Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2009

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: POTTS FAMILY FOUNDATION 23-40052

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite: NORTHERN TRUST BANK OF FLORIDA, AGENT

City or town, state, and ZIP code: P.O. BOX 803878 - CHICAGO, IL 60680

A Employer identification number: 65-6238435

B Telephone number (see page 10 of the instructions): (312) 630-6000

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 ▶ ☐

H Check type of organization: [X] 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) ▶ $ 505,532.

J Accounting method: [X] 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 ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	14,432.	14,424.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,799.			
	b Gross sales price for all assets on line 6a 217,332.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	277.			STMT 2
	12 Total. Add lines 1 through 11	10,910.	14,424.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,000.	NONE		2,000.
	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)	1,000.	500.		500.
	c Other professional fees (attach schedule) STMT 3	2,291.	2,291.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	254.	254.		
	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)				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,545.	3,045.	NONE	2,500.
	25 Contributions, gifts, grants paid	28,500.			28,500.
	26 Total expenses and disbursements Add lines 24 and 25	34,045.	3,045.	NONE	31,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-23,135.			
	b Net investment income (if negative, enter -0-)		11,379.		
	c Adjusted net income (if negative, enter -0-)				

RECEIVED AUG 10 2010 OGDEN, UT

SCANNED AUG 19 2010

ENVELOPE POSTMARK DATE JUL 2010

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	24,959.	12,856.	12,856.
	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)	66,850.		
	b Investments - corporate stock (attach schedule)	361,279.	319,589.	369,965.
	c Investments - corporate bonds (attach schedule)	24,105.	66,766.	65,445.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	10,053.	64,892.	57,266.
	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)	487,246.	464,103.	505,532.
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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▷ X			
	27 Capital stock, trust principal, or current funds	487,246.	464,103.	
	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)	487,246.	464,103.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	487,246.	464,103.	

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	487,246.
2	Enter amount from Part I, line 27a	2	-23,135.
3	Other increases not included in line 2 (itemize) ▷	3	
4	Add lines 1, 2, and 3	4	464,111.
5	Decreases not included in line 2 (itemize) ▷ SEE STATEMENT 5	5	8.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	464,103.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	-3,799.
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	39,393.	499,473.	0.07886912806
2007	35,500.	673,634.	0.05269924024
2006	30,500.	638,318.	0.04778182661
2005	34,725.	599,712.	0.05790279334
2004	37,725.	579,036.	0.06515138955

2	Total of line 1, column (d)	2	0.30240437780
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	0.06048087556
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	462,641.
5	Multiply line 4 by line 3	5	27,981.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	114.
7	Add lines 5 and 6	7	28,095.
8	Enter qualifying distributions from Part XII, line 4	8	31,000.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	114.
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	114.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	114.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	108.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	108.
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	6.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ○ By language in the governing instrument, or ○ By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ N/A

14 The books are in care of ▶ NORTHERN TRUST, N.A. Telephone no. ▶ (312)630-6000

Located at ▶ PO BOX 803878, CHICAGO, IL ZIP + 4 ▶ 60680

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

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?	☐ 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 page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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. ▶ ____, ____, ____, ____				
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 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	N/A	
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)?		5b	N/A
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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No		N/A
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? *If "Yes" to 6b, file Form 8870.*		6b	X (No)
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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 7		2,000.	-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 ▷ 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	469,686.
b	Average of monthly cash balances	1b	NONE
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	469,686.
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	469,686.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	7,045.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	462,641.
6	**Minimum investment return.** Enter 5% of line 5	6	23,132.

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	23,132.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	114.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	114.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	23,018.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	23,018.
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	23,018.

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	31,000.
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	31,000.
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	114.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	30,886.

