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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
POTTS MEMORIAL FOUNDATION

% SIDNEY RICHTER

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1015

Room/suite

City or town, state, and ZIP code
HUDSON, NY 12534

A Employer identification number
14-1347714

B Telephone number (see page 10 of the instructions)

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 ☒ 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) \$ 4,483,392

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)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	189,537	189,537	189,537	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	185,102			
	b Gross sales price for all assets on line 6a _____ 1,661,573				
	7 Capital gain net income (from Part IV, line 2)		185,102		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,184	1,184	1,184	
	12 Total. Add lines 1 through 11	375,823	375,823	190,721	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,900	1,300	1,300	1,300
	c Other professional fees (attach schedule)	24,582	9,291	9,291	6,000
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	225	225	225	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	824			824
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,288	367	367	921
	24 Total operating and administrative expenses. Add lines 13 through 23	30,819	11,183	11,183	9,045
	25 Contributions, gifts, grants paid	199,960			199,960
	26 Total expenses and disbursements. Add lines 24 and 25	230,779	11,183	11,183	209,005
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	145,044			
	b Net investment income (if negative, enter -0-)		364,640		
	c Adjusted net income (if negative, enter -0-)			179,538	

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	152,056	188,609	188,609
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,307,322	4,422,019	4,294,783
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,459,378	4,610,628	4,483,392
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted	3,188,901	3,340,151	
	26	Permanently restricted	1,270,477	1,270,477	
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	4,459,378	4,610,628	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,459,378	4,610,628	

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	4,459,378
2	Enter amount from Part I, line 27a	2	145,044
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,206
4	Add lines 1, 2, and 3	4	4,610,628
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	4,610,628

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	BANK OF AMERICA-SEE ATTACHED		2010-01-01	2011-12-31
b	ARTIO GLOBAL HIGH INCOME		2010-01-01	2011-12-30
c	CAPITAL GAIN DISTRIBUTION		2010-01-01	2011-12-31
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 1,605,809		1,473,700	132,109
b 3,033		2,771	262
c 52,731			52,731
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			132,109
b			262
c			52,731
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	185,102
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))
2010	199,437	4,400,146	0 045325
2009	162,417	3,797,039	0 042775
2008	277,567	4,654,353	0 059636
2007	290,999	5,745,915	0 050645
2006	233,936	4,880,397	0 047934

2 Total of line 1, column (d).	2	0 246315
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 049263
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,750,640
5 Multiply line 4 by line 3.	5	234,031
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,646
7 Add lines 5 and 6.	7	237,677
8 Enter qualifying distributions from Part XII, line 4.	8	209,005

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 VIExcise 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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,293
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	7,293
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	7,293
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,468	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,468
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	5,825
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 2012 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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? <input checked="" type="checkbox"/>		Yes	No
1a				No
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)? 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.	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes <input checked="" type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of SIDNEY RICHTER Telephone no (518) 828-6983 Located at 4A GIFFORD PARKWAY HUDSON NY ZIP +4 12534			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country 				

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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
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 2011?	4b		

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)?

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 Additional Data Table				

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

Total

number of other employees paid over \$50,000. ☒

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	4,700,710
b	Average of monthly cash balances.	1b	122,275
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,822,985
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	0
3	Subtract line 2 from line 1d.	3	4,822,985
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	72,345
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,750,640
6	Minimum investment return. Enter 5% of line 5.	6	237,532

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	237,532
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	7,293
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,293
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	230,239
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	230,239
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	230,239

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	209,005
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	209,005
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	209,005
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 193,760			
b	Total for prior years 2009 , 2008 , 2007			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008.			
d	From 2009.			
e	From 2010. 0			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 209,005			
a	Applied to 2010, but not more than line 2a 193,760			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2011 distributable amount. 15,245			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 0 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 0			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 214,994			
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).			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0			
10	Analysis of line 9			
a	Excess from 2007.			
b	Excess from 2008.			
c	Excess from 2009.			
d	Excess from 2010.			
e	Excess from 2011. 0			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

