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

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 04/01, 2012, and ending 03/31, 2013

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

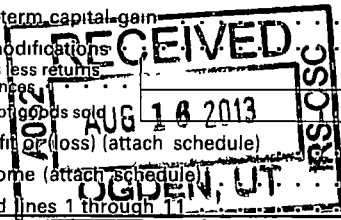
**G** Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

**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) ▶ \$ 5,177,292.

**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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	43,962.	43,962.		STMT 1
	4 Dividends and interest from securities	101,031.	98,123.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	156,461.			
	b Gross sales price for all assets on line 6a	912,414.			
	7 Capital gain net income (from Part IV, line 2)		156,461.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	301,454.	298,546.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	660.	330.	NONE	330.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	5,152.	1,152.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	65,984.	65,984.		
	24 Total operating and administrative expenses. Add lines 13 through 23	71,796.	67,466.	NONE	330.
	25 Contributions, gifts, grants paid	232,424.			232,424.
26 Total expenses and disbursements Add lines 24 and 25	304,220.	67,466.	NONE	232,754.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,766.				
b Net investment income (if negative, enter -0-)		231,080.			
c 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 . . . . .	2.	17,148.	17,148.
	2	Savings and temporary cash investments . . . . .	241,082.	115,000.	115,000.
	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) . <b>STMT 6</b>	2,153,868.	2,773,233.	3,755,420.
	c	Investments - corporate bonds (attach schedule) . <b>STMT 7</b>	1,235,211.	1,195,097.	1,289,724.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	477,285.		
	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) . . . . .	4,107,448.	4,100,478.	5,177,292.	
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) . . . . .			NONE
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	4,107,448.	4,100,478.	
	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) . . . . .	4,107,448.	4,100,478.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,107,448.	4,100,478.		

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	4,107,448.
2	Enter amount from Part I, line 27a . . . . .	2	-2,766.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,104,682.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	5	4,204.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6	<b>4,100,478.</b>

**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>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 912,414.		755,953.	156,461.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
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				
<b>a</b>			156,461.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	156,461.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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))
2011	244,908.	4,737,864.	0.051692
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
<b>2 Total of line 1, column (d)</b>			0.274507
<b>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</b>			0.054901
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			4,797,326.
<b>5 Multiply line 4 by line 3</b>			263,378.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			2,311.
<b>7 Add lines 5 and 6</b>			265,689.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			232,754.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total amount owed is 472, refunded 472.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political influence, expenditures, and substantial contributors.

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 2012, 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 2012? . . . . . 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . 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 2012 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 2012.) . . . . . 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 2012? . . . . . 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
FIFTH THIRD BANK PO BOX 719, EVANSVILLE, IN 47705	TRUSTEE 1	- 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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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	
<b>Total. Add lines 1 through 3 . . . . .</b>	

**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>	4,778,931.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	91,451.
<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>	4,870,382.
<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>	4,870,382.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	73,056.
<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>	4,797,326.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	239,866.

**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>	239,866.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	4,622.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,622.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	235,244.
<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>	235,244.
<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>	235,244.

**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>	232,754.
<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>	232,754.
<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>	232,754.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				235,244.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	39,616.			
<b>b</b> From 2008 . . . . .	72,402.			
<b>c</b> From 2009 . . . . .	10,182.			
<b>d</b> From 2010 . . . . .	5,300.			
<b>e</b> From 2011 . . . . .	11,921.			
<b>f</b> Total of lines 3a through e . . . . .	139,421.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>232,754.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				232,754.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))	2,490.			2,490.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	136,931.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	37,126.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	99,805.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	72,402.			
<b>b</b> Excess from 2009 . . . . .	10,182.			
<b>c</b> Excess from 2010 . . . . .	5,300.			
<b>d</b> Excess from 2011 . . . . .	11,921.			
<b>e</b> Excess from 2012 . . . . .				

