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Form **990-PF**

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

OMB No. 1545-0052

**2011**

Department of the Treasury  
 Internal Revenue Service

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

For calendar year 2011 or tax year beginning

04/01, 2011, and ending

03/31, 2012

Name of foundation: **POTT FOUNDATION MAIN IUA**

Number and street (or P.O. box number if mail is not delivered to street address): **P O BOX 630858**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **CINCINNATI, OH 45263-0858**

**A Employer identification number**  
 35-6290997

**B Telephone number (see instructions)**  
 (513) 534-5310

**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

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

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,006,947.**

**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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
<b>3</b>	Interest on savings and temporary cash investments . . . . .	44,110.	44,110.		STMT 1
<b>4</b>	Dividends and interest from securities . . . . .	91,608.	89,003.		STMT 2
<b>5a</b>	Gross rents . . . . .				
<b>b</b>	Net rental income or (loss) . . . . .				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10 . . . . .	129,484.			
<b>b</b>	Gross sales price for all assets on line 6a . . . . .	1,011,707.			
<b>7</b>	Capital gain net income (from Part IV, line 2) . . . . .		129,484.		
<b>8</b>	Net short-term capital gain . . . . .				
<b>9</b>	Income modifications . . . . .				
<b>10a</b>	Gross sales less returns and allowances . . . . .				
<b>b</b>	Less: Cost of goods sold . . . . .				
<b>c</b>	Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b>	Other income (attach schedule) . . . . .				
<b>12</b>	<b>Total. Add lines 1 through 11 . . . . .</b>	<b>265,202.</b>	<b>262,597.</b>		
<b>13</b>	Compensation of officers, directors, trustees, etc. . . . .				
<b>14</b>	Other employee salaries and wages . . . . .		NONE	NONE	
<b>15</b>	Pension plans, employee benefits . . . . .		NONE	NONE	
<b>16a</b>	Legal fees (attach schedule) . . . . .				
<b>b</b>	Accounting fees (attach schedule) STMT 3 . . . . .	660.	330.	NONE	330.
<b>c</b>	Other professional fees (attach schedule) . . . . .				
<b>17</b>	Interest . . . . .				
<b>18</b>	Taxes (attach schedule) (see instructions) STMT 4 . . . . .	8,279.	1,515.		
<b>19</b>	Depreciation (attach schedule) and depletion . . . . .				
<b>20</b>	Occupancy . . . . .				
<b>21</b>	Travel, conferences, and meetings . . . . .		NONE	NONE	
<b>22</b>	Printing and publications . . . . .		NONE	NONE	
<b>23</b>	Other expenses (attach schedule) STMT 5 . . . . .	65,470.	65,470.		
<b>24</b>	<b>Total operating and administrative expenses. Add lines 13 through 23 . . . . .</b>	<b>74,409.</b>	<b>67,315.</b>	<b>NONE</b>	<b>330.</b>
<b>25</b>	Contributions, gifts, grants paid . . . . .	244,578.			244,578.
<b>26</b>	<b>Total expenses and disbursements. Add lines 24 and 25 . . . . .</b>	<b>318,987.</b>	<b>67,315.</b>	<b>NONE</b>	<b>244,908.</b>
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	Excess of revenue over expenses and disbursements . . . . .	-53,785.			
<b>b</b>	Net investment income (if negative, enter -0-) . . . . .		195,282.		
<b>c</b>	Adjusted net income (if negative, enter -0-) . . . . .				

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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 . . . . .	3.	2.	2.	
	2	Savings and temporary cash investments . . . . .	209,023.	241,082.	241,082.	
	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 instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . STMT 6 . . . . .	2,427,512.	2,153,868.	2,893,412.	
	c	Investments - corporate bonds (attach schedule) . STMT 7 . . . . .	1,166,259.	1,235,211.	1,336,136.	
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . . STMT 8 . . . . .	360,019.	477,285.	536,315.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,162,816.	4,107,448.	5,006,947.		
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	4,162,816.	4,107,448.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,162,816.	4,107,448.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,162,816.	4,107,448.			

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 4,162,816.
2	Enter amount from Part I, line 27a . . . . .	2 -53,785.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 . . . . .	3 11.
4	Add lines 1, 2, and 3 . . . . .	4 4,109,042.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 . . . . .	5 1,594.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 4,107,448.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 994,409.		882,223.	112,186.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			112,186.		
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	129,484.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	232,809.	4,642,091.	0.050152
2009	225,751.	4,368,022.	0.051683
2008	300,616.	4,601,365.	0.065332
2007	295,195.	5,304,707.	0.055648
2006	309,212.	5,527,837.	0.055937
2 Total of line 1, column (d)			0.278752
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			0.055750
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4,737,864.
5 Multiply line 4 by line 3			264,136.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,953.
7 Add lines 5 and 6			266,089.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			244,908.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 1,094.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and foundation status. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 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 FIFTH THIRD BANK Telephone no. (812) 456-3215
Located at P.O. BOX 719, EVANSVILLE, IN ZIP + 4 47705
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 X
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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b
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 2011? . . . . . 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . Yes X 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 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 X 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . . . . 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 instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 11		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(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 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 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 instructions. 3 NONE	

**Total. Add lines 1 through 3 . . . . .**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,649,074.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	160,940.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,810,014.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,810,014.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	72,150.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,737,864.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	236,893.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	236,893.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	3,906.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,906.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	232,987.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	232,987.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	232,987.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	244,908.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	244,908.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	244,908.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				232,987.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	37,304.			
b From 2007 . . . . .	39,616.			
c From 2008 . . . . .	72,402.			
d From 2009 . . . . .	10,182.			
e From 2010 . . . . .	5,300.			
f Total of lines 3a through e . . . . .	164,804.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 244,908.				
a Applied to 2010, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				232,987.
e Remaining amount distributed out of corpus . . . . .	11,921.			
5 Excess distributions carryover applied to 2011 . . . . . (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 . . . . .	176,725.			
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 instructions . . . . .		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	37,304.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	139,421.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	39,616.			
b Excess from 2008 . . . . .	72,402.			
c Excess from 2009 . . . . .	10,182.			
d Excess from 2010 . . . . .	5,300.			
e Excess from 2011 . . . . .	11,921.			

**Part XIV Private Operating Foundations** (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:  
SEE STATEMENT 12

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

**c** Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

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

**Part XV** Supplementary Information (continued)

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

Recipient 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
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 14</p>				
<b>Total</b> .....				<b>244,578.</b>
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or (loss) from sales of assets, and Subtotal.

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

Table with 2 columns: 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. Rows contain text describing investment income usage.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 3 columns: Question, Yes, No. Rows 1a(1) through 1c. All 'No' boxes are checked (X).

Table with 4 columns: (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... 2b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: MATTHEW J CAROTHERS Date: 07/12/2012 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	44,110.	44,110.
TOTAL	44,110.	44,110.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	12,478.	12,478.
NONDIVIDEND DISTRIBUTIONS	2,605.	
DOMESTIC DIVIDENDS	42,351.	42,351.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE OID INCOME)	1,444. 1,594.	1,444. 1,594.
NONQUALIFIED FOREIGN DIVIDENDS	1,534.	1,534.
NONQUALIFIED DOMESTIC DIVIDENDS	29,602.	29,602.
TOTAL	91,608.	89,003.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	80.	80.
PRIOR YEAR EXCISE TAX PAID	1,764.	
EXCISE TAX ESTIMATE	5,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,256.	1,256.
FOREIGN TAXES ON NONQUALIFIED	179.	179.
TOTALS	8,279.	1,515.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK SERVICE FEES	32,924.	32,924.
BANK SERVICE FEES	32,546.	32,546.
TOTALS	----- 65,470. =====	----- 65,470. =====

POTT FOUNDATION MAIN IUA

35-6290997

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENTS - CORPORATE STOCK	2,153,868.	2,893,412.
TOTALS	2,153,868.	2,893,412.

POTT FOUNDATION MAIN IUA

35-6290997

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENTS - CORPORATE BONDS	1,235,211.	1,336,136.
TOTALS	1,235,211.	1,336,136.

POTT FOUNDATION MAIN IUA

35-6290997

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/  
FMV  
C OR F  
-----

ENDING  
BOOK VALUE  
-----

ENDING  
FMV  
-----

OTHER - REAL ESTATE INV  
OTHER - ALT STRATEGIES

204,479.  
272,806.

259,947.  
276,368.

TOTALS

477,285.

536,315.

=====

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

=====

DESCRIPTION

AMOUNT

-----

-----

ROUNDING

11.

TOTAL

-----

11.

=====

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

DESCRIPTION -----	AMOUNT -----
ADJ DUE TO OID	1,594.
TOTAL	----- 1,594. =====

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

OFFICER NAME:

FIFTH THIRD BANK

ADDRESS:

PO BOX 719

EVANSVILLE, IN 47705

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

FIFTH THIRD BANK, TRUST & INV MGMT

ADDRESS:

PO BOX 719

EVANSVILLE, IN 47705

RECIPIENT'S PHONE NUMBER: 812-456-3215

FORM, INFORMATION AND MATERIALS:

FORMAL APPLICATION FORMS ARE NOT REQUIRED

SUBMISSION DEADLINES:

APRIL 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

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

RECIPIENT NAME:  
UNIVERSITY OF SOUTHERN  
INDIANA  
ADDRESS:  
8600 UNIVERSITY BLVD  
EVANSVILLE, IN 47712-8600  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 82,712.