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				23,018.
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20 ___, 20 ___		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ... 10,100.				
b	From 2005 ... 4,852.				
c	From 2006 ... NONE				
d	From 2007 ... 1,295.				
e	From 2008 ... 14,633.				
f	**Total** of lines 3a through e	30,880.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 31,000.				
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				23,018.
e	Remaining amount distributed out of corpus	7,982.			
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	38,862.			
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)	10,100.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	28,762.			
10	Analysis of line 9:				
a	Excess from 2005 ... 4,852.				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... 1,295.				
d	Excess from 2008 ... 14,633.				
e	Excess from 2009 ... 7,982.				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

SEE STATEMENT 9

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.

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▷ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 10				
Total . . . . ▷ **3a**				28,500.
b Approved for future payment				
Total . . . . ▷ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,432.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-3,799.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b DEFERRED INCOME			14	12.	
c EXCISE TAX REFUND			14	265.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				10,910.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 10,910.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▽	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 page 29 of the instructions.)
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Robert H. Potts | 7-26-10 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 07/08/10	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	NORTHERN TRUST, NA P.O. BOX 803878 CHICAGO, IL 60680	EIN ▷ 36-3190871 Phone no. 312-630-6000	

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 LONG-TERM CAPITAL GAIN DIVIDENDS					3,684.	
		25. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					05/11/2004	04/23/2009
3,063.00		2,313.00					750.00	
		150. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					12/31/2004	04/23/2009
11,587.00		8,400.00					3,187.00	
		3683.7 MFB NORTHN INTL EQTY INDEX FD PROPERTY TYPE: SECURITIES					12/19/2007	04/23/2009
26,891.00		48,198.00					-21,307.00	
		50. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES					05/21/2008	04/23/2009
3,408.00		6,669.00					-3,261.00	
		150. TEXAS INSTRUMENTS INC PROPERTY TYPE: SECURITIES					03/13/2007	04/23/2009
2,590.00		4,803.00					-2,213.00	
		100. ACCENTURE LTD BERMUDA CL A PROPERTY TYPE: SECURITIES					01/26/2004	04/23/2009
2,748.00		2,413.00					335.00	
		100. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES					05/21/2008	09/24/2009
6,873.00		8,461.00					-1,588.00	
		200. DENTSPLY INTL INC NEW PROPERTY TYPE: SECURITIES					01/26/2004	09/24/2009
6,720.00		4,364.00					2,356.00	
		100. LOWES COMPANIES INC PROPERTY TYPE: SECURITIES					10/10/2001	09/24/2009
2,137.00		1,588.00					549.00	
		100. WATERS CORP PROPERTY TYPE: SECURITIES					05/21/2008	09/24/2009
5,506.00		6,267.00					-761.00	

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)	
		600. WELLS FARGO & CO NEW DEP SHS SER J PROPERTY TYPE: SECURITIES					02/04/2009	09/24/2009
15,007.00		10,222.00					4,785.00	
		150. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES					12/29/2005	09/24/2009
7,810.00		10,248.00					-2,438.00	
		100. ACCENTURE PLC SHS CL A NEW PROPERTY TYPE: SECURITIES					01/26/2004	09/24/2009
3,597.00		2,413.00					1,184.00	
		75. APACHE CORP PROPERTY TYPE: SECURITIES					05/17/2001	11/03/2009
7,048.00		1,986.00					5,062.00	
		100. BP AMOCO P L C SPONSORED ADR PROPERTY TYPE: SECURITIES					05/17/2001	11/03/2009
5,623.00		5,308.00					315.00	
		50. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					05/17/2001	11/03/2009
2,875.00		1,807.00					1,068.00	
		200. DOMINION RES INC VA NEW PROPERTY TYPE: SECURITIES					02/21/2006	11/03/2009
6,910.00		7,588.00					-678.00	
		100. FISERV INC PROPERTY TYPE: SECURITIES					01/03/2002	11/03/2009
4,557.00		4,272.00					285.00	
		10. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					05/11/2004	11/03/2009
1,692.00		925.00					767.00	
		100. ITT INDS INC PROPERTY TYPE: SECURITIES					12/31/2004	11/03/2009
5,065.00		4,226.00					839.00	
		100. ISHARES TR NASDAQ BIOTECH INDEX FD PROPERTY TYPE: SECURITIES					10/31/2006	11/03/2009
7,316.00		7,952.00					-636.00	