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</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 Supplemental 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 or e-mail of the person to whom applications should be addressed  
SEE STATEMENT 9

**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
<b>a Paid during the year</b>				
SIGNATURE SCHOOL FOUNDATION 610 MAIN STREET EVANSVILLE IN 47708	NONE	PUBLIC	GRANT	40,000.
UNIVERSITY OF SOUTHERN INDIANA 8600 UNIVERSITY BLVD EVANSVILLE IN 47712-860	NONE	PUBLIC	GRANT	77,955.
IVY TECH FOUNDATION 3501 FIRST AVENUE EVANSVILLE IN 47710	NONE	PUBLIC	GRANT	30,670.
UNIVERSITY OF EVANSVILLE 1 SOUTH FREDERICK STREET EVANSVILLE IN 47714	NONE	PUBLIC	GRANT	83,799.
<b>Total</b> .....				<b>3a</b> 232,424.
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>3b</b>



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 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 (other than section 501(c)(3)) or in section 527? Yes No

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... Signature of officer or trustee: MATTHEW J CAROTHERS, Date: 08/12/2013, Title: Trustee. May the IRS discuss this return with the preparer shown below? Yes No. Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, 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	43,962.	43,962.
TOTAL	43,962.	43,962.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,174.	1,174.
FOREIGN DIVIDENDS	9,771.	9,771.
NONDIVIDEND DISTRIBUTIONS	2,908.	
DOMESTIC DIVIDENDS	50,164.	50,164.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE OID INCOME ON USGI	592.	592.
	1,119.	1,119.
US GOVERNMENT INTEREST REPORTED AS QUALI	1.	1.
NONQUALIFIED FOREIGN DIVIDENDS	1,301.	1,301.
NONQUALIFIED DOMESTIC DIVIDENDS	34,001.	34,001.
	-----	-----
TOTAL	101,031.	98,123.
	=====	=====

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	78.	78.
EXCISE TAX ESTIMATE	4,000.	
FOREIGN TAXES ON QUALIFIED FOR	446.	446.
FOREIGN TAXES ON NONQUALIFIED	628.	628.
TOTALS	5,152.	1,152.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK SERVICE FEES	33,126.	33,126.
BANK SERVICE FEES	32,858.	32,858.
TOTALS	----- 65,984. =====	----- 65,984. =====

35-6290997

POTT FOUNDATION MAIN IUA

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
INVESTMENTS - CORPORATE STOCK	2,773,233.	3,755,420.
	-----	-----
TOTALS	2,773,233.	3,755,420.
	=====	=====

35-6290997

POTT FOUNDATION MAIN IUA

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
INVESTMENTS - CORPORATE BONDS	1,195,097.	1,289,724.
	-----	-----
TOTALS	1,195,097.	1,289,724.
	=====	=====

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

DESCRIPTION

AMOUNT

-----	-----
2011 ROC ADJUSTMENT TO SALES	107.
2011 ROC ADJUSTMENT TO HOLDING	2,969.
ROUNDING	9.
OID ADJUSTMENT	1,119.
	-----
TOTAL	4,204.
	=====

