.00					05/01/2008 14.00	11/19/2009
342.00		31.544 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 327.00					01/02/2008 15.00	11/19/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
429.00		39.5 VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 407.00				06/02/2008 22.00	11/19/2009
454.00		41.809 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 431.00				10/01/2008 23.00	11/19/2009
450.00		41.516 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 427.00				09/02/2008 23.00	11/19/2009
445.00		40.996 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 421.00				07/01/2008 24.00	11/19/2009
452.00		41.644 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 426.00				08/01/2008 26.00	11/19/2009
436.00		20. VECTREN CORP PROPERTY TYPE: SECURITIES 43.00				12/05/1974 393.00	05/19/2009
511.00		22. VECTREN CORP PROPERTY TYPE: SECURITIES 47.00				12/05/1974 464.00	10/13/2009
1,152.00		50. VECTREN CORP PROPERTY TYPE: SECURITIES 107.00				12/05/1974 1,045.00	10/26/2009
1,264.00		53. VECTREN CORP PROPERTY TYPE: SECURITIES 113.00				12/05/1974 1,151.00	03/15/2010
892.00		30. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 941.00				10/30/2003 -49.00	05/19/2009
724.00		25. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 773.00				11/29/2005 -49.00	10/26/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
909.00		18. WAL MART STORES INC PROPERTY TYPE: SECURITIES 1,063.00					08/15/2008	10/13/2009
							-154.00	
1,014.00		35. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 1,171.00					03/16/2007	10/13/2009
							-157.00	
2,139.00		64. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 2,141.00					03/16/2007	03/15/2010
							-2.00	
2,145.00		80. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 2,414.00					08/11/2005	05/12/2009
							-269.00	
785.00		26. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 514.00					04/08/1999	10/19/2009
							271.00	
1,093.00		37. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 731.00					04/08/1999	10/22/2009
							362.00	
2,072.00		71. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 1,403.00					04/08/1999	10/26/2009
							669.00	
3,770.00		80. XTO ENERGY INC PROPERTY TYPE: SECURITIES 3,421.00					08/04/2009	12/16/2009
							349.00	
66.00		150. EL PASO - SECURITY LITIGATION PAYME PROPERTY TYPE: SECURITIES					04/06/2009	04/06/2009
							66.00	
132.00		300. EL PASO - SECURITY LITIGATION PAYME PROPERTY TYPE: SECURITIES					08/28/2001	04/06/2009
							132.00	
297.00		450. EL PASO - SECURITY LITIGATION PAYME PROPERTY TYPE: SECURITIES					08/28/2001	04/06/2009
							297.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
297.00		450. EL PASO - SECURITY LITIGATION PAYME PROPERTY TYPE: SECURITIES					08/28/2001	04/06/2009
							297.00	
6,892.00		183. ACCENTURE PLC IRELAND SHS CL A PROPERTY TYPE: SECURITIES 5,351.00					11/26/2008	10/22/2009
							1,541.00	
1,441.00		75. WEATHERFORD INTL LTD REG PROPERTY TYPE: SECURITIES 2,758.00					08/15/2008	10/13/2009
							-1,317.00	
19.00		1. WEATHERFORD INTL LTD REG PROPERTY TYPE: SECURITIES 33.00					11/01/2007	10/13/2009
							-14.00	
4,295.00		249. WEATHERFORD INTL LTD REG PROPERTY TYPE: SECURITIES 8,152.00					11/01/2007	03/15/2010
							-3,857.00	
TOTAL GAIN(LOSS)							----- 62,188. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	55,431.	55,431.
TOTAL	55,431.	55,431.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	10,526.	10,526.
NONDIVIDEND DISTRIBUTIONS	233.	
DOMESTIC DIVIDENDS	42,034.	42,034.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	180.	180.
NONQUALIFIED FOREIGN DIVIDENDS	105.	105.
NONQUALIFIED DOMESTIC DIVIDENDS	20,918.	20,918.
	-----	-----
TOTAL	73,996.	73,763.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	7,801.
TOTALS	----- 7,801. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC)	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	207.	207.
FOREIGN TAXES ON QUALIFIED FOR	1,097.	1,097.
FOREIGN TAXES ON NONQUALIFIED	15.	15.
TOTALS	1,319.	1,319.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE - INCOME	4.		
BANK SERVICE FEES	24,096.	24,096.	
BANK SERVICE FEES	24,093.	24,093.	
MISC. CHARITABLE EXPENSE	8.		8.
TOTALS	48,201.	48,193.	8.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

2.