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)	
		50. MFC ISHARES TR BARCLAYS 1-3 YR CR BD PROPERTY TYPE: SECURITIES					02/04/2009	11/03/2009
5,195.00		5,059.00					136.00	
		100. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					05/21/2008	11/03/2009
2,758.00		2,836.00					-78.00	
		100. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					03/13/2007	11/03/2009
2,395.00		3,682.00					-1,287.00	
		1000.29 MFB NORTHN HI YIELD FXD INC FD PROPERTY TYPE: SECURITIES					10/17/2006	11/03/2009
6,822.00		8,042.00					-1,220.00	
		50. PEPSICO INC PROPERTY TYPE: SECURITIES					05/17/2001	11/03/2009
3,013.00		2,269.00					744.00	
		75. PRAXAIR INC PROPERTY TYPE: SECURITIES					05/23/2002	11/03/2009
5,941.00		2,201.00					3,740.00	
		50. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					05/21/2008	11/03/2009
2,923.00		3,265.00					-342.00	
		200. ROCKWELL INTL CORP NEW PROPERTY TYPE: SECURITIES					03/24/2004	11/03/2009
7,992.00		6,534.00					1,458.00	
		50. STATE STREET CORP PROPERTY TYPE: SECURITIES					04/15/2004	11/03/2009
2,084.00		2,425.00					-341.00	
		100. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES					01/06/2005	11/03/2009
3,236.00		1,638.00					1,598.00	
		200. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					03/13/2007	11/03/2009
5,872.00		7,157.00					-1,285.00	

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)	
		50. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/21/2008	11/05/2009
1,728.00		2,050.00					-322.00	
		300. INTEL CORP PROPERTY TYPE: SECURITIES					04/23/2009	11/05/2009
5,649.00		4,659.00					990.00	
		50. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES					03/13/2007	11/05/2009
1,280.00		1,841.00					-561.00	
		50. WALT DISNEY CO PROPERTY TYPE: SECURITIES					09/24/2009	01/13/2010
1,562.00		1,398.00					164.00	
		150. ITT INDS INC PROPERTY TYPE: SECURITIES					12/31/2004	01/13/2010
7,634.00		6,338.00					1,296.00	
		100. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES					04/23/2009	01/13/2010
4,089.00		4,465.00					-376.00	
		100. STATE STREET CORP PROPERTY TYPE: SECURITIES					04/15/2004	01/13/2010
4,452.00		4,849.00					-397.00	
TOTAL GAIN(LOSS)		....					-3,799.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND & INTEREST	14,432.	14,424.
TOTAL	14,432.	14,424.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		12.
EXCISE TAX REFUND		265.
	TOTALS	277.

STATEMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY	2,291.	2,291.
TOTALS	2,291.	2,291.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX		254.	254.
	TOTALS	254.	254.

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

DESCRIPTION		AMOUNT
RETURN OF CAPITAL		8.
	TOTAL	8.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
FL

STATEMENT 6

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

OFFICER NAME:
ROBERT H. POTTS
ADDRESS:
.
NAPLES, FL,
TITLE:
PRESIDENT

OFFICER NAME:
HALSEY L. POTTS
ADDRESS:
.
NAPLES, FL,
TITLE:
VICE PRES

OFFICER NAME:
SUSAN P. BLOOM
ADDRESS:
.
NAPLES, FL,
TITLE:
TRUSTEE

OFFICER NAME:
DR. ROBERT H. POTTS, JR.
ADDRESS:
.
NAPLES, FL,
TITLE:
TRUSTEE

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

OFFICER NAME:
THOMAS H. POTTS
ADDRESS:
.
NAPLES, FL,
TITLE:
TRUSTEE
COMPENSATION .... 1,000.