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

## 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>									
17,147.8000		CASH	\$1.000	\$17,147.80	0.3%	\$17,147.80			
115,000.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$115,000.00	2.2%	\$115,000.00		\$3.45	
		<b>Cash &amp; Equivalents - Total</b>		<b>\$132,147.80</b>	<b>2.6%</b>	<b>\$132,147.80</b>		<b>\$3.45</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	\$117.564	\$11,756.40	0.2%	\$10,106.00	\$1,650.40	\$550.00	4.7%
25,000.0000		AT&T INC 02/03/09 5.800 02/15/19 CUSIP - 00206RAR3	\$120.596	\$30,149.00	0.6%	\$26,996.70	\$3,152.30	\$1,450.00	4.8%
19,000.0000		ABBOTT LABS 03/03/09 5.125 04/01/19 CUSIP - 002824AU4	\$119.221	\$22,651.99	0.4%	\$20,328.33	\$2,323.66	\$973.75	4.3%
50,000.0000		CATERP FIN SERV 03/10/06 5.500 03/15/16 CUSIP - 14912L2Y6	\$113.349	\$56,674.50	1.1%	\$51,726.00	\$4,948.50	\$2,750.00	4.9%
25,000.0000		CISCO SYSTEMS 02/22/06 5.500 02/22/16 CUSIP - 17275RAC6	\$113.647	\$28,411.75	0.5%	\$25,184.75	\$3,227.00	\$1,375.00	4.8%
25,000.0000		CISCO SYSTEMS 11/17/09 2.900 11/17/14 CUSIP - 17275RAG7	\$104.045	\$26,011.25	0.5%	\$25,379.75	\$631.50	\$725.00	2.8%
25,000.0000		JOHN DEERE CAPITAL CORP 04/13/07 5.500 04/13/17 CUSIP - 24422EQF9	\$116.836	\$29,209.00	0.6%	\$25,699.50	\$3,509.50	\$1,375.00	4.7%
25,000.0000		DEERE JOHN CAP CORP 04/03/08 5.350 04/03/18 CUSIP - 24422EQR3	\$118.824	\$29,706.00	0.6%	\$25,160.00	\$4,546.00	\$1,337.50	4.5%

## 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 (continued)										
441.5930	DODIX	DODGE & COX INCOME FD COM CUSIP - 256210105	\$13.830	\$6,107.23	0.1%	\$5,700.97	\$406.26	\$200.48	3.3%	
1,693.9700	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	\$9.210	\$15,601.46	0.3%	\$15,567.58	\$33.88	\$686.06	4.4%	
50,000.0000		EBAY INC 07/24/12 2.600 07/15/22 CUSIP - 278642AE3	\$99.924	\$49,962.00	1.0%	\$50,297.90	\$(335.90)	\$1,300.00	2.6%	
25,000.0000		FANNIE MAE 01/12/07 5.000 02/13/17 CUSIP - 31359M4D2	\$116.808	\$29,202.00	0.6%	\$24,952.50	\$4,249.50	\$1,250.00	4.3%	
100,000.0000		GENERAL ELEC CAP CORP 09/17/04 4.750 09/15/14 CUSIP - 36962GK86	\$105.823	\$105,823.00	2.0%	\$99,839.00	\$5,984.00	\$4,750.00	4.5%	
10,000.0000		GENERAL ELEC CAP CORP 03/04/05 4.875 03/04/15 CUSIP - 36962GP65	\$107.874	\$10,787.40	0.2%	\$9,605.40	\$1,182.00	\$487.50	4.5%	
25,000.0000		GOLDMAN SACHS GROUP INC 03/31/03 5.250 04/01/13 CUSIP - 38141GDB7	\$100.000	\$25,000.00	0.5%	\$24,536.50	\$463.50	\$1,312.50	5.3%	
100,000.0000		HSBC FINANCE CORP 07/21/03 4.750 07/15/13 CUSIP - 441812KD5	\$101.199	\$101,199.00	2.0%	\$99,364.00	\$1,835.00	\$4,750.00	4.7%	
100.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$121.268	\$12,126.80	0.2%	\$11,036.90	\$1,089.90	\$269.30	2.2%	
75,000.0000		J P MORGAN CHASE & CO 04/24/03 5.250 05/01/15 CUSIP - 46625HAX8	\$108.402	\$81,301.50	1.6%	\$76,870.50	\$4,431.00	\$3,937.50	4.8%	
25,000.0000		PHILIP MORRIS INTL INC	\$111.650	\$27,912.50	0.5%	\$28,260.14	\$(347.64)	\$1,031.25	3.7%	