RECIPIENT NAME:  
IVY TECH FOUNDATION  
ADDRESS:  
3501 FIRST AVENUE  
EVANSVILLE, IN 47710  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 33,517.

RECIPIENT NAME:  
UNIVERSITY OF EVANSVILLE  
ADDRESS:  
1 SOUTH FREDERICK STREET  
EVANSVILLE, IN 47714  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 88,349.

TOTAL GRANTS PAID: 244,578.  
=====

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

Kind of Property		Description				P r o p e r t y T y p e	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,486.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					15,812.	
1,892.00		106. CISCO SYS INC PROPERTY TYPE: SECURITIES 2,748.00					03/16/2007 -856.00	04/07/2011
946.00		53. CISCO SYS INC PROPERTY TYPE: SECURITIES 1,272.00					10/13/2009 -326.00	04/07/2011
984.00		24. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 517.00					10/29/2003 467.00	04/07/2011
336.00		10. ORACLE CORP PROPERTY TYPE: SECURITIES 221.00					11/01/2007 115.00	04/07/2011
3,364.00		73. PROGRESS ENERGY INC COMMON PROPERTY TYPE: SECURITIES 3,294.00					10/25/2010 70.00	04/07/2011
1,621.00		43. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 1,389.00					10/25/2010 232.00	04/07/2011
1,162.00		93. WINDSTREAM CORP PROPERTY TYPE: SECURITIES 1,018.00					03/15/2010 144.00	04/07/2011
350.00		28. WINDSTREAM CORP PROPERTY TYPE: SECURITIES 282.00					10/13/2009 68.00	04/07/2011
2,272.00		45. ABBOTT LABS PROPERTY TYPE: SECURITIES 2,254.00					11/26/2008 18.00	04/08/2011
1,338.00		37. CVS CORP PROPERTY TYPE: SECURITIES 854.00					11/16/2004 484.00	04/08/2011

**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)	
796.00		22. CVS CORP PROPERTY TYPE: SECURITIES 762.00					03/15/2010	04/08/2011
							34.00	
2,170.00		60. CVS CORP PROPERTY TYPE: SECURITIES 1,832.00					07/15/2005	04/08/2011
							338.00	
3,255.00		90. CVS CORP PROPERTY TYPE: SECURITIES 2,226.00					02/25/2005	04/08/2011
							1,029.00	
4,787.00		267. CISCO SYS INC PROPERTY TYPE: SECURITIES 8,744.00					11/01/2007	04/08/2011
							-3,957.00	
1,936.00		108. CISCO SYS INC PROPERTY TYPE: SECURITIES 2,605.00					10/22/2009	04/08/2011
							-669.00	
4,733.00		264. CISCO SYS INC PROPERTY TYPE: SECURITIES 8,657.00					10/31/2007	04/08/2011
							-3,924.00	
1,416.00		79. CISCO SYS INC PROPERTY TYPE: SECURITIES 1,926.00					10/26/2009	04/08/2011
							-510.00	
1,146.00		17. COCA COLA CO PROPERTY TYPE: SECURITIES 728.00					11/28/2005	04/08/2011
							418.00	
607.00		9. COCA COLA CO PROPERTY TYPE: SECURITIES 387.00					11/29/2005	04/08/2011
							220.00	
1,820.00		27. COCA COLA CO PROPERTY TYPE: SECURITIES 1,158.00					11/29/2005	04/08/2011
							662.00	
407.00		5. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 391.00					08/15/2008	04/08/2011
							16.00	

**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)	
4,769.00		75. EMERGENCY MED SVCS CORP CL A PROPERTY TYPE: SECURITIES 4,090.00				10/18/2010	04/08/2011 679.00	
831.00		20. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 279.00				09/29/2003	04/08/2011 552.00	
816.00		5. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 913.00				10/22/2009	04/08/2011 -97.00	
1,469.00		9. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,687.00				10/13/2009	04/08/2011 -218.00	
979.00		6. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,086.00				10/26/2009	04/08/2011 -107.00	
1,385.00		34. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 242.00				01/14/1993	04/08/2011 1,143.00	
382.00		7. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 351.00				05/06/2010	04/08/2011 31.00	
1,311.00		24. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 734.00				03/23/2000	04/08/2011 577.00	
1,682.00		84. INTEL CORP PROPERTY TYPE: SECURITIES 3,717.00				09/26/2000	04/08/2011 -2,035.00	
461.00		23. INTEL CORP PROPERTY TYPE: SECURITIES 644.00				07/15/2005	04/08/2011 -183.00	
381.00		5. MCDONALDS CORP PROPERTY TYPE: SECURITIES 152.00				11/16/2004	04/08/2011 229.00	

**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)	
1,477.00		37. MEDTRONIC INC PROPERTY TYPE: SECURITIES 583.00				09/17/1996	04/08/2011	
						894.00		
706.00		27. MICROSOFT CORP PROPERTY TYPE: SECURITIES 856.00				09/26/2000	04/08/2011	
						-150.00		
3,755.00		67. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 3,710.00				10/18/2010	04/08/2011	
						45.00		
1,401.00		25. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 1,090.00				07/15/2005	04/08/2011	
						311.00		
560.00		10. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 404.00				04/05/2005	04/08/2011	
						156.00		
6,278.00		80. NIKE INC CL B PROPERTY TYPE: SECURITIES 6,046.00				05/06/2010	04/08/2011	
						232.00		
1,256.00		16. NIKE INC CL B PROPERTY TYPE: SECURITIES 1,040.00				10/19/2009	04/08/2011	
						216.00		
3,610.00		46. NIKE INC CL B PROPERTY TYPE: SECURITIES 2,933.00				10/13/2009	04/08/2011	
						677.00		
3,218.00		41. NIKE INC CL B PROPERTY TYPE: SECURITIES 3,077.00				05/06/2010	04/08/2011	
						141.00		
6,985.00		89. NIKE INC CL B PROPERTY TYPE: SECURITIES 5,775.00				10/26/2009	04/08/2011	
						1,210.00		
856.00		13. PEPSICO INC PROPERTY TYPE: SECURITIES 239.00				10/28/1993	04/08/2011	
						617.00		

**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)	
1,514.00		23. PEPSICO INC PROPERTY TYPE: SECURITIES 423.00					10/28/1993	04/08/2011
							1,091.00	
248.00		4. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 161.00					08/19/1998	04/08/2011
							87.00	
3,599.00		58. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 2,327.00					08/19/1998	04/08/2011
							1,272.00	
3,049.00		66. PROGRESS ENERGY INC COMMON PROPERTY TYPE: SECURITIES 2,955.00					10/18/2010	04/08/2011
							94.00	
920.00		17. QUALCOMM INC PROPERTY TYPE: SECURITIES 959.00					03/08/2011	04/08/2011
							-39.00	
2,015.00		25. SPX CORP COM PROPERTY TYPE: SECURITIES 851.00					11/26/2008	04/08/2011
							1,164.00	
513.00		19. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 425.00					03/15/2010	04/08/2011
							88.00	
1,378.00		51. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 1,010.00					10/13/2009	04/08/2011
							368.00	
2,756.00		102. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 2,421.00					10/18/2010	04/08/2011
							335.00	
2,216.00		82. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 1,680.00					10/26/2009	04/08/2011
							536.00	
410.00		8. TJX COMPANIES INC PROPERTY TYPE: SECURITIES 287.00					08/15/2008	04/08/2011
							123.00	

**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)	
3,590.00		70. TJX COMPANIES INC PROPERTY TYPE: SECURITIES 2,055.00				10/31/2007	04/08/2011	
						1,535.00		
3,854.00		76. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 2,367.00				04/27/2005	04/08/2011	
						1,487.00		
2,399.00		28. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 1,182.00				10/29/2003	04/08/2011	
						1,217.00		
3,684.00		43. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 1,815.00				10/29/2003	04/08/2011	
						1,869.00		
391.00		36.651 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 407.00				11/01/2010	04/08/2011	
						-16.00		
408.00		38.184 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 423.00				09/01/2010	04/08/2011	
						-15.00		
353.00		33.013 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 366.00				08/02/2010	04/08/2011	
						-13.00		
361.00		33.814 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 374.00				12/01/2010	04/08/2011	
						-13.00		
405.00		37.938 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 418.00				10/01/2010	04/08/2011	
						-13.00		
322.00		30.165 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 332.00				07/01/2010	04/08/2011	
						-10.00		
376.00		35.182 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 383.00				06/01/2010	04/08/2011	
						-7.00		