OFFICER NAME:
DAVID L. POTTS
ADDRESS:
.
NAPLES, FL,
TITLE:
TRUSTEE
COMPENSATION .... 1,000.

TOTAL COMPENSATION: 2,000.
==============

STATEMENT 8

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS
===

ROBERT H. POTTS
HALSEY L. POTTS

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
VARIOUS-SEE ATTACHED
ADDRESS:
VARIOUS-SEE ATTACHED

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 28,500.

TOTAL GRANTS PAID: 28,500.

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							770 50
50 000	80 32	0 00	4,016 00	3,245 50	770 50	0 00	
Total USD		0 00	4,016 00	3,245 50	770 50	0 00	770 50
Total Australia		0 00	4,016 00	3,245 50	770 50	0 00	770 50
Canada - USD							
SUNCOR ENERGY INC NEW COM STK CUSIP 867224107							3,232 09
200 000	32 54	0 00	6,508 00	3,275 91	3,232 09	0 00	
Total USD		0 00	6,508 00	3,275 91	3,232 09	0 00	3,232 09
Total Canada		0 00	6,508 00	3,275 91	3,232 09	0 00	3,232 09
Ireland - USD							
COVIDIEN PLC USD0 20 CUSIP G2554F105							1,350 00
150 000	50 28	0 00	7,542 00	6,192 00	1,350 00	0 00	
Total USD		0 00	7,542 00	6,192 00	1,350 00	0 00	1,350 00
Total Ireland		0 00	7,542 00	6,192 00	1,350 00	0 00	1,350 00
Switzerland - USD							
ADR ABB LTD SPONSORED ADR CUSIP 000375204							505 50
150 000	21 84	0 00	3,276 00	2,770 50	505 50	0 00	
Total USD		0 00	3,276 00	2,770 50	505 50	0 00	505 50
Total Switzerland		0 00	3,276 00	2,770 50	505 50	0 00	505 50
United Kingdom - USD							

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United Kingdom - USD							
ADR BP P L C SPONSORED ADR CUSIP 055622104							
150 000	57 07	0 00	8,560 50	7,962 00	598 50	0 00	598 50
Total USD		0 00	8,560 50	7,962 00	598 50	0 00	598 50
Total United Kingdom		0 00	8,560 50	7,962 00	598 50	0 00	598 50
United States - USD							
#REORG/FPL GROUP INC NAME CHANGE NEXTERAENERGY INC COM 2060493 06/03/2010 CUSIP 302571104							
50 000	48 33	0 00	2,416 50	2,451 00	-34 50	0 00	-34 50
ABBOTT LAB COM CUSIP 002824100							
100 000	52 68	0 00	5,268 00	4,691 00	577 00	0 00	577 00
ADOBE SYS INC COM CUSIP 00724F101							
100 000	35 37	0 00	3,537 00	4,099 00	-562 00	0 00	-562 00
AIR PROD & CHEM INC COM CUSIP 009158106							
25 000	73 95	12 25	1,848 75	1,938 00	-89 25	0 00	-89 25
ALTERA CORP COM CUSIP 021441100							
100 000	24 31	0 00	2,431 00	2,040 95	390 05	0 00	390 05
APACHE CORP COM CUSIP 037411105							
75 000	101 50	0 00	7,612 50	1,986 36	5,626 14	0 00	5,626 14
APPLE INC CUSIP 037833100							
20 000	234 93	0 00	4,698 60	3,873 00	825 60	0 00	825 60