POTT FOUNDATION CONSOLIDATED

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

		05/16/11 4.125 05/17/21 CUSIP - 718172AK5								
553.2330	PPTPX	PIMCO TOTAL RETURN FUND CUSIP - 72201M552	\$11.240	\$6,218.34	0.1%	\$6,047.91	\$170.43	\$182.57	2.9%	
25,000.0000		PRAXAIR INC 11/02/06 5.375 11/01/16 CUSIP - 74005PAN4	\$115.361	\$28,840.25	0.6%	\$27,571.00	\$1,269.25	\$1,343.75	4.7%	
5,174.9620	PPSIX	PRINCIPAL FDS INC PFD SECURITIES FIXED INCOME CUSIP - 74253Q416	\$10.640	\$55,061.60	1.1%	\$54,123.62	\$937.98	\$3,099.80	5.6%	
25,000.0000		PROCTER & GAMBLE 08/10/04 4.950 08/15/14 CUSIP - 742718DA4	\$106.357	\$26,589.25	0.5%	\$24,970.50	\$1,618.75	\$1,237.50	4.7%	
50,000.0000		SOUTHWESTERN BELL TEL CO 07/06/93 7.000 07/01/15 CUSIP - 845335BQ0	\$113.531	\$56,765.50	1.1%	\$47,172.00	\$9,593.50	\$3,500.00	6.2%	
1,641.1380	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	\$9.210	\$15,114.88	0.3%	\$15,000.00	\$114.88	\$861.60	5.7%	
75,000.0000		TOTAL CAPITAL GTD 06/24/10 4.450 06/24/20 CUSIP - 89152UAD4	\$115.826	\$86,869.50	1.7%	\$76,466.75	\$10,402.75	\$3,337.50	3.8%	
11,760.7430	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	\$9.310	\$109,492.51	2.1%	\$105,392.43	\$4,100.08	\$6,750.67	6.2%	
25,000.0000		UNITED PARCEL SERVICE INC 01/15/08 5.500 01/15/18 CUSIP - 911312AH9	\$119.646	\$29,911.50	0.6%	\$27,944.12	\$1,967.38	\$1,375.00	4.6%	
50,000.0000		TSY INFL IX N/B 01/31/11 1.125 01/15/21 CUSIP - 912828PP9	\$124.193	\$62,096.97	1.2%	\$50,927.26	\$11,169.71	\$562.50	0.9%	

(continued)

(continued)

POTT FOUNDATION CONSOLIDATED

<b>PORTFOLIO POSITIONS (continued)</b>									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
<b>Fixed Income</b>									
4,911.1130	VFDX	VANGUARD GNMA FUND-ADM CL #536 CUSIP - 922031794	\$10.850	\$53,285.58	1.0%	\$50,420.17	\$2,865.41	\$1,409.49	2.6%
25,000.0000		WAL-MART STORES 04/05/07 5.375 04/05/17 CUSIP - 931142CG6	\$117.675	\$29,418.75	0.6%	\$25,959.75	\$3,459.00	\$1,343.75	4.6%
25,000.0000		WAL-MART STORES 08/24/07 5.800 02/15/18 CUSIP - 931142CJ0	\$121.866	\$30,466.50	0.6%	\$26,489.50	\$3,977.00	\$1,450.00	4.8%
<b>Fixed Income - Total</b>						<b>\$1,195,097.43</b>	<b>\$94,626.48</b>	<b>\$56,964.97</b>	<b>4.4%</b>

<b>Equities</b>									
243.0000	ACN	ACCENTURE PLC CLASS A COMMON COMPANY BASED IN IRELAND CUSIP - G1151C101	\$75.970	\$18,460.71	0.4%	\$13,671.00	\$4,789.71	\$393.66	2.1%
350.0000	ACE	ACE LIMITED CUSIP - H0023R105	\$88.970	\$31,139.50	0.6%	\$21,579.21	\$9,560.29	\$686.00	2.2%
201.0000	T	AT&T INC CUSIP - 00206R102	\$36.690	\$7,374.69	0.1%	\$5,338.56	\$2,036.13	\$361.80	4.9%
523.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$35.320	\$18,472.36	0.4%	\$13,258.40	\$5,213.96	\$292.88	1.6%
373.0000	ABEV	ABBVIE INC CUSIP - 00287Y109	\$40.780	\$15,210.94	0.3%	\$9,866.76	\$5,344.18	\$596.80	3.9%
213.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	\$87.120	\$18,556.56	0.4%	\$12,319.59	\$6,236.97	\$604.92	3.3%
310.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	\$38.820	\$12,034.20	0.2%	\$10,496.62	\$1,537.58	\$112.80	1.8%
60.0000	AMGN	AMGEN INC CUSIP - 031162100	\$102.510	\$6,150.60	0.1%	\$3,667.15	\$2,483.45	\$112.80	1.8%
28.0000	APA	APACHE CORP	\$77.160	\$2,160.48	0.0%	\$2,741.48	\$(581.00)	\$22.40	1.0%