NA

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

NA

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

CO SIDNEY RICHTER
PO BOX 1015
HUDSON, NY 12534
(518) 828-6983

b

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

GRANT REQUESTS SHOULD BE WRITTEN AND CONTAIN PURPOSE OF GRANT

c

Any submission deadlines

NONE

d

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

GRANTS GIVEN TO LUNG, T B , BLOOD-OXYGEN RESEARCH AND/OR EQUIPMENT ONLY

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	199,960
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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				
	*****			2012-05-09	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature ▶ RICHARD P KOSKEY		Date	Check if self-employed ▶ <input checked="" type="checkbox"/>
Firm's name ▶ PATTISONKOSKEYHOWE&BUCCIPC			Firm's EIN ▶		
Firm's address ▶ 502 UNION STREET			Phone no (518) 828-1565		
Firm's address ▶ HUDSON, NY 12534					

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 14-1347714
Name: POTTS MEMORIAL FOUNDATION


Form 990PF - Special Condition Description:

Special Condition Description

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRIAN DAGGETT MD	PRESIDENT 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
SIDNEY RICHTER	TREASURER 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
KATHLEEN MCDONOUGH PHD	VICE PRESIDENT 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
DONNA KLOSE	SECRETARY 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
DONNA O'HARE MD	TRUSTEE 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
RICHARD GULLOT MD	TRUSTEE 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
JOSEPH J FUSCO MD	TRUSTEE 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
JOHN CHAN MD	TRUSTEE 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				
ANTHONY MALANGA MD	TRUSTEE 0 2	0	0	0
PO BOX 1015 HUDSON,NY 12534				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BROOKLYN COLLEGE OF THE CITY UNIVERSITY OF NY2900 BEDFORD AVE NEWYORK,NY 11210	NONE		INFLUENCE OF MYCOBACTERIAL OUTER MEMBRANE'S COMPONENTS ON DRUG SUSCEPTIBILITY	15,000
UNIVERSITY OF ILLINOIS AT CHICAGO601 S MORGAN STREET CHICAGO,IL 60607	NONE		IN SUPPORT OF RESEARCH ENTITLED "NOVEL INDIGOIDS AS NEXT GENERATION ANTI-TUBERCULOSIS AGENTS"	20,000
CENTER FOR IMMUN & MICROBIAL DISEASE ALBANY MED43 NEW SCOTLAND AVE ALBANY,NY 12208	NONE		IN SUPPORT OF BIOLOGICAL ROLSE OF C-DI-AMP AND C-DI-GMP IN MYCOBACTERIUM TUBERCULOSIS	24,000
NYU SCHOOL OF MEDICINE LANGONE MEDICAL CENTER550 FIRST AVE NEWYORK,NY 10016	NONE		RESEARCH IN SUPPORT OF CHARACTERIZATION OF THE IMPACT OF HUMAN IMMUNE RECOGNITION ON SEQUENCE DIVERSITY IN MYCOBACTERIUM TUBERCULOSIS	35,000
NYU SCHOOL OF MEDICINE550 FIRST AVE NEWYORK,NY 10016	NONE		SUPPORT OF INTERNATION CONFERENCE ON HUMAN IMMUNITY TO TUBERCULOSIS	5,000
UNIV OF COLORADODENVERANSCHUTZ MEDICAL CAMPUS13001 E 17TH PLACE AURORA,CO 10016	NONE		RESEARCH ON RESISTANCE OF MYCOBACTERIA TO THE LL-37 CATHELICIDIN ANTIBACTERIAL PEPTIDE	20,000
UNIVERSITY OF ROCHESTER MEDICAL CENTER601 ELMWOOD AVE ROCHESTER,NY 14642	NONE		GRAUDUATE STUDENT STUDY IN MYCOBACTERIUM TUBERCULOSIS CELL WALL PHYSIOLOGY	26,000
TI KAYAVENUE NEWYORK,NY 11210	NONE		FUND A PEER SUPPORT AND ADHERENCE NETWORK FOR TUBERCULOSIS PATIENTS IN THE TB CLINIC	15,000
NEW JERSEY MEDICAL SCHOOL185 SOUTH AVE NEWARK,NJ 07103	NONE		A POST DOCTORAL FELLOWSHIP IN RESEARCH ON MODULATION OF MYCOBACTERIUM TUBERCULOSIS SPECIFIC MEMORY IMMUNITY BY HELMINTHS	25,000
BOSTON MEDICAL CENTER1 BOSTON MEDICAL CENTER PLACE BOSTON,MA 02118	NONE		TO SUPPORT THE 2012 TUBERCULOSIS DAY CONFERENCE IN SUPPORT OF WORKD TB DAY	14,960
Total  3a				199,960