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
BAXTER INTL INC COM CUSIP 071813109							
100 000	58 20	29 00	5,820 00	5,723 00	97 00	0 00	97 00
CISCO SYSTEMS INC CUSIP 17275R102							
300 000	26 03	0 00	7,809 00	7,569 00	240 00	0 00	240 00
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
100 000	59 71	0 00	5,971 00	3,614 00	2,357 00	0 00	2,357 00
CVS CAREMARK CORP COM STK CUSIP 126650100							
100 000	36 56	0 00	3,656 00	3,564 00	92 00	0 00	92 00
EMERSON ELECTRIC CO COM CUSIP 291011104							
100 000	50 34	0 00	5 034 00	3,818 00	1,216 00	0 00	1,216 00
FEDEX CORP COM CUSIP 31428X106							
40 000	93 40	4 40	3,736 00	3,436 00	300 00	0 00	300 00
FRKLN RES INC COM CUSIP 354613101							
25 000	110 90	5 50	2,772 50	2,793 00	-20 50	0 00	-20 50
GENERAL ELECTRIC CO CUSIP 369604103							
200 000	18 20	20 00	3,640 00	3,382 00	258 00	0 00	258 00
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							
40 000	170 63	0 00	6,825 20	3,700 80	3,124 40	0 00	3 124 40

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
GOOGLE INC CL A CL A CUSIP 38259P508							
10 000	567 01	0 00	5,670 10	5,472 90	197 20	0 00	197 20
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
50 000	128 25	0 00	6,412 50	5,078 50	1,334 00	0 00	1,334 00
JOHNSON & JOHNSON COM CUSIP 478160104							
100 000	65 20	0 00	6,520 00	6,079 00	441 00	0 00	441 00
JOHNSON CTL INC COM CUSIP 478366107							
100 000	32 99	13 00	3,299 00	2,995 86	303 14	0 00	303 14
LOWES COS INC COM CUSIP 548661107							
100 000	24 24	0 00	2,424 00	1,588 00	836 00	0 00	836 00
MICROCHIP TECHNOLOGY INC COM CUSIP 595017104							
150 000	28 16	0 00	4,224 00	5,523 00	-1,299 00	0 00	-1,299 00
MICROSOFT CORP COM CUSIP 594918104							
300 000	29 27	0 00	8,781 00	8,508 00	273 00	0 00	273 00
MOSAIC CO COM CUSIP 61945A107							
50 000	60 77	0 00	3,038 50	2,336 50	702 00	0 00	702 00
PEPSICO INC COM CUSIP 713448108							
100 000	66 16	0 00	6 616 00	4,538 00	2,078 00	0 00	2,078 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
PG& E CORP COM CUSIP 69331C108							
75 000	42 42	34 12	3,181 50	3,082 50	99 00	0 00	99 00
PROCTER & GAMBLE CO COM CUSIP 742718109							
100 000	63 27	0 00	6,327 00	6,530 51	-203 51	0 00	-203 51
QUALCOMM INC COM CUSIP 747525103							
50 000	41 99	0 00	2,099 50	2,168 00	-68 50	0 00	-68 50
SCHWAB CHARLES CORP COM NEW CUSIP 808513105							
150 000	18 69	0 00	2,803 50	2,584 50	219 00	0 00	219 00
SIGMA-ALDRICH CORP COM CUSIP 826552101							
50 000	53 66	0 00	2,683 00	2,641 50	41 50	0 00	41 50
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
300 000	22 53	0 00	6,759 00	8 155 71	-1,396 71	0 00	-1,396 71
TARGET CORP COM STK CUSIP 87612E106							
150 000	52 60	0 00	7,890 00	5,734 50	2,155 50	0 00	2,155 50
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
50 000	73 61	0 00	3,680 50	3,121 50	559 00	0 00	559 00
US BANCORP CUSIP 902973304							
200 000	25 88	10 00	5,176 00	6,567 20	-1,391 20	0 00	-1,391 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
100 000	31 02	0 00	3,102 00	3,526 69	-424 69	0 00	-424 69
WALT DISNEY CO CUSIP 254687106							
150 000	34 91	0 00	5,236 50	4,193 98	1,042 52	0 00	1,042 52
Total USD		128 27	168,999 65	149,105 46	19,894 19	0 00	19,894 19
Total United States		128 27	168,999 65	149,105 46	19,894 19	0 00	19,894 19
Total Common Stock **4,510.000**		**128.27**	**198,902.15**	**172,551 37**	**26,350.78**	**0.00**	**26,350.78**
Preferred stock							
United States - USD							
WELLS FARGO & CO NEW DEP SHS SER J CUSIP 949746879							
400 000	27 30	0 00	10,920 00	6,814 80	4,105 20	0 00	4,105 20
Total USD		0 00	10,920 00	6,814 80	4,105 20	0 00	4,105 20
Total United States		0 00	10,920 00	6,814 80	4,105 20	0 00	4,105 20
Total Preferred Stock **400.000**		**0 00**	**10,920 00**	**6,814 80**	**4,105.20**	**0.00**	**4,105 20**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHERN EMERGING MARKETS EQUITY FUND CUSIP 665162582							
6,491 750	11 31	0 00	73,421 69	59,162 30	14,259 39	0 00	14,259 39