## 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 (continued)									
		CUSIP - 037411105							
100.0000	AAPL	APPLE INC	\$442.660	\$44,266.00	0.9%	\$20,170.80	\$24,095.20	\$1,060.00	2.4%
		CUSIP - 037833100							
400.0000	BAC	BANK AMER CORP	\$12.180	\$4,872.00	0.1%	\$5,495.23	\$(623.23)	\$16.00	0.3%
		CUSIP - 060505104							
50.0000	BCR	BARD C R INC	\$100.780	\$5,039.00	0.1%	\$4,591.50	\$447.50	\$40.00	0.8%
		CUSIP - 067383109							
1,030.0920	BGRFX	BARON GROWTH FUND FUND #587	\$60.840	\$62,670.81	1.2%	\$46,335.71	\$16,335.10		
		CUSIP - 068278209							
50.0000	BRK B	BERKSHIRE HATHAWAY INC DEL CL B NEW	\$104.200	\$5,210.00	0.1%	\$4,110.75	\$1,099.25		
		CUSIP - 084670702							
710.0000	BMY	BRISTOL MYERS SQUIBB CO	\$41.190	\$29,244.90	0.6%	\$20,384.13	\$8,860.77	\$994.00	3.4%
		CUSIP - 110122108							
703.0000	CVS	CVS/CAREMARK CORPORATION	\$54.990	\$38,657.97	0.7%	\$17,297.79	\$21,360.18	\$632.70	1.6%
		CUSIP - 126650100							
208.0000	CAT	CATERPILLAR INC	\$86.970	\$18,089.76	0.3%	\$13,725.68	\$4,364.08	\$432.64	2.4%
		CUSIP - 149123101							
393.0000	CTL	CENTURYLINK INC COM	\$35.130	\$13,806.09	0.3%	\$14,197.68	\$(391.59)	\$848.88	6.1%
		CUSIP - 156700106							
303.0000	CVX	CHEVRON CORPORATION	\$118.820	\$36,002.46	0.7%	\$25,993.36	\$10,009.10	\$1,090.80	3.0%
		CUSIP - 166764100							
105.0000	CB	CHUBB CORP COM	\$87.530	\$9,190.65	0.2%	\$5,189.08	\$4,001.57	\$184.80	2.0%
		CUSIP - 171232101							
220.0000	CSCO	CISCO SYSTEMS INC	\$20.895	\$4,596.90	0.1%	\$4,293.00	\$303.90	\$123.20	2.7%
		CUSIP - 17275R102							