**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)	
377.00		35.309	VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES			01/03/2011	04/08/2011	
		379.00				-2.00		
367.00		34.402	VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES			03/01/2011	04/08/2011	
		369.00				-2.00		
379.00		35.513	VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES			02/01/2011	04/08/2011	
		381.00				-2.00		
370.00		34.688	VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES			04/01/2011	04/08/2011	
		372.00				-2.00		
638.00		59.715	VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES			12/31/2010	04/08/2011	
		640.00				-2.00		
2,309.00		216.168	VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES			12/31/2010	04/08/2011	
		2,315.00				-6.00		
7,938.00		743.258	VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES			11/26/2008	04/08/2011	
		7,760.00				178.00		
1,098.00		40.	VECTREN CORP PROPERTY TYPE: SECURITIES			12/05/1974	04/08/2011	
		85.00				1,013.00		
1,135.00		30.	VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES			10/18/2010	04/08/2011	
		987.00				148.00		
1,172.00		31.	VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES			01/19/1984	04/08/2011	
		329.00				843.00		
1,286.00		34.	VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES			10/18/2010	04/08/2011	
		1,118.00				168.00		

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,836.00		75. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 2,176.00					11/29/2005 660.00	04/08/2011
3,593.00		95. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 1,034.00					12/01/1983 2,559.00	04/08/2011
4,660.00		88. WAL MART STORES INC PROPERTY TYPE: SECURITIES 5,197.00					08/15/2008 -537.00	04/08/2011
424.00		8. WAL MART STORES INC PROPERTY TYPE: SECURITIES 409.00					06/07/2010 15.00	04/08/2011
6,355.00		120. WAL MART STORES INC PROPERTY TYPE: SECURITIES 6,474.00					11/26/2008 -119.00	04/08/2011
3,283.00		86. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 2,878.00					03/16/2007 405.00	04/08/2011
2,006.00		54. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES 1,988.00					03/08/2011 18.00	04/14/2011
37.00		1. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES 26.00					10/22/2009 11.00	04/14/2011
5,267.00		100. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 3,646.00					05/19/2009 1,621.00	04/21/2011
1,351.00		20. COCA COLA CO PROPERTY TYPE: SECURITIES 1,019.00					07/09/2004 332.00	04/21/2011
1,900.00		130.226 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES 1,048.00					11/12/2008 852.00	04/21/2011

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
805.00		10. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 510.00					12/16/2009 295.00	04/21/2011
950.00		10. DEERE & CO PROPERTY TYPE: SECURITIES 458.00					08/04/2009 492.00	04/21/2011
2,007.00		70. EMC CORP/MASS PROPERTY TYPE: SECURITIES 1,005.00					02/27/2004 1,002.00	04/21/2011
3,700.00		83.691 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES 2,596.00					06/18/2009 1,104.00	04/21/2011
1,716.00		20. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 730.00					10/30/2003 986.00	04/21/2011
1,096.00		20. FREEPORT COPPER & GOLD INC CLASS B PROPERTY TYPE: SECURITIES 299.00					02/06/2009 797.00	04/21/2011
1,678.00		10. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 896.00					10/30/2003 782.00	04/21/2011
3,140.00		40. NATIONAL-OILWELL INC COM PROPERTY TYPE: SECURITIES 3,556.00					06/27/2008 -416.00	04/21/2011
1,040.00		30. ORACLE CORP PROPERTY TYPE: SECURITIES 733.00					09/09/2010 307.00	04/21/2011
1,800.00		128.297 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES 1,137.00					06/16/2009 663.00	04/21/2011
1,782.00		20. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 1,701.00					03/11/2008 81.00	04/21/2011

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
24.00		2.231			VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 24.00		03/30/2010	04/21/2011
82.00		7.584			VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 81.00		03/30/2010 1.00	04/21/2011
121.00		11.22			VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 120.00		12/31/2010 1.00	04/21/2011
438.00		40.617			VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 435.00		12/31/2010 3.00	04/21/2011
5,037.00		467.29			VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 5,000.00		05/20/2009 37.00	04/21/2011
125.00		11.598			VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 124.00		12/31/2009 1.00	04/21/2011
48.00		4.461			VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 48.00		12/31/2009	04/21/2011
10,525.00		976.335			VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES 10,222.00		01/31/2008 303.00	04/21/2011
549.00		20.			VECTREN CORP PROPERTY TYPE: SECURITIES 43.00		12/05/1974 506.00	04/21/2011
1,108.00		30.			VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 882.00		10/30/2003 226.00	04/21/2011
6,125.00		580.046			FIFTH THIRD STRATEGIC INCOME FD PROPERTY TYPE: SECURITIES 5,000.00		07/15/2009 1,125.00	04/22/2011

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
6,510.00		616.522 FIFTH THIRD STRATEGIC INCOME FD PROPERTY TYPE: SECURITIES 5,000.00				05/20/2009 1,510.00	04/22/2011
8,364.00		792.067 FIFTH THIRD STRATEGIC INCOME FD PROPERTY TYPE: SECURITIES 5,885.00				01/22/2009 2,479.00	04/22/2011
3,803.00		40. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 2,719.00				04/18/2006 1,084.00	04/28/2011
4,375.00		46. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES 3,135.00				05/04/2006 1,240.00	04/28/2011
1,290.00		10. APACHE CORP COM PROPERTY TYPE: SECURITIES 677.00				04/14/2009 613.00	04/28/2011
2,147.00		41. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 2,146.00				04/08/2011 1.00	04/28/2011
1,728.00		33. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 1,727.00				04/08/2011 1.00	04/28/2011
360.00		10. CVS CORP PROPERTY TYPE: SECURITIES 247.00				02/25/2005 113.00	04/28/2011
1,011.00		28. CVS CORP PROPERTY TYPE: SECURITIES 646.00				11/16/2004 365.00	04/28/2011
669.00		6. CATERPILLAR INC PROPERTY TYPE: SECURITIES 481.00				10/18/2010 188.00	04/28/2011
560.00		5. CATERPILLAR INC PROPERTY TYPE: SECURITIES 513.00				03/08/2011 47.00	04/28/2011

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,007.00		9. CATERPILLAR INC PROPERTY TYPE: SECURITIES 721.00				10/18/2010	04/28/2011 286.00	
1,085.00		10. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 1,097.00				04/08/2011	04/28/2011 -12.00	
1,521.00		14. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 1,118.00				05/06/2010	04/28/2011 403.00	
2,550.00		38. COCA COLA CO PROPERTY TYPE: SECURITIES 1,630.00				11/29/2005	04/28/2011 920.00	
3,828.00		57. COCA COLA CO PROPERTY TYPE: SECURITIES 2,441.00				11/28/2005	04/28/2011 1,387.00	
3,500.00		236.806 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES 1,906.00				11/12/2008	04/28/2011 1,594.00	
309.00		4. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 323.00				04/08/2011	04/28/2011 -14.00	
5,414.00		70. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 3,049.00				11/16/2004	04/28/2011 2,365.00	
851.00		11. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 671.00				10/18/2010	04/28/2011 180.00	
958.00		10. DEERE & CO PROPERTY TYPE: SECURITIES 458.00				08/04/2009	04/28/2011 500.00	
3,863.00		90. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 1,098.00				07/22/1993	04/28/2011 2,765.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,502.00		35. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 511.00				10/15/1993	04/28/2011	
						991.00		
3,500.00		78.003 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES 2,420.00				06/18/2009	04/28/2011	
						1,080.00		
955.00		11. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 945.00				04/08/2011	04/28/2011	
						10.00		
1,734.00		20. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 1,719.00				04/08/2011	04/28/2011	
						15.00		
868.00		10. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 25.00				07/14/1971	04/28/2011	
						843.00		
5,100.00		479.323 FIFTH THIRD STRATEGIC INCOME FD PROPERTY TYPE: SECURITIES 3,561.00				01/22/2009	04/28/2011	
						1,539.00		
5,000.00		494.071 FIFTH THIRD HIGH YIELD BOND FUND PROPERTY TYPE: SECURITIES 5,015.00				04/22/2011	04/28/2011	
						-15.00		
147.00		17.988 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 144.00				11/29/2005	04/28/2011	
						3.00		
587.00		72.011 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 216.00				12/01/1983	04/28/2011	
						371.00		
7,501.00		894. GOLDMAN SACHS TR SATELLITE STRATEGI PROPERTY TYPE: SECURITIES 7,304.00				03/08/2011	04/28/2011	
						197.00		
3,026.00		75. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 533.00				01/14/1993	04/28/2011	
						2,493.00		

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,627.00		65. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 462.00				01/14/1993	04/28/2011	
						2,165.00		
306.00		5. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 294.00				04/08/2011	04/28/2011	
						12.00		
641.00		11. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 336.00				03/23/2000	04/28/2011	
						305.00		
4,281.00		55. MCDONALDS CORP PROPERTY TYPE: SECURITIES 3,066.00				11/26/2008	04/28/2011	
						1,215.00		
4,668.00		60. MCDONALDS CORP PROPERTY TYPE: SECURITIES 1,825.00				11/16/2004	04/28/2011	
						2,843.00		
1,436.00		54. MICROSOFT CORP PROPERTY TYPE: SECURITIES 1,711.00				09/26/2000	04/28/2011	
						-275.00		
624.00		11. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 474.00				11/28/2005	04/28/2011	
						150.00		
567.00		10. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 406.00				04/06/2005	04/28/2011	
						161.00		
12,179.00		328.022 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 11,789.00				11/29/2005	04/28/2011	
						390.00		
613.00		16.516 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 576.00				12/09/2005	04/28/2011	
						37.00		
2,393.00		64.462 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 2,236.00				10/18/2010	04/28/2011	
						157.00		