TOTAL

2.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

IN

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

PO BOX 719

EVANSVILLE, IN 47705

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

FIFTH THIRD BANK, TRUST & INV MGMT

ADDRESS:

PO BOX 719

EVANSVILLE, IN 47705

RECIPIENT'S PHONE NUMBER: 812-456-3215

FORM, INFORMATION AND MATERIALS:

FORMAL APPLICATION FORMS ARE NOT REQUIRED

SUBMISSION DEADLINES:

APRIL 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

TO BE USED FOR ENGINEERING PROGRAMS OF
SECONDARY EDUCATION IN INDIANA OR WISCONSIN,
NO SPECIFIC RESTRICTIONS

RECIPIENT NAME:
SIGNATURE SCHOOL FOUNDATION
ADDRESS:
610 MAIN STREET
EVANSVILLE, IN 47708
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
UNIVERSITY OF SOUTHERN
INDIANA
ADDRESS:
8600 UNIVERSITY BLVD
EVANSVILLE, IN 47712-8600
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 84,835.

RECIPIENT NAME:
IVY TECH FOUNDATION
ADDRESS:
3501 FIRST AVENUE
EVANSVILLE, IN 47710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 26,169.

=====

RECIPIENT NAME:

UNIVERSITY OF EVANSVILLE

ADDRESS:

1 SOUTH FREDERICK STREET
EVANSVILLE, IN 47714

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 74,464.

TOTAL GRANTS PAID:

225,468.

=====

02/27/2010 - 03/31/2010

POTT FOUNDATION MAIN IUA

PORTFOLIO POSITIONS

Quantity	Symbol Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents								
692.8500	CASH	\$1.000	\$692.85	0.0%	\$692.85			
91,464.0000	FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$91,464.00	1.9%	\$91,464.00		\$9.16	
	Cash & Equivalents - Total		\$92,156.85	1.9%	\$92,156.85		\$9.16	0.0%
Fixed Income								
10,000.0000	AT&T INC 02/01/08 5.500 02/01/18 CUSIP - 00206RAJ1	\$106.165	\$10,616.50	0.2%	\$10,106.00	\$510.50	\$550.00	5.2%
25,000.0000	AT&T INC 02/03/09 5.800 02/15/19 CUSIP - 00206RAR3	\$106.895	\$26,723.75	0.6%	\$26,996.70	\$(272.95)	\$1,450.00	5.4%
25,000.0000	ANHEUSER BUSCH COS INC 4/14/1999 5.750 4/1/2010 CUSIP - 035229CD3	\$100.000	\$25,000.00	0.5%	\$24,740.75	\$259.25	\$1,437.50	5.8%
100,000.0000	BANK OF AMERICA CORP 9/25/2002 4.875 9/15/2012 CUSIP - 060505ARS	\$104.785	\$104,785.00	2.2%	\$101,386.00	\$3,399.00	\$4,875.00	4.7%
150,000.0000	BOEING CAP CORP 6.1% DUE 3/1/2011 DTD 3/8/2001 CUSIP - 097014AD6	\$104.955	\$157,432.50	3.3%	\$151,008.00	\$6,424.50	\$9,150.00	5.8%
50,000.0000	CATERP FIN SERV 3/10/2006 5.500 3/15/2016 CUSIP - 14912LY6	\$108.597	\$54,298.50	1.1%	\$51,726.00	\$2,572.50	\$2,750.00	5.1%
25,000.0000	CISCO SYSTEMS 2/22/2006 5.500 2/22/2016 CUSIP - 17275RAC6	\$111.432	\$27,858.00	0.6%	\$25,184.75	\$2,673.25	\$1,375.00	4.9%
25,000.0000	CISCO SYSTEMS 11/17/09 2.900 11/17/14	\$101.251	\$25,312.75	0.5%	\$25,379.75	\$(67.00)	\$725.00	2.9%