TY 2011 Accounting Fees Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,900	1,300	1,300	1,300

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

TY 2011 Depreciation Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2011 General Explanation Attachment**Name:** POTTS MEMORIAL FOUNDATION**EIN:** 14-1347714

Identifier	Return Reference	Explanation
PART IV CAPITAL GAINS SCHEDULE	BOA DETAIL FOR CAPITAL GAINS/LOSS	SCHEDULE DETAILING LONG-TERM/SHORT-TERM GAINS/LOSSES FOR THE YEAR

TY 2011 Investments - Other Schedule**Name:** POTTS MEMORIAL FOUNDATION**EIN:** 14-1347714

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - EQUITIES	AT COST	2,511,277	2,560,320
MUTUAL FUNDS - FIXED INCOME	AT COST	1,305,778	1,287,989
PRIVATE EQUITY	AT COST	25,663	24,764
PUBLIC REITS	AT COST	61,247	49,258
MUTUAL FUNDS - COMMODITIES	AT COST	518,054	372,452

TY 2011 Land, Etc. Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2011 Other Expenses Schedule**Name:** POTTS MEMORIAL FOUNDATION**EIN:** 14-1347714

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE	804			804
NYS FILING FEE	250	250	250	
INSURANCE	234	117	117	117

TY 2011 Other Income Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	1,184	1,184	1,184

TY 2011 Other Increases Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Description	Amount
GRANTS RETURNED	6,206

TY 2011 Other Professional Fees Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMISSIONS	18,582	9,291	9,291	
SECRETARIAL SERVICES	6,000			6,000

TY 2011 Taxes Schedule

Name: POTTS MEMORIAL FOUNDATION

EIN: 14-1347714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX PRIOR YEAR	225	225	225	
EXCISE TAX ESTIMATED PAYMENTS				

16330640240

Settlement Date

Activity Detail

Account: 41-16-202-5879274 THE POTTS MEM FDN ENDWMNT FD C/A

Jan 01, 2011 through Dec 31, 2011

Date	Description	Purchases (Cost)	Cash	Tax Cost	Short-term		Long-term	
					Realized Gain/Loss	Realized Gain/Loss	Realized Gain/Loss	Realized Gain/Loss
2/08/11	PIMCO COMMODITY REALRETURN STRATEGY FUND PURCHASE 526 074 SHARES REINVESTED @ 7 5900 ACCOUNT 41-16-202-5877479		-3,992.91	3,992.91				
2/08/11	PIMCO COMMODITY REALRETURN STRATEGY FUND PURCHASE 530 438 SHARES REINVESTED @ 7 5900 ACCOUNT 41-16-202-5877479		-4,026.02	4,026.02				
12/08/11	PIMCO COMMODITY REALRETURN STRATEGY FUND PURCHASE 11 410 SHARES REINVESTED @ 7 5900 ACCOUNT 41-16-202-5877479		-86.60	86.60				
12/30/11	ARTIO GLOBAL HIGH INCOME FUND CLI REVERSL 295 14 SHR DUE TO WASH SALE PURC 168 487 DEFER LOSS OF 149 53 ACCOUNT 41-16-202-5877479		-2,771.36	3,033.30				261.94
12/30/11	ARTIO GLOBAL HIGH INCOME FUND CLI 12/29 PURC 168 487 SHR @ 0.00000000 COMM/FEES DEFER LOSS OF 149 53 ACCOUNT 41-16-202-5877479		-1,563.56	1,563.56				
Total Purchases			-\$1,591,252.49	\$1,591,514.43	\$0.00			\$251.94

Sales and Maturities

03/01/11	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES PROCEEDS REDEMPTION 1,974 468 UNITS @ 13 4400 ACCOUNT 41-16-202-5877479		\$26,536.85	-\$20,914.45				\$5,622.40
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Settlement Date