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
694.00		10. PEPSICO INC PROPERTY TYPE: SECURITIES 184.00				10/28/1993	04/28/2011	
1,045.00		15. PEPSICO INC PROPERTY TYPE: SECURITIES 276.00				10/28/1993	04/28/2011	
641.00		10. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 401.00				08/19/1998	04/28/2011	
1,219.00		19. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 762.00				08/19/1998	04/28/2011	
2,200.00		154.386 ROYCE FD TOTAL RETURN FD PROPERTY TYPE: SECURITIES 1,368.00				06/16/2009	04/28/2011	
9,965.00		117. SPX CORP COM PROPERTY TYPE: SECURITIES 3,609.00				11/26/2008	04/28/2011	
10,677.00		125. SPX CORP COM PROPERTY TYPE: SECURITIES 3,856.00				11/26/2008	04/28/2011	
739.00		15. SANDISK CORP COM PROPERTY TYPE: SECURITIES 705.00				03/08/2011	04/28/2011	
888.00		10. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 927.00				04/08/2011	04/28/2011	
710.00		8. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 741.00				04/08/2011	04/28/2011	
178.00		2. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 180.00				03/08/2011	04/28/2011	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,006.00		35. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 717.00					10/26/2009	04/28/2011
							289.00	
2,015.00		70. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 1,887.00					03/08/2011	04/28/2011
							128.00	
2,945.00		55. TJX COMPANIES INC PROPERTY TYPE: SECURITIES 1,614.00					10/31/2007	04/28/2011
							1,331.00	
1,006.00		20. TARGET CORP PROPERTY TYPE: SECURITIES 795.00					10/29/2003	04/28/2011
							211.00	
1,504.00		30. TARGET CORP PROPERTY TYPE: SECURITIES 1,518.00					04/06/2005	04/28/2011
							-14.00	
8,170.00		177. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 5,337.00					07/15/2005	04/28/2011
							2,833.00	
5,000.00		461.681 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES 4,834.00					01/31/2008	04/28/2011
							166.00	
25,198.00		2326.646 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES 24,290.00					11/26/2008	04/28/2011
							908.00	
4,888.00		451.354 VANGUARD FIXED INCOME SECS FD GN PROPERTY TYPE: SECURITIES 4,681.00					04/28/2008	04/28/2011
							207.00	
1,416.00		50. VECTREN CORP PROPERTY TYPE: SECURITIES 107.00					12/05/1974	04/28/2011
							1,309.00	
3,103.00		50. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 2,994.00					04/21/2011	04/28/2011
							109.00	

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6,842.00		110. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 6,423.00					04/08/2011	04/28/2011 419.00
8,458.00		136. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 7,875.00					03/08/2011	04/28/2011 583.00
763.00		20. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 218.00					12/01/1983	04/28/2011 545.00
2,820.00		74. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 786.00					01/19/1984	04/28/2011 2,034.00
738.00		14. YUM! BRANDS INC COMMON STOCK PROPERTY TYPE: SECURITIES 579.00					05/06/2010	04/28/2011 159.00
1,542.00		109. MARVELL TECHNOLOGY GROUP LTD PROPERTY TYPE: SECURITIES 1,956.00					10/25/2010	05/17/2011 -414.00
1,029.00		10. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 799.00					05/06/2010	05/18/2011 230.00
2,065.00		48. COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 1,681.00					10/18/2010	05/18/2011 384.00
728.00		10. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 436.00					11/16/2004	05/18/2011 292.00
1,877.00		92. EAST WEST BANCORP INC PROPERTY TYPE: SECURITIES 2,170.00					03/08/2011	05/18/2011 -293.00
4,504.00		125. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 888.00					01/14/1993	05/18/2011 3,616.00

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
44.00		1. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 46.00					03/08/2011	05/18/2011 -2.00
835.00		19. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 856.00					10/22/2009	05/18/2011 -21.00
983.00		40. MICROSOFT CORP PROPERTY TYPE: SECURITIES 1,268.00					09/26/2000	05/18/2011 -285.00
851.00		25. ORACLE CORP PROPERTY TYPE: SECURITIES 843.00					04/08/2011	05/18/2011 8.00
681.00		20. ORACLE CORP PROPERTY TYPE: SECURITIES 441.00					10/22/2009	05/18/2011 240.00
832.00		29. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 573.00					04/08/1999	05/18/2011 259.00
661.00		10. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 903.00					05/19/2009	06/24/2011 -242.00
2,645.00		40. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 3,147.00					01/22/2009	06/24/2011 -502.00
2,381.00		30. SPX CORP COM PROPERTY TYPE: SECURITIES 3,116.00					03/11/2008	06/24/2011 -735.00
2,381.00		30. SPX CORP COM PROPERTY TYPE: SECURITIES 1,308.00					01/22/2009	06/24/2011 1,073.00
2,347.00		47. ABBOTT LABS PROPERTY TYPE: SECURITIES 2,354.00					11/26/2008	08/04/2011 -7.00