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Equity funds							
Total USD		0 00	73,421 69	59,162 30	14,259 39	0 00	14,259 39
Total Emerging Markets Region		0 00	73,421 69	59,162 30	14,259 39	0 00	14,259 39
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
7,501 620	10 09	0 00	75 691 34	71,745 84	3,945 50	0 00	3,945 50
Total USD		0 00	75,691 34	71,745 84	3,945 50	0 00	3,945 50
Total International Region		0 00	75,691 34	71,745 84	3,945 50	0 00	3,945 50
United States - USD							
MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 665162723							
1,478 570	7 46	0 00	11,030 13	9,315 00	1,715 13	0 00	1,715 13
Total USD		0 00	11,030 13	9,315 00	1,715 13	0 00	1,715 13
Total United States		0 00	11,030 13	9,315 00	1,715 13	0 00	1,715 13
Total Equity Funds **15,471.940**		**0.00**	**160,143 16**	**140,223.14**	**19,920.02**	**0.00**	**19,920.02**
Total Equity Securities **20,381.940**		**128.27**	**369,965 31**	**319,589.31**	**50,376.00**	**0.00**	**50,376.00**

Fixed Income Securities

Corporate/government

United States - USD

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FUNDS BD INDEX FD CUSIP 665162533							
1,497 200	10 39	0 00	15,555 90	14,972 85	583 05	0 00	583 05
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
2,995 630	7 08	0 00	21,209 06	23,625 11	-2,416 05	0 00	-2,416 05
Issue Date 25 Aug 08							
MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD CUSIP 464288646							
150 000	104 59	0 00	15,688 50	15,175 50	513 00	0 00	513 00
Issue Date 05 Dec 08							
MFC ISHARES TR BARCLAYS TIPS BD FD CUSIP 464287176							
125 000	103 91	0 00	12,988 75	12 992 10	-3 35	0 00	-3 35
Issue Date 07 Nov 08							
Total USD		0 00	65,442 21	66,765 56	-1,323 35	0 00	-1,323 35
Total United States		0 00	65,442 21	66,765 56	-1,323 35	0 00	-1,323 35
Total Corporate/Government **4,767.830**		**0.00**	**65,442 21**	**66,765.56**	**-1,323.35**	**0.00**	**-1,323.35**
Total Fixed Income Securities **4,767.830**		**0.00**	**65,442.21**	**66,765 56**	**-1,323 35**	**0.00**	**-1,323.35**