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Settlement Date



Activity Detail

Account: 41-16-202-5879274 THE POTTS MEM FDN ENDWMINT FD C/A

Jan. 01, 2011 through Dec. 31, 2011

Date	Description	Cash	Tax Cost	Short-term Realized Gain/Loss	Long-term Realized Gain/Loss
Sales and Maturities (cont.)					
3/01/11	EATON VANCE LARGE-CAP VALUE FUND CL I PROCEEDS REDEMPTION 571,857 UNITS @ 18.9199 ACCOUNT 41-16-202-5877479	10,815.75	-9,449.49		1,366.26
3/01/11	HARBOR INTERNATIONAL FUND INSTL CL PROCEEDS REDEMPTION 30,655 UNITS @ 62.9809 ACCOUNT 41-16-202-5877479	1,930.68	-1,682.35		248.33
3/01/11	PIMCO COMMODITY REALRETURN STRATEGY FUND PROCEEDS REDEMPTION 1,771,791 UNITS @ 9.6700 ACCOUNT 41-16-202-5877479	17,133.22	-26,505.99		-9,372.77
4/01/11	OLD MUTUAL TS&W MID CAP VALUE FUND CL I PROCEEDS REDEMPTION 13,857,740 UNITS @ 9.5000 ACCOUNT 41-16-202-5877479	131,648.53	-104,348.78		27,299.75
5/27/11	COLUMBIA ACORN FUND CLASS Z SHARES PROCEEDS REDEMPTION 34,534 UNITS @ 32.1798 ACCOUNT 41-16-202-5877479	1,111.30	-832.61		278.69
5/27/11	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES PROCEEDS REDEMPTION 299,888 UNITS @ 35.4100 ACCOUNT 41-16-202-5877479	10,619.05	-6,870.43		3,748.62
5/27/11	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES PROCEEDS REDEMPTION 2,688,738 UNITS @ 13.9899 ACCOUNT 41-16-202-5877479	37,615.44	-28,480.33		9,135.11

Activity Detail

url: 41-16-202-587927+ THE POTTS MEM FDN ENDWMNT ED C/A

Jan 01, 2011 through Dec. 31, 2011

Description	Cash	Tax Cost	Short-term Realized Gain/Loss	Long-term Realized Gain/Loss
1/11 HARBOR INTERNATIONAL FUND INSTL CL PROCEEDS REDEMPTION 123,919 UNITS @ 63.5697 ACCOUNT 41-16-202-5877479	7,877.50	-6,800.67		1,076.83
1/11 PIMCO TOTAL RETURN FUND INSTL PROCEEDS REDEMPTION 3,275,001 UNITS @ 11.0399 ACCOUNT 41-16-202-5877479	36,156.34	-35,697.84		458.50
1/11 COLUMBIA SMALL CAP GROWTH FUND CLASS Z SHARES PROCEEDS REDEMPTION 1,820,867 UNITS @ 33.6699 ACCOUNT 41-16-202-5877479	61,308.59	-41,716.07		19,592.52
1/11 COLUMBIA SELECT SMALL CAP FUND CLASS Z SHARES PROCEEDS REDEMPTION 3,491,981 UNITS @ 16.9700 ACCOUNT 41-16-202-5877479	59,258.92	-34,428.86		24,830.06
1/11 PIMCO EMERGING MKT CURRENCY FUND INSTL PROCEEDS REDEMPTION 338,068 UNITS @ 19.9099 ACCOUNT 41-16-202-5877479	3,688.32	-3,398.14		290.18
1/11 ROWE T PRICE INTL FDS INC INTL BD FD PROCEEDS REDEMPTION 777,938 UNITS @ 10.5500 ACCOUNT 41-16-202-5877479	8,207.25	-7,864.95		342.30
3/11 COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FD CLASS Z SHARES PROCEEDS REDEMPTION 11,736,522 UNITS @ 9.4699 ACCOUNT 41-16-202-5877479	111,144.86	-129,293.91	-1,334.80	-16,814.25