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
335.00		3. APACHE CORP COM PROPERTY TYPE: SECURITIES 315.00					03/15/2010	08/04/2011
							20.00	
783.00		7. APACHE CORP COM PROPERTY TYPE: SECURITIES 685.00					10/13/2009	08/04/2011
							98.00	
3,465.00		9. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 1,839.00					10/22/2009	08/04/2011
							1,626.00	
3,371.00		71. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 3,716.00					04/08/2011	08/04/2011
							-345.00	
36,749.00		774. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 34,087.00					10/18/2010	08/04/2011
							2,662.00	
2,452.00		51. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 2,651.00					04/07/2011	08/04/2011
							-199.00	
17,982.00		374. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 16,628.00					10/25/2010	08/04/2011
							1,354.00	
7,124.00		142. BARON GROWTH FUND PROPERTY TYPE: SECURITIES 7,757.00					11/02/2007	08/04/2011
							-633.00	
829.00		9. CATERPILLAR INC PROPERTY TYPE: SECURITIES 721.00					10/18/2010	08/04/2011
							108.00	
2,514.00		63. COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 2,206.00					10/18/2010	08/04/2011
							308.00	
241.00		6. COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 250.00					04/08/2011	08/04/2011
							-9.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
679.00		10. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 500.00					06/07/2010	08/04/2011
							179.00	
611.00		9. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 259.00					10/29/2003	08/04/2011
							352.00	
222.00		3. DEERE & CO PROPERTY TYPE: SECURITIES 292.00					04/08/2011	08/04/2011
							-70.00	
360.00		10. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 413.00					05/18/2011	08/04/2011
							-53.00	
1,874.00		52. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 759.00					10/15/1993	08/04/2011
							1,115.00	
578.00		16. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 676.00					04/08/2011	08/04/2011
							-98.00	
1,588.00		44. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 537.00					07/22/1993	08/04/2011
							1,051.00	
19,197.00		590.324 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 18,973.00					02/24/2005	08/04/2011
							224.00	
9,431.00		290. DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 9,289.00					09/16/2009	08/04/2011
							142.00	
74.00		2.282 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 48.00					12/23/2008	08/04/2011
							26.00	
1,883.00		57.897 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 1,214.00					12/23/2008	08/04/2011
							669.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,076.00		79. DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 1,020.00					10/13/2009	08/04/2011 56.00
705.00		15. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 194.00					12/11/1992	08/04/2011 511.00
767.00		20. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 279.00					09/29/2003	08/04/2011 488.00
2,316.00		18. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 3,288.00					10/22/2009	08/04/2011 -972.00
645.00		5. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 937.00					10/13/2009	08/04/2011 -292.00
2,354.00		4. GOOGLE INC-CL A PROPERTY TYPE: SECURITIES 2,201.00					10/22/2009	08/04/2011 153.00
830.00		25. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 539.00					10/29/2003	08/04/2011 291.00
750.00		15. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 883.00					04/08/2011	08/04/2011 -133.00
715.00		15. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 459.00					03/23/2000	08/04/2011 256.00
285.00		6. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 339.00					11/01/2007	08/04/2011 -54.00
1,103.00		52. INTEL CORP PROPERTY TYPE: SECURITIES 2,301.00					09/26/2000	08/04/2011 -1,198.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,653.00		129. ISHARES TR RUSSELL MIDCAP INDEX FD PROPERTY TYPE: SECURITIES 14,231.00				04/08/2011	08/04/2011 -1,578.00	
1,776.00		18. ISHARES TR RUSSELL MIDCAP INDEX FD E PROPERTY TYPE: SECURITIES 1,986.00				04/08/2011	08/04/2011 -210.00	
2,665.00		27. ISHARES TR RUSSELL MIDCAP INDEX FD E PROPERTY TYPE: SECURITIES 2,932.00				11/01/2007	08/04/2011 -267.00	
1,818.00		47. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 2,119.00				10/22/2009	08/04/2011 -301.00	
250.00		4. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 266.00				05/18/2011	08/04/2011 -16.00	
876.00		14. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 850.00				03/08/2011	08/04/2011 26.00	
1,565.00		25. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 321.00				12/11/1992	08/04/2011 1,244.00	
987.00		13. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 1,025.00				04/08/2011	08/04/2011 -38.00	
4,938.00		149.69 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 5,380.00				12/01/2005	08/04/2011 -442.00	
297.00		9.009 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 314.00				12/09/2005	08/04/2011 -17.00	
5,542.00		168. OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 5,838.00				10/25/2010	08/04/2011 -296.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,387.00		163.301 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 4,476.00					10/13/2009	08/04/2011
							911.00	
1,290.00		116. PIMCO TOTAL RETURN FUND(IT PROPERTY TYPE: SECURITIES 1,268.00					10/13/2009	08/04/2011
							22.00	
784.00		15. QUALCOMM INC PROPERTY TYPE: SECURITIES 864.00					04/28/2011	08/04/2011
							-80.00	
1,619.00		31. QUALCOMM INC PROPERTY TYPE: SECURITIES 1,749.00					03/08/2011	08/04/2011
							-130.00	
6,112.00		305. ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 4,877.00					10/21/2009	08/04/2011
							1,235.00	
489.00		24.378 ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 482.00					12/09/2010	08/04/2011
							7.00	
3,169.00		158.13 ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 2,856.00					08/15/2008	08/04/2011
							313.00	
10.00		.492 ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 9.00					12/07/2007	08/04/2011
							1.00	
300.00		5. SPX CORP COM PROPERTY TYPE: SECURITIES 170.00					11/26/2008	08/04/2011
							130.00	
8,376.00		205. SANDISK CORP COM PROPERTY TYPE: SECURITIES 9,635.00					03/08/2011	08/04/2011
							-1,259.00	
4,594.00		112. SANDISK CORP COM PROPERTY TYPE: SECURITIES 5,395.00					04/07/2011	08/04/2011
							-801.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
666.00		8. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 741.00				04/08/2011	08/04/2011 -75.00	
83.00		1. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 31.00				04/28/2004	08/04/2011 52.00	
6,889.00		140. TARGET CORP PROPERTY TYPE: SECURITIES 7,084.00				04/06/2005	08/04/2011 -195.00	
4,620.00		94. TARGET CORP PROPERTY TYPE: SECURITIES 2,912.00				08/09/2000	08/04/2011 1,708.00	
1,705.00		41. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 1,250.00				07/15/2005	08/04/2011 455.00	
34.00		3.067 VANGUARD FIXED INCOME SECS FD GNMA PROPERTY TYPE: SECURITIES 33.00				12/31/2010	08/04/2011 1.00	
123.00		11.103 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 119.00				12/31/2010	08/04/2011 4.00	
1,288.00		115.83 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 1,209.00				11/26/2008	08/04/2011 79.00	
2,358.00		89. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 1,758.00				04/08/1999	08/04/2011 600.00	
398.00		15. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 296.00				04/08/1999	08/04/2011 102.00	
1,519.00		4. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 826.00				10/26/2009	08/05/2011 693.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,545.00		75. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 3,926.00				04/08/2011	08/05/2011 -381.00	
34,128.00		722. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 31,797.00				10/18/2010	08/05/2011 2,331.00	
30,932.00		621.251 BARON GROWTH FUND PROPERTY TYPE: SECURITIES 26,353.00				11/16/2004	08/05/2011 4,579.00	
1,481.00		29.749 BARON GROWTH FUND PROPERTY TYPE: SECURITIES 1,198.00				10/23/2009	08/05/2011 283.00	
1,964.00		20. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 2,194.00				04/08/2011	08/05/2011 -230.00	
3,315.00		84. COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 2,942.00				10/18/2010	08/05/2011 373.00	
674.00		10. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 610.00				10/18/2010	08/05/2011 64.00	
202.00		3. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 178.00				07/15/2005	08/05/2011 24.00	
21,232.00		649.299 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 20,868.00				02/25/2005	08/05/2011 364.00	
1,799.00		55. DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 1,756.00				11/19/2009	08/05/2011 43.00	
59.00		1.797 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 55.00				12/31/2004	08/05/2011 4.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
71.00		2.157 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 66.00				12/31/2004	08/05/2011 5.00	
17,906.00		547.57 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 16,000.00				11/16/2004	08/05/2011 1,906.00	
158.00		4.837 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 101.00				12/23/2008	08/05/2011 57.00	
4,012.00		122.706 DODGE & COX INTL STOCK FUND PROPERTY TYPE: SECURITIES 2,572.00				12/23/2008	08/05/2011 1,440.00	
603.00		16. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 223.00				09/29/2003	08/05/2011 380.00	
1,915.00		15. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 2,714.00				10/26/2009	08/05/2011 -799.00	
356.00		17. INTEL CORP PROPERTY TYPE: SECURITIES 476.00				07/15/2005	08/05/2011 -120.00	
4,552.00		47. ISHARES TR RUSSELL MIDCAP INDEX FD E PROPERTY TYPE: SECURITIES 5,032.00				11/05/2007	08/05/2011 -480.00	
310.00		5. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 298.00				04/08/2011	08/05/2011 12.00	
931.00		15. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 173.00				01/14/1993	08/05/2011 758.00	
675.00		21. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES 537.00				10/26/2009	08/05/2011 138.00	

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29.00		1. ORACLE CORP PROPERTY TYPE: SECURITIES 34.00				04/08/2011	08/05/2011 -5.00	
2,005.00		69. ORACLE CORP PROPERTY TYPE: SECURITIES 1,538.00				10/26/2009	08/05/2011 467.00	
7,644.00		233.538 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 8,099.00				10/18/2010	08/05/2011 -455.00	
5,317.00		162.462 OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 4,482.00				10/23/2009	08/05/2011 835.00	
1,046.00		52.765 ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 1,043.00				12/09/2010	08/05/2011 3.00	
618.00		31.178 ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 548.00				12/07/2007	08/05/2011 70.00	
536.00		27.057 ROYCE FD PREMIER SER PROPERTY TYPE: SECURITIES 476.00				12/07/2007	08/05/2011 60.00	
6,449.00		160. SANDISK CORP COM PROPERTY TYPE: SECURITIES 7,760.00				04/08/2011	08/05/2011 -1,311.00	
906.00		11. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 1,019.00				04/08/2011	08/05/2011 -113.00	
1,154.00		14. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 925.00				11/19/2009	08/05/2011 229.00	
412.00		5. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 153.00				04/29/2004	08/05/2011 259.00	

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1,948.00		47. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES 1,464.00					04/27/2005	08/05/2011
						484.00		
276.00		24.969 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 275.00					08/01/2011	08/05/2011
						1.00		
266.00		24.016 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 263.00					06/01/2011	08/05/2011
						3.00		
276.00		24.992 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 273.00					07/01/2011	08/05/2011
						3.00		
344.00		31.127 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 337.00					05/02/2011	08/05/2011
						7.00		
18,270.00		1651.9 VANGUARD FIXED INCOME SECS FD GNM PROPERTY TYPE: SECURITIES 17,130.00					04/28/2008	08/05/2011
						1,140.00		
22,584.00		2041.996 VANGUARD FIXED INCOME SECS FD G PROPERTY TYPE: SECURITIES 20,890.00					10/31/2007	08/05/2011
						1,694.00		
2,446.00		94. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 1,857.00					04/08/1999	08/05/2011
						589.00		
562.00		7. CATERPILLAR INC PROPERTY TYPE: SECURITIES 774.00					04/08/2011	08/19/2011
						-212.00		
161.00		2. CATERPILLAR INC PROPERTY TYPE: SECURITIES 159.00					10/25/2010	08/19/2011
						2.00		
1,179.00		17. DEERE & CO PROPERTY TYPE: SECURITIES 1,653.00					04/08/2011	08/19/2011
						-474.00		

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2,077.00		65. DISNEY, WALTER CO PROPERTY TYPE: SECURITIES 793.00				07/22/1993	08/19/2011	
1,143.00		26. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 1,247.00				10/25/2010	08/19/2011	
487.00		33. EAST WEST BANCORP INC PROPERTY TYPE: SECURITIES 768.00				04/08/2011	08/19/2011	
1,008.00		24. FREEPORT COPPER & GOLD INC CLASS B PROPERTY TYPE: SECURITIES 1,167.00				10/25/2010	08/19/2011	
245.00		5. GENUINE PARTS CO PROPERTY TYPE: SECURITIES 205.00				03/15/2010	08/19/2011	
490.00		10. GENUINE PARTS CO PROPERTY TYPE: SECURITIES 390.00				11/26/2008	08/19/2011	
1,012.00		9. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,687.00				10/13/2009	08/19/2011	
806.00		15. HARBOR INTERNATIONAL FD PROPERTY TYPE: SECURITIES 1,113.00				11/27/2007	08/19/2011	
1,651.00		70. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 1,509.00				10/29/2003	08/19/2011	
4,883.00		55. ISHARES TR RUSSELL MIDCAP INDEX FD E PROPERTY TYPE: SECURITIES 5,973.00				11/01/2007	08/19/2011	
311.00		9. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 429.00				04/08/2011	08/19/2011	