Real Estate

Real estate funds

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
4,055 740	7 37	0 00	29,890 80	37,958 34	-8,067 54	0 00	-8,067 54
Total USD		0 00	29,890 80	37,958 34	-8,067 54	0 00	-8,067 54
Total United States		0 00	29,890 80	37,958 34	-8,067 54	0 00	-8,067 54
Total Real Estate Funds							
4,055.740		**0.00**	**29,890.80**	**37,958.34**	**-8,067.54**	**0.00**	**-8,067.54**
Total Real Estate							
4,055.740		**0.00**	**29,890.80**	**37,958.34**	**-8,067.54**	**0.00**	**-8,067 54**
Commodities							
Commodities							
United States - USD							
MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL CUSIP 22544R305							
914 390	8 18	0 00	7,479 71	10,052 73	-2,573 02	0 00	-2,573 02
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
2,544 210	7 82	0 00	19,895 72	16,881 02	3,014 70	0 00	3,014 70
Total USD		0 00	27,375 43	26,933 75	441 68	0 00	441 68
Total United States		0 00	27,375 43	26,933 75	441 68	0 00	441 68
Total Commodities							
3,458.600		**0.00**	**27,375.43**	**26,933.75**	**441.68**	**0 00**	**441 68**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Total Commodities							
3,458.600		**0 00**	**27,375.43**	**26,933.75**	**441.68**	**0.00**	**441.68**

Cash and Short Term Investments

Short term

USD - United States dollar							
	1 00	0 00	12,855 85	12,855 85	0 00	0 00	0 00
Total short term - all currencies		0 00	12,855 85	12,855 85	0 00	0 00	0 00
Total short term - all countries		0 00	12,855 85	12,855 85	0 00	0 00	0 00
Total Short Term							
12,855.850		**0.00**	**12,855 85**	**12,855.85**	**0.00**	**0.00**	**0 00**
Total Cash and Short Term Investments							
12,855.850		**0.00**	**12,855 85**	**12,855.85**	**0.00**	**0 00**	**0 00**
Total							
45,519.960		**128.27**	**505,529.60**	**464,102.81**	**41,426.79**	**0.00**	**41,426.79**

POTTS FAMILY FOUNDATION (EIN: 65-6238435) CHARITY DISTRIBUTIONS FOR PERIOD ENDING 03/31/2010

			purpose
Bald Peak Community Fund	P.O. Box 20, Melvin Village, NH 03850	1000	general
Child Advocacy Center of Carroll County	P.O. Box 948, Wolfeboro, NH 03894	500	general
Center Sandwich Childrens	Center Sandwich, NH 03227	500	general
Epiphany School	3710 East Howell St., Seattle, WA 98122	2500	general
Haverford School (David L. Potts)	450 Lancaster Ave, Haverford, PA 19041	1000	general
Haverford School (Robert Potts)	450 Lancaster Ave., Haverford, PA 19041	2000	general
Annual Giving c/o The Haverford School	450 Lancaster Ave., Haverford, PA 19041	1000	general
Hope Happens	Do not have address on file (Hand delivered)	1000	general
Neil Buckley Fund (Dr. Potts)	450 Lancaster Ave., Haverford, PA 19041	1000	general
Neil Buckley Fund (Thomas Potts)	450 Lancaster Ave., Haverford, PA 19041	1000	general
Princeton Wrestling	c/o Princeton University, Princeton, NJ 08544	2000	general
Shipley School	814 Yarrow St., Bryne Mawr, PA 19010	6000	general
Spectrum Dance Theatre	800 Lake Washington Boulevard, Seattle, WA 98122	500	general
Squam Lake Natural Science Center	Route 113 , Holderness, NH 03245	500	general
Squam Lake Conservation Society	Route 3, Holderness, NH 03245	500	general
Squam Lake Association	Route 3, Holderness, NH 03245	500	general
Stanford Graduate School of Business	518 Memorial Way, Rm. S235, Stanford, CA 94305	1000	general
Summit County Search and Rescue	P.O. Box 1794, Breckenridge, CO 80424	1000	general
Summit County Foundation	P.O. Box 4000-108 N. French St., Breckenridge, CO 80424	4000	general
University Preparatory School	8000 25th Ave NE, Seattle, WA 98115	500	general
Westcliffe Center for Performing Arts	P.O. Box 790, Westcliffe, CO 81252	500	general
		28500	