10/25/11



Settlement Date

Bank of America
Merrill Lynch

Activity Detail

Jan. 01, 2011 through Dec. 31, 2011

Account: 41-16-202-5879274 THE POTTS MEM FDN ENDWMNT FD C/A

Date	Description	Cash	Tax Cost	Short-term Realized Gain/Loss	Long-term Realized Gain/Loss
10/03/11	PIMCO TOTAL RETURN FUND INSIL PROCEEDS REDEMPTION 9,677,023 UNITS @ 10.7900	104,415.08	-105,479.55		-1,064.47
10/25/11	ACCOUNT 41-16-202-5877479 INVECO INTL GROWTH FUND CLY	2,800.19	-2,541.04	259.15	
10/25/11	MUTUAL FUND AGENT PROCEEDS REDEMPTION 105,350 UNITS @ 26.5798 ACCOUNT 41-16-202-5877479	2,827.44	-2,827.44		
10/25/11	ARTIO GLOBAL HIGH INCOME FUND CL I MUTUAL FUND AGENT 10/24 SALE 295.14 SHR @ 9.57999593 COMM/FEEES 00 DEFER LOSS OF 312.11 ACCOUNT 41-16-202-5877479	3,452.60	-2,851.73		600.87
10/25/11	COLUMBIA ACORN FUND CLASS Z SHARES MUTUAL FUND AGENT PROCEEDS REDEMPTION 118,280 UNITS @ 29.1900 ACCOUNT 41-16-202-5877479	1,314.98	-1,217.11		97.87
10/25/11	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES MUTUAL FUND AGENT PROCEEDS REDEMPTION 36,245 UNITS @ 36.2803 ACCOUNT 41-16-202-5877479	1,432.08	-1,226.40		205.68
10/25/11	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES MUTUAL FUND AGENT PROCEEDS REDEMPTION 33,012 UNITS @ 43.3805 ACCOUNT 41-16-202-5877479				

16350640260



Settlement Date

Activity Detail

Account: 41-16-202-5879274 THE POTTS MEM FDN ENDWMNT FD C/A

Jan 01, 2011 through Dec 31, 2011

Date	Description	Cash	Tax Cost	Short-term		Long-term	
				Realized Gain/Loss	Realized Gain/Loss	Realized Gain/Loss	Realized Gain/Loss
10/25/11	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,793,507 UNITS @ 12.6600 ACCOUNT 41-16-202-5877479	22,705.80	-18,997.63				3,708.17
10/25/11	EAGLE SM CAP GROWTH FUND CLI MUTUAL FUND AGENT 10/24 SALE 62,419 SHR @ 39.2797064 COMM/FEEES 00 DEFER LOSS OF 158.69 ACCOUNT 41-16-202-5877479	2,451.80	-2,451.80				
10/25/11	EATON VANCE LARGE-CAP VALUE FUND CLI MUTUAL FUND AGENT PROCEEDS REDEMPTION 882,038 UNITS @ 17.1900 ACCOUNT 41-16-202-5877479	15,162.24	-14,580.09				582.15
10/25/11	HARBOR INTERNATIONAL FUND INSTL CL MUTUAL FUND AGENT PROCEEDS REDEMPTION 49,044 UNITS @ 55.9905 ACCOUNT 41-16-202-5877479	2,746.00	-2,691.53				54.47
10/25/11	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND MUTUAL FUND AGENT 10/24 SALE 219,633 SHR @ 11.3200202 COMM/FEEES 00 DEFER LOSS OF 221.82 ACCOUNT 41-16-202-5877479	2,486.25	-2,486.25				
10/25/11	LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL CL MUTUAL FUND AGENT PROCEEDS REDEMPTION 280,295 UNITS @ 18.6900 ACCOUNT 41-16-202-5877479	5,238.72	-5,101.37				137.35