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
380.00		11. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 496.00					11/01/2007	08/19/2011
							-116.00	
679.00		22. OPPENHEIMER DEVELOPING MKT- CL A PROPERTY TYPE: SECURITIES 603.00					10/13/2009	08/19/2011
							76.00	
2,257.00		45. SPX CORP COM PROPERTY TYPE: SECURITIES 1,531.00					11/26/2008	08/19/2011
							726.00	
2,565.00		48. VANGUARD REIT ETF PROPERTY TYPE: SECURITIES 2,785.00					04/07/2011	08/19/2011
							-220.00	
5,357.00		113. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 4,059.00					05/06/2009	09/16/2011
							1,298.00	
4,043.00		87. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 3,125.00					05/06/2009	09/19/2011
							918.00	
4,647.00		100. IPATH DOW JONES-UBS COMMDTY [ETN] PROPERTY TYPE: SECURITIES 3,552.00					07/15/2009	09/19/2011
							1,095.00	
7,920.00		118. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 10,540.00					10/18/2010	09/23/2011
							-2,620.00	
16,155.00		1399.882 COLUMBIA MID CAP VALUE FD-CL Z PROPERTY TYPE: SECURITIES 11,269.00					11/12/2008	09/28/2011
							4,886.00	
16,181.00		451.975 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES 14,020.00					06/18/2009	11/18/2011
							2,161.00	
3,804.00		362.647 PIMCO ALL ASSET ALL AUTH FUND PROPERTY TYPE: SECURITIES 4,000.00					04/21/2011	11/18/2011
							-196.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,887.00		942.507 PIMCO ALL ASSET ALL AUTH FUND PROPERTY TYPE: SECURITIES 10,000.00				05/05/2010	11/18/2011 -113.00	
4,194.00		399.825 PIMCO ALL ASSET ALL AUTH FUND PROPERTY TYPE: SECURITIES 4,222.00				09/20/2011	11/18/2011 -28.00	
90.00		1. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 187.00				10/13/2009	11/29/2011 -97.00	
4,153.00		46. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 8,402.00				10/22/2009	11/29/2011 -4,249.00	
3,973.00		44. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 7,961.00				10/26/2009	11/29/2011 -3,988.00	
542.00		6. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,053.00				11/19/2009	11/29/2011 -511.00	
542.00		6. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 888.00				05/06/2010	11/29/2011 -346.00	
1,625.00		18. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 3,130.00				03/15/2010	11/29/2011 -1,505.00	
10.00		.25 COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 8.00				10/18/2010	12/27/2011 2.00	
10.00		.25 COMMERCE BANCSHARES INC COM PROPERTY TYPE: SECURITIES 8.00				10/18/2010	12/27/2011 2.00	
16,024.00		456.013 EUROPACIFIC GROWTH FD CL F-2 PROPERTY TYPE: SECURITIES 14,146.00				06/18/2009	01/06/2012 1,878.00	

**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)	
4,426.00		100. OMNICOM GROUP PROPERTY TYPE: SECURITIES 3,710.00					10/06/2004  716.00	01/06/2012
TOTAL GAIN(LOSS) .....							----- 129,484. =====	

## POTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS

Quantity	Symbol Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Cash &amp; Equivalents</b>								
2.0900	CASH	\$1.000	\$2.09	0.0%	\$2.09			
241,082.0000	FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$241,082.00	4.8%	\$241,082.00		\$24.11	
			<b>\$241,084.09</b>	<b>4.8%</b>	<b>\$241,084.09</b>		<b>\$24.11</b>	<b>0.0%</b>
<b>Fixed Income</b>								
10,000.0000	AT&T INC 02/01/08 5.500 02/01/18 CUSIP - 00206RAJ1	\$117.814	\$1,178,140	0.2%	\$1,106.00	\$1,675.40	\$550.00	4.7%
25,000.0000	AT&T INC 02/03/09 5.800 02/15/19 CUSIP - 00206RAR3	\$118.694	\$29,673.50	0.6%	\$26,996.70	\$2,676.80	\$1,450.00	4.9%
25,000.0000	ABBOTT LABS 03/03/09 5.125 04/01/19 CUSIP - 002824AU4	\$117.951	\$29,487.75	0.6%	\$26,747.80	\$2,739.95	\$1,281.25	4.3%
100,000.0000	BANK OF AMERICA CORP 9/25/2002 4.875 9/15/2012 CUSIP - 060505AR5	\$101.349	\$101,349.00	2.0%	\$101,386.00	\$(37.00)	\$4,875.00	4.8%
50,000.0000	CATERP FIN SERV 3/10/2006 5.500 3/15/2016 CUSIP - 14912L2Y6	\$115.349	\$57,674.50	1.2%	\$51,726.00	\$5,948.50	\$2,750.00	4.8%
25,000.0000	CISCO SYSTEMS 2/22/2006 5.500 2/22/2016 CUSIP - 17275RAC6	\$116.051	\$29,012.75	0.6%	\$25,184.75	\$3,828.00	\$1,375.00	4.7%
25,000.0000	CISCO SYSTEMS 11/17/09 2.900 11/17/14 CUSIP - 17275RAG7	\$105.893	\$26,473.25	0.5%	\$25,379.75	\$1,093.50	\$725.00	2.7%
25,000.0000	JOHN DEERE CAPITAL CORP 4/13/2007 5.500 4/13/2017 CUSIP - 24422EQF9	\$118.800	\$29,700.00	0.6%	\$25,699.50	\$4,000.50	\$1,375.00	4.6%

## POTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
25,000.0000		DEERE JOHN CAP CORP 04/03/08 5.350 04/03/18 CUSIP - 24422EQR3	\$118.707	\$29,676.75	0.6%	\$25,160.00	\$4,516.75	\$1,337.50	4.5%
441.5930	DODIX	DODGE & COX INCOME FD COM CUSIP - 256210105	\$13.560	\$5,988.00	0.1%	\$5,700.97	\$287.03	\$241.11	4.0%
2,197.8020	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	\$9.000	\$19,780.22	0.4%	\$20,000.00	\$(219.78)	\$817.58	4.1%
25,000.0000		FANNIE MAE 1/12/2007 5.000 2/13/2017 CUSIP - 31359M4D2	\$117.691	\$29,422.75	0.6%	\$24,952.50	\$4,470.25	\$1,250.00	4.2%
1,420.3990	MXIIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 351889969	\$10.590	\$15,042.03	0.3%	\$10,553.57	\$4,488.46	\$757.07	5.0%
10,519.2420	FTYIX	FIFTH THIRD HIGH YIELD BOND FUND CUSIP - 351889985	\$9.940	\$104,561.27	2.1%	\$105,392.43	\$(831.16)	\$6,911.14	6.6%
100,000.0000		GENERAL ELEC CAP CORP 09/17/04 4.750 09/15/14 CUSIP - 36962GK86	\$108.465	\$108,465.00	2.2%	\$99,839.00	\$8,626.00	\$4,750.00	4.4%
10,000.0000		GENERAL ELEC CAP CORP 03/04/05 4.875 03/04/15 CUSIP - 36962GP65	\$109.878	\$10,987.80	0.2%	\$9,605.40	\$1,382.40	\$487.50	4.4%
25,000.0000		GOLDMAN SACHS GROUP INC 3/31/2003 5.250 4/1/2013 CUSIP - 38141GDB7	\$103.654	\$25,913.50	0.5%	\$24,536.50	\$1,377.00	\$1,312.50	5.1%
100,000.0000		HSBC FINANCE CORP 07/21/03 4.750 07/15/13 CUSIP - 441812KD5	\$103.679	\$103,679.00	2.1%	\$99,364.00	\$4,315.00	\$4,750.00	4.6%
100.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND	\$117.650	\$11,765.00	0.2%	\$11,036.90	\$728.10	\$434.50	3.7%

Fixed Income

(continued)

POTT FOUNDATION CONSOLIDATED

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									

		CUSIP - 464287176							
75,000.0000		J P MORGAN CHASE & CO 4/24/2003 5.250 5/1/2015 CUSIP - 46625HAX8	\$108.534	\$81,400.50	1.6%	\$76,870.50	\$4,530.00	\$3,937.50	4.8%
540.4600	PTTPX	PIMCO TOTAL RETURN FUND CUSIP - 72201M552	\$11.090	\$5,993.70	0.1%	\$5,902.81	\$90.89	\$188.62	3.1%
25,000.0000		PRAXAIR INC 11/02/2006 5.375 11/01/2016 CUSIP - 74005PAN4	\$116.579	\$29,144.75	0.6%	\$27,571.00	\$1,573.75	\$1,343.75	4.6%
25,000.0000		PROCTER & GAMBLE DTD 8/10/04 4.95% DUE 8/15/14 CUSIP - 742718DA4	\$110.424	\$27,606.00	0.6%	\$24,970.50	\$2,635.50	\$1,237.50	4.5%
50,000.0000		SOUTHWESTERN BELL TEL CO DEB DTD 07/01/1993 07.000% 07/01/2015 CUSIP - 845335BQ0	\$116.796	\$58,398.00	1.2%	\$47,172.00	\$11,226.00	\$3,500.00	6.0%
75,000.0000		TOTAL CAPITAL GTD 06/24/10 4.450 06/24/20 CUSIP - 89152UAD4	\$108.233	\$81,174.75	1.6%	\$76,466.75	\$4,708.00	\$3,337.50	4.1%
25,000.0000		UNITED PARCEL SERVICE INC 01/15/08 5.500 01/15/18 CUSIP - 911312AH9	\$120.272	\$30,068.00	0.6%	\$27,944.12	\$2,123.88	\$1,375.00	4.6%
50,000.0000		TSY INFL IX N/B 01/31/11 1.125 01/15/21 CUSIP - 912828PP9	\$116.747	\$58,373.97	1.2%	\$50,927.26	\$7,446.71	\$562.50	1.0%
11,239.2020	VFIX	VANGUARD GNMA FD #36 CUSIP - 922031307	\$11.010	\$123,743.62	2.5%	\$115,569.29	\$8,174.33	\$3,978.68	3.2%
25,000.0000		WAL-MART STORES 04/05/07 5.375 04/05/17 CUSIP - 931142CG6	\$117.543	\$29,385.75	0.6%	\$25,959.75	\$3,426.00	\$1,343.75	4.6%