02/27/2010 - 03/31/2010

POTT FOUNDATION MAIN IUA

PORTFOLIO POSITIONS (continued)										
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
Fixed Income										
		CUSIP - 46625HAX8								
924.2430	PPTPX	PIMCO TOTAL RETURN FUND	\$11.040	\$10,203.64	0.2%	\$10,101.61	\$102.03	\$488.92	4.8%	
		CUSIP - 72201M552								
25,000.0000		PRAXAIR INC	\$108.242	\$2,706.50	0.6%	\$2,571.00	\$(510.50)	\$1,343.75	5.0%	
		11/02/2006 5.375 11/01/2016								
		CUSIP - 7400SPAN4								
25,000.0000		PROCTER & GAMBLE	\$109.303	\$2,732.57	0.6%	\$2,497.50	\$2,355.25	\$1,237.50	4.5%	
		DTD 8/10/04 4.95% DUE 8/15/14								
		CUSIP - 742718DA4								
50,000.0000		SOUTHWESTERN BELL TEL CO	\$115.262	\$57,631.00	1.2%	\$47,172.00	\$10,459.00	\$3,500.00	6.1%	
		DEB DTD 07/01/1993								
		07.000% 07/01/2015								
		CUSIP - 845335BQ0								
31,307.9560	VFIX	VANGUARD GNMA FD #36	\$10.720	\$335,621.29	6.9%	\$324,150.02	\$11,471.27	\$11,990.95	3.6%	
		CUSIP - 922031307								
25,000.0000		WAL-MART STORES	\$109.608	\$27,402.00	0.6%	\$25,959.75	\$1,442.25	\$1,343.75	4.9%	
		04/05/07 5.375 04/05/17								
		CUSIP - 931142CG6								
25,000.0000		WAL-MART STORES	\$111.600	\$27,900.00	0.6%	\$26,489.50	\$1,410.50	\$1,450.00	5.2%	
		08/24/07 5.800 02/15/18								
		CUSIP - 931142CJ0								
Fixed Income - Total				\$1,401,288.64	29.0%	\$1,328,969.73	\$72,318.91	\$66,370.32	4.7%	

02/27/2010 - 03/31/2010

POTT FOUNDATION MAIN IUA

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield		
640.0000	TGT	TARGET CORP CUSIP - 87612E106	\$52.600	\$33,664.00	0.7%	\$26,038.62	\$7,625.38	\$435.20	1.3%		
874.0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	\$63.080	\$55,131.92	1.1%	\$26,752.95	\$28,378.97	\$467.59	0.8%		
120.0000	MMM	3M CO CUSIP - 88579Y101	\$83.570	\$10,028.40	0.2%	\$9,038.00	\$990.40	\$252.00	2.5%		
516.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$73.610	\$37,982.76	0.8%	\$21,820.00	\$16,162.76	\$877.20	2.3%		
600.0000	VVO	VANGUARD EMERGING MARKETS ETF CUSIP - 922042858	\$42.150	\$25,290.00	0.5%	\$18,891.00	\$6,399.00	\$327.00	1.3%		
1,100.0000	VVC	VECTREN CORP CUSIP - 92240G101	\$24.720	\$27,192.00	0.6%	\$2,346.13	\$24,845.87	\$1,496.00	5.5%		
825.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$31.020	\$25,591.50	0.5%	\$13,843.41	\$11,748.09	\$1,567.50	6.1%		
342.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	\$55.600	\$19,015.20	0.4%	\$18,946.57	\$68.63	\$413.82	2.2%		
86.0000	WM	WASTE MGMT INC DEL CUSIP - 94106L109	\$34.430	\$2,960.98	0.1%	\$2,877.56	\$83.42	\$108.36	3.7%		
1,731.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$31.120	\$53,868.72	1.1%	\$36,278.97	\$17,589.75	\$346.20	0.6%		
533.0000	WIN	WINDSTREAM CORP CUSIP - 97381W104	\$10.890	\$5,804.37	0.1%	\$5,444.75	\$359.62	\$533.00	9.2%		
182.0000	XTO	XTO ENERGY INC CUSIP - 98385X106	\$47.180	\$8,586.76	0.2%	\$8,136.89	\$449.87	\$91.00	1.1%		
Equities - Total							\$3,251,835.41	67.3%	\$2,683,699.10	\$53,402.95	1.6%

02/27/2010 - 03/31/2010

POTT FOUNDATION MAIN IUA

PORTFOLIO POSITIONS										
(continued)										
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est Annual Income	Est Yield	
Alternative Strategies										
400.0000	DJP	IPATH DOW JONES-UBS COMMDTY CUSIP - 06738C778	\$39.860	\$15,944.00	0.3%	\$14,382.00	\$1,562.00			
1,341.3510	PAJAX	PIMCO ALL ASSETS ALL AUTH-A CUSIP - 72200Q232	\$10.330	\$13,856.16	0.3%	\$11,790.48	\$2,065.68	\$1,043.57	7.5%	
50.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	\$108.950	\$5,447.50	0.1%	\$4,486.52	\$960.98			
Alternative Strategies - Total							\$35,247.66	\$4,588.66	\$1,043.57	3.0%
Real Estate Investments										
1,007.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$48.810	\$49,151.67	1.0%	\$34,597.92	\$14,553.75	\$1,870.00	3.8%	
Real Estate Investments - Total							\$49,151.67	\$14,553.75	\$1,870.00	3.8%
Total Portfolio Positions							\$4,829,680.23	\$659,597.63	\$122,696.00	2.5%