Settlement Date

Account Statement Date



Activity Detail

Account: 41-16-202-5879274 THE POTTS MEM FDN ENDWMNT FD C/A

Jan. 01, 2011 through Dec 31, 2011

Date	Description	Cash	Tax Cost	Short-term Realized Gain/Loss	Long-term Realized Gain/Loss
Sales and Maturities (cont)					
10/25/11	NATIXIS FDS TR IV AEW REAL ESTATE FD CLY COM MUTUAL FUND AGENT PROCEEDS REDEMPTION 121 276 UNITS @ 16.3900 ACCOUNT 41-16-202-5877479	1,987.72	-3,050.20		-1,062.48
10/25/11	PIMCO TOTAL RETURN FUND INSTL MUTUAL FUND AGENT PROCEEDS REDEMPTION 2,129,018 UNITS @ 10.7499 ACCOUNT 41-16-202-5877479	22,886.94	-23,206.30		-319.36
10/25/11	PIMCO COMMODITY REAL RETURN STRATEGY FUND MUTUAL FUND AGENT 10/24 SALE 594,361 SHR @ 7.81000099 COMMITTEES 00 DEFER LOSS OF 4249.68 ACCOUNT 41-16-202-5877479	4,641.96	-4,641.96		
10/25/11	PIMCO EMERGING MKT CURRENCY FUND INSTL MUTUAL FUND AGENT PROCEEDS REDEMPTION 89,127 UNITS @ 10.3100 ACCOUNT 41-16-202-5877479	918.90	-895.87		23.03
10/25/11	ROWE T PRICE INTL FDS INC INTL BD FD MUTUAL FUND AGENT PROCEEDS REDEMPTION 137,597 UNITS @ 10.2800 ACCOUNT 41-16-202-5877479	1,414.50	-1,391.11		23.39
12/01/11	INVECO INTL GROWTH FUND CLY PROCEEDS REDEMPTION 156,721 UNITS @ 26.2200 ACCOUNT 41-16-202-5877479	4,109.23	-3,780.11	329.12	

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tlement Date



Activity Detail

account: 41-16-202-5879274 THE POTTS MEM FDN ENDWMNT FD C/A

Jan 01, 2011 through Dec 31, 2011

Date	Description	Cash	Short-term		Long-term	
			Realized Gain/Loss	Tax Cost	Realized Gain/Loss	Realized Gain/Loss
1/01/11	ARTIO GLOBAL HIGH INCOME FUND CL1 PROCEEDS REDEMPTION 4,067,227 UNITS @ 9.3899 ACCOUNT 41-16-202-5877479	38,191.26	-43,158.82			-4,967.56
2/01/11	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES PROCEEDS REDEMPTION 332,010 UNITS @ 35.2900 ACCOUNT 41-16-202-5877479	11,716.64	-11,148.90			567.74
2/01/11	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES PROCEEDS REDEMPTION 42,005,085 UNITS @ 12.5300 ACCOUNT 41-16-202-5877479	526,323.72	-438,866.94			87,456.78
2/01/11	EATON VANCE LARGE CAP VALUE FUND CL1 PROCEEDS REDEMPTION 10,325,652 UNITS @ 17.0200 ACCOUNT 41-16-202-5877479	175,742.80	-170,683.03			5,059.57
2/01/11	HARBOR INTERNATIONAL FUND INSTL CL PROCEEDS REDEMPTION 11,440 UNITS @ 54.8706 ACCOUNT 41-16-202-5877479	627.72	-627.83			-0.11
2/01/11	NATIXIS FDS TR IV AEW REAL ESTATE FD CLY COM PROCEEDS REDEMPTION 2,876,646 UNITS @ 16.3600 ACCOUNT 41-16-202-5877479	47,061.93	-72,350.11			-25,288.18
2/01/11	PIMCO EMERGING MKT CURRENCY FUND INSTL PROCEEDS REDEMPTION 1,127,560 UNITS @ 10.0799 ACCOUNT 41-16-202-5877479	11,365.80	-11,333.85			31.95

Settlement D

Jan. 01, 2011 through Dec. 31, 2011

		Jan. 01, 2011 through Dec 31, 2011			
		Cash	Tax Cost	Short-term Realized Gain/Loss	Long-term Realized Gain/Loss
2/01/11	ROWET PRICE INTL FOS INC INTL BDFD PROCEEDS REDEMPTION 6,428 388 UNITS @ 9.9499 ACCOUNT 41-16-202-5877479				
2/30/11	ARTIO GLOBAL HIGH INCOME FUND CLI SALE 295.14 SHR DUE TO WASH SALE PURC 169.487 DEFER LOSS OF 149.53 ACCOUNT 41-16-202-5877479	63,962.46	-64,943.89	-47.10	-934.33
	Total Sales and Maturities	2,771.36		-2,883.77	

Old Sales and Machinery

[illegible]