POTT FOUNDATION CONSOLIDATED

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield

25,000.0000		WAL-MART STORES 08/24/07 5.800 02/15/18 CUSIP - 931142CJ0	\$121.654	\$30,413.50	0.6%	\$26,489.50	\$3,924.00	\$1,450.00	4.8%
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**Fixed Income - Total**      **\$1,336,136.01**      **26.7%**      **\$1,235,211.25**      **\$100,924.76**      **\$59,684.95**      **4.5%**

**Equities**

236.0000	ACN	ACCENTURE PLC CLASS A COMMON COMPANY BASED IN IRELAND CUSIP - G1151C101	\$64.500	\$15,222.00	0.3%	\$12,958.27	\$2,263.73	\$318.60	2.1%
350.0000	ACE	ACE LIMITED CUSIP - H0023R105	\$73.200	\$25,620.00	0.5%	\$21,579.21	\$4,040.79	\$658.00	2.6%
237.0000	T	AT&T INC CUSIP - 00206R102	\$31.230	\$7,401.51	0.1%	\$6,354.75	\$1,046.76	\$417.12	5.6%
467.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$61.290	\$28,622.43	0.6%	\$23,104.57	\$5,517.86	\$952.68	3.3%
220.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	\$91.800	\$20,196.00	0.4%	\$12,795.45	\$7,400.55	\$563.20	2.8%
80.0000	AMGN	AMGEN INC CUSIP - 031162100	\$67.970	\$5,437.60	0.1%	\$4,896.73	\$540.87	\$115.20	2.1%
82.0000	APA	APACHE CORP CUSIP - 037411105	\$100.440	\$8,236.08	0.2%	\$6,820.25	\$1,415.83	\$55.76	0.7%
124.0000	AAPL	APPLE INC CUSIP - 037833100	\$599.550	\$74,344.20	1.5%	\$25,006.94	\$49,337.26		
350.0000	BAC	BANK AMER CORP CUSIP - 060505104	\$9.570	\$3,349.50	0.1%	\$5,089.73	\$(1,740.23)	\$14.00	0.4%
115.0000	BCR	BARD C R INC CUSIP - 067383109	\$98.720	\$11,352.80	0.2%	\$9,842.93	\$1,509.87	\$87.40	0.8%
1,155.5630	BGRFX	BARON GROWTH FUND FUND #587	\$55.610	\$64,260.86	1.3%	\$50,601.04	\$13,659.82		

## POTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
		CUSIP - 068278209							
50.0000	BRK B	BERKSHIRE HATHAWAY INC DEL CL B NEW	\$81.150	\$4,057.50	0.1%	\$4,110.75	\$(53.25)		
		CUSIP - 084670702							
618.0000	BMY	BRISTOL MYERS SQUIBB CO	\$33.750	\$20,857.50	0.4%	\$17,235.50	\$3,622.00	\$840.48	4.0%
		CUSIP - 110122108							
765.0000	CVS	CVS/CAREMARK CORPORATION	\$44.800	\$34,272.00	0.7%	\$19,227.55	\$15,044.45	\$497.25	1.5%
		CUSIP - 126650100							
259.0000	CAT	CATERPILLAR INC	\$106.520	\$27,588.68	0.6%	\$17,374.44	\$10,214.24	\$476.56	1.7%
		CUSIP - 149123101							
320.0000	CTL	CENTURYLINK INC COM	\$38.650	\$12,368.00	0.2%	\$11,287.39	\$1,080.61	\$928.00	7.5%
		CUSIP - 156700106							
345.0000	CVX	CHEVRON CORPORATION	\$107.210	\$36,987.45	0.7%	\$30,601.18	\$6,386.27	\$1,117.80	3.0%
		CUSIP - 166764100							
105.0000	CB	CHUBB CORP	\$69.110	\$7,256.55	0.1%	\$5,189.08	\$2,067.47	\$172.20	2.4%
		COM							
		CUSIP - 171232101							
250.0000	CSCO	CISCO SYSTEMS INC	\$21.150	\$5,287.50	0.1%	\$4,925.10	\$362.40	\$80.00	1.5%
		CUSIP - 17275R102							
100.0000	C	CITIGROUP INC	\$36.550	\$3,655.00	0.1%	\$4,443.08	\$(788.08)	\$4.00	0.1%
		CUSIP - 172967424							
530.0000	KO	COCA COLA CO	\$74.010	\$39,225.30	0.8%	\$23,323.52	\$15,901.78	\$1,081.20	2.8%
		CUSIP - 191216100							
100.0000	CL	COLGATE PALMOLIVE CO	\$97.780	\$9,778.00	0.2%	\$7,681.61	\$2,096.39	\$248.00	2.5%
		COM							
		CUSIP - 194162103							
2,713.8530	NAMAX	COLUMBIA MID CAP VALUE FD-CL Z	\$14.290	\$38,780.96	0.8%	\$21,601.37	\$17,179.59	\$312.09	0.8%
		CUSIP - 19765J830							

Equities

(continued)

## POTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
598.0000	CBSH	COMMERCE BANCSHARES INC COM CUSIP - 200525103	\$40.520	\$24,230.96	0.5%	\$20,020.52	\$4,210.44	\$550.16	2.3%
564.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$76.010	\$42,869.64	0.9%	\$25,996.63	\$16,873.01	\$1,488.96	3.5%
80.0000	DE	DEERE & CO CUSIP - 244199105	\$80.900	\$6,472.00	0.1%	\$5,207.32	\$1,264.68	\$147.20	2.3%
333.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$43.780	\$14,578.74	0.3%	\$4,345.22	\$10,233.52	\$199.80	1.4%
1,013.5510	DODFX	DODGE & COX INTL STOCK FUND CUSIP - 256206103	\$32.960	\$33,406.64	0.7%	\$28,322.86	\$5,083.78	\$769.29	2.3%
146.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$52.900	\$7,723.40	0.2%	\$6,158.16	\$1,565.24	\$239.44	3.1%
250.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C105	\$21.010	\$5,252.50	0.1%	\$4,349.82	\$902.68	\$250.00	4.8%
180.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$29.880	\$5,378.40	0.1%	\$2,584.78	\$2,793.62		
850.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	\$23.090	\$19,626.50	0.4%	\$19,881.87	\$(255.37)	\$340.00	1.7%
524.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$52.180	\$27,342.32	0.5%	\$7,033.41	\$20,308.91	\$838.40	3.1%
447.7830	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	\$39.440	\$17,660.56	0.4%	\$13,890.23	\$3,770.33	\$313.00	1.8%
534.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$86.730	\$46,313.82	0.9%	\$3,753.58	\$42,560.24	\$1,003.92	2.2%
10,722.6950	SVAIX	FEDERATED STRATEGIC VALUE-IN CUSIP - 314172560	\$4.870	\$52,219.52	1.0%	\$50,090.25	\$2,129.27	\$2,048.03	3.9%
400.0000	F	FORD MOTOR COMPANY	\$12.475	\$4,990.00	0.1%	\$4,706.28	\$283.72	\$80.00	1.6%

Equities

(continued)

## POTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
COMMON STOCK									
480.0000	FCX	CUSIP - 345370860 FREEPORT-MCMORAN COPPER & GOLD CL B	\$38.040	\$18,259.20	0.4%	\$19,922.27	\$(1,663.07)	\$600.00	3.3%
290.0000	GPC	CUSIP - 35671D857 GENUINE PARTS CO COM	\$62.750	\$18,197.50	0.4%	\$11,256.97	\$6,940.53	\$574.20	3.2%
508.0000	GILD	CUSIP - 372460105 GILEAD SCIENCES INC COM	\$48.860	\$24,820.88	0.5%	\$7,074.70	\$17,746.18		
30.0000	GS	CUSIP - 375558103 GOLDMAN SACHS GROUP CUSIP - 38141G104	\$124.370	\$3,731.10	0.1%	\$4,559.78	\$(828.68)	\$42.00	1.1%
54.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	\$641.240	\$34,626.96	0.7%	\$29,562.60	\$5,064.36		
4,672.2080	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$60.010	\$280,379.20	5.6%	\$300,263.86	\$(19,884.66)	\$6,148.63	2.2%
120.0000	HPQ	HEWLETT PACKARD CO CUSIP - 428236103	\$23.830	\$2,859.60	0.1%	\$852.34	\$2,007.26	\$57.60	2.0%
175.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$61.050	\$10,683.75	0.2%	\$9,850.37	\$833.38	\$260.75	2.4%
522.0000	ITW	ILLINOIS TOOL WKS INC CUSIP - 452308109	\$57.120	\$29,816.64	0.6%	\$15,961.45	\$13,855.19	\$751.68	2.5%
1,257.0000	INTC	INTEL CORP CUSIP - 458140100	\$28.115	\$35,340.56	0.7%	\$34,006.48	\$1,334.08	\$1,055.88	3.0%
224.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$208.650	\$46,737.60	0.9%	\$27,549.27	\$19,188.33	\$672.00	1.4%
4,876.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD	\$110.720	\$539,870.72	10.8%	\$451,125.51	\$88,745.21	\$7,611.43	1.4%

(continued)

## POTT FOUNDATION CONSOLIDATED

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 464287499							
700.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$45.980	\$32,186.00	0.6%	\$30,408.42	\$1,777.58	\$840.00	2.6%
360.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$65.960	\$23,745.60	0.5%	\$4,319.24	\$19,426.36	\$820.80	3.5%
120.0000	KFT	KRAFT FOODS INC CL A CUSIP - 50075N104	\$38.010	\$4,561.20	0.1%	\$3,686.08	\$875.12	\$139.20	3.1%
310.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$98.100	\$30,411.00	0.6%	\$15,138.10	\$15,272.90	\$868.00	2.9%
277.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	\$87.770	\$24,312.29	0.5%	\$21,641.14	\$2,671.15	\$221.60	0.9%
155.0000	MHS	MEDCO HEALTH SOLUTIONS INC CUSIP - 58405U102	\$70.300	\$10,896.50	0.2%	\$9,558.61	\$1,337.89	\$291.00	2.5%
300.0000	MDT	MEDTRONIC INC CUSIP - 585055106	\$39.190	\$11,757.00	0.2%	\$4,730.25	\$7,026.75	\$252.00	4.4%
150.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$38.400	\$5,760.00	0.1%	\$5,450.08	\$309.92	\$620.00	2.5%
775.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$32.255	\$24,997.63	0.5%	\$23,549.57	\$1,448.06	\$498.37	3.8%
357.0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	\$37.200	\$13,280.40	0.3%	\$9,137.20	\$4,143.20	\$38.40	0.6%
80.0000	NOV	NATIONAL-OILWELL INC COM CUSIP - 637071101	\$79.470	\$6,357.60	0.1%	\$3,262.47	\$3,095.13	\$945.60	3.9%
394.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$61.080	\$24,065.52	0.5%	\$17,412.76	\$6,652.76		

## POTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
874.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$29.160	\$25,485.84	0.5%	\$19,683.38	\$5,802.46	\$209.76	0.8%
4,208.9010	ODVYX	ORPENHEIMER DVLPNG MKTS-Y CUSIP - 683974505	\$33.290	\$140,114.31	2.8%	\$108,255.20	\$31,859.11	\$2,841.02	2.0%
414.0000	PEP	PEPSICO INC CUSIP - 713448108	\$66.350	\$27,468.90	0.5%	\$8,361.35	\$19,107.55	\$852.84	3.1%
180.0000	PFE	PFIZER INC CUSIP - 717081103	\$22.645	\$4,076.10	0.1%	\$2,645.62	\$1,430.48	\$158.40	3.9%
516.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$67.210	\$34,680.36	0.7%	\$20,546.55	\$14,133.81	\$1,083.60	3.1%
132.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$68.060	\$8,983.92	0.2%	\$7,448.76	\$1,535.16	\$113.52	1.3%
60.0000	ROC	ROCKWOOD HLDGS INC CUSIP - 774415103	\$52.150	\$3,129.00	0.1%	\$3,120.62	\$8.38		
9,498.3060	RYPRX	ROYCE FD PREMIER INVNT FUND 265 CUSIP - 780905600	\$20.680	\$196,424.97	3.9%	\$146,127.01	\$50,297.96	\$503.41	0.3%
2,881.2860	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267 CUSIP - 780905881	\$13.770	\$39,675.31	0.8%	\$25,647.78	\$14,027.53	\$371.69	0.9%
492.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$69.930	\$34,405.56	0.7%	\$19,016.22	\$15,389.34	\$541.20	1.6%
920.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$31.550	\$29,026.00	0.6%	\$20,504.91	\$8,521.09	\$1,030.40	3.5%
417.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	\$55.890	\$23,306.13	0.5%	\$15,244.03	\$8,062.10	\$283.56	1.2%

## PUTT FOUNDATION CONSOLIDATED

## PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
900.0000	TJX	TJX COS INC NEW COM	\$39.710	\$35,739.00	0.7%	\$13,767.50	\$21,971.50	\$342.00	1.0%
		CUSIP - 872540109							
260.0000	TGT	TARGET CORP CUSIP - 87612E106	\$58.270	\$15,150.20	0.3%	\$9,633.40	\$5,516.80	\$312.00	2.1%
251.0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR	\$45.060	\$11,310.06	0.2%	\$7,658.69	\$3,651.37	\$192.02	1.7%
		CUSIP - 881624209							
190.0000	MMM	3M CO CUSIP - 88579Y101	\$89.210	\$16,949.90	0.3%	\$15,794.25	\$1,155.65	\$448.40	2.6%
225.0000	UN	UNILEVER N V-NY SHARES CUSIP - 904784709	\$34.030	\$7,656.75	0.2%	\$7,380.00	\$276.75	\$239.18	3.1%
299.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$82.940	\$24,799.06	0.5%	\$12,645.68	\$12,153.38	\$574.08	2.3%
1,200.0000	VWO	VANGUARD MSCI EMERGING MARKETS ETF	\$43.470	\$52,164.00	1.0%	\$43,088.40	\$9,075.60	\$1,087.20	2.1%
		CUSIP - 922042858							
850.0000	VVC	VECTREN CORP CUSIP - 92240G101	\$29.060	\$24,701.00	0.5%	\$1,812.83	\$22,888.17	\$1,190.00	4.8%
569.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$38.230	\$21,752.87	0.4%	\$9,789.00	\$11,963.87	\$1,138.00	5.2%
40.0000	WLT	WALTER ENERGY INCORPORATED CUSIP - 93317Q105	\$59.210	\$2,368.40	0.0%	\$4,524.69	\$(2,156.29)	\$20.00	0.8%
871.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$34.140	\$29,735.94	0.6%	\$18,769.45	\$10,966.49	\$418.08	1.4%
412.0000	WIN	WINDSTREAM CORP CUSIP - 97381W104	\$11.705	\$4,822.46	0.1%	\$4,144.72	\$677.74	\$412.00	8.5%

Equities

(continued)

## POTT FOUNDATION CONSOLIDATED

<b>PORTFOLIO POSITIONS</b>							<b>(continued)</b>		
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
135.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	\$71.180	\$9,609.30	0.2%	\$5,587.38	\$4,021.92	\$153.90	1.6%
<b>Equities - Total</b>				<b>\$2,893,412.21</b>	<b>57.8%</b>	<b>\$2,153,868.31</b>	<b>\$739,543.90</b>	<b>\$55,033.14</b>	<b>1.9%</b>
<b>Alternative Strategies</b>									
2,206.5940	AQRX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	\$11.090	\$24,471.13	0.5%	\$23,855.31	\$615.82	\$472.21	1.9%
8,366.8640	GXSIX	GOLDMAN SACHS TR SATELLITE STRATEGIES PORT CUSIP - 38143H332	\$7.930	\$66,349.23	1.3%	\$67,398.96	\$(1,049.73)	\$2,643.93	4.0%
786.4450	MERFX	THE MERGER FUND CUSIP - 589509108	\$15.760	\$12,394.37	0.2%	\$12,300.00	\$94.37	\$65.27	0.5%
2,278.3030	PAUAX	PIMCO ALL ASSETS ALL AUTH-A CUSIP - 72200Q232	\$10.560	\$24,058.88	0.5%	\$21,742.10	\$2,316.78	\$1,906.94	7.9%
9,947.8740	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$10.620	\$105,646.42	2.1%	\$107,452.87	\$(1,806.45)	\$8,674.54	8.2%
268.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	\$162.120	\$43,448.16	0.9%	\$40,056.44	\$3,391.72		
<b>Alternative Strategies - Total</b>				<b>\$276,368.19</b>	<b>5.5%</b>	<b>\$272,805.68</b>	<b>\$3,562.51</b>	<b>\$13,762.89</b>	<b>5.0%</b>
<b>Real Estate Investments</b>									
4,084.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$63.650	\$259,946.60	5.2%	\$204,478.69	\$55,467.91	\$8,739.76	3.4%
<b>Real Estate Investments - Total</b>				<b>\$259,946.60</b>	<b>5.2%</b>	<b>\$204,478.69</b>	<b>\$55,467.91</b>	<b>\$8,739.76</b>	<b>3.4%</b>
<b>Total Portfolio Positions</b>				<b>\$5,006,947.10</b>	<b>100.0%</b>	<b>\$4,107,448.02</b>	<b>\$899,499.08</b>	<b>\$137,244.85</b>	<b>2.7%</b>