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										
120.0000	C	CTTIGROUP INC CUSIP - 172967424	\$44.240	\$5,308.80	0.1%	\$5,035.28	\$273.52	\$4.80	0.1%	
1,006.0000	KO	COCA COLA CO CUSIP - 191216100	\$40.440	\$40,682.64	0.8%	\$21,830.48	\$18,852.16	\$1,126.72	2.8%	
100.0000	CL	COLGATE PALMOLIVE CO COM CUSIP - 194162103	\$118.030	\$11,803.00	0.2%	\$7,681.61	\$4,121.39	\$272.00	2.3%	
620.0000	CBSH	COMMERCE BANCSHARES INC COM CUSIP - 200525103	\$40.830	\$25,314.60	0.5%	\$19,742.74	\$5,571.86	\$558.00	2.2%	
527.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$60.100	\$31,672.70	0.6%	\$19,179.67	\$12,493.03	\$1,391.28	4.4%	
120.0000	DHR	DANAHER CORP CUSIP - 235851102	\$62.150	\$7,458.00	0.1%	\$6,419.40	\$1,038.60	\$12.00	0.2%	
155.0000	DE	DEERE & CO CUSIP - 244199105	\$85.980	\$13,326.90	0.3%	\$11,227.45	\$2,099.45	\$316.20	2.4%	
365.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$56.800	\$20,732.00	0.4%	\$7,801.67	\$12,930.33	\$273.75	1.3%	
126.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$49.160	\$6,194.16	0.1%	\$5,342.96	\$851.20	\$216.72	3.5%	
66.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	\$72.590	\$4,790.94	0.1%	\$3,393.05	\$1,397.89	\$201.96	4.2%	
180.0000	EMC	E M C CORP/MASS CUSIP - 268648102	\$23.890	\$4,300.20	0.1%	\$2,584.78	\$1,715.42			
855.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	\$25.670	\$21,947.85	0.4%	\$19,936.80	\$2,011.05	\$513.00	2.3%	
525.0000	EMR	EMERSON ELEC CO	\$55.870	\$29,331.75	0.6%	\$7,082.45	\$22,249.30	\$861.00	2.9%	

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## 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 - 291011104							
447.7830	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	\$42.330	\$18,954.65	0.4%	\$13,890.23	\$5,064.42	\$365.39	1.9%
125.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	\$57.620	\$7,202.50	0.1%	\$7,061.25	\$141.25		
327.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$90.110	\$29,465.97	0.6%	\$2,489.34	\$26,976.63	\$745.56	2.5%
7,170.3020	SVAIX	FEDERATED STRATEGIC VALUE-IN CUSIP - 314172560	\$5.410	\$38,791.33	0.7%	\$33,101.20	\$5,690.13	\$1,448.40	3.7%
100.0000	FCX	FREEMPORT-MCMORAN COPPER & GOLD CL B CUSIP - 35671D857	\$33.100	\$3,310.00	0.1%	\$1,490.60	\$1,819.40	\$125.00	3.8%
220.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$23.120	\$5,086.40	0.1%	\$4,898.50	\$187.90	\$167.20	3.3%
354.0000	GPC	GENUINE PARTS CO COM CUSIP - 372460105	\$78.000	\$27,612.00	0.5%	\$15,253.13	\$12,358.87	\$761.10	2.8%
1,004.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	\$48.940	\$49,135.76	0.9%	\$6,991.14	\$42,144.62		
52.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	\$794.188	\$41,297.78	0.8%	\$28,462.12	\$12,835.66		
4,655.2080	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$63.420	\$295,233.29	5.7%	\$294,116.23	\$1,117.06	\$5,846.94	2.0%
168.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$75.350	\$12,658.80	0.2%	\$9,438.42	\$3,220.38	\$275.52	2.2%
522.0000	ITW	ILLINOIS TOOL WKS INC CUSIP - 452308109	\$60.940	\$31,810.68	0.6%	\$15,961.45	\$15,849.23	\$793.44	2.5%

## 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
982.0000	INTC	INTEL CORP CUSIP - 458140100	\$21.835	\$21,441.98	0.4%	\$24,425.42	\$(2,983.44)	\$883.80	4.1%
222.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$213.300	\$47,352.60	0.9%	\$27,291.38	\$20,061.22	\$754.80	1.6%
4,121.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	\$127.290	\$524,562.09	10.1%	\$369,277.58	\$155,284.51	\$8,633.50	1.6%
573.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$47.460	\$27,194.58	0.5%	\$24,712.19	\$2,482.39	\$687.60	2.5%
355.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	\$81.530	\$28,943.15	0.6%	\$4,544.53	\$24,398.62	\$866.20	3.0%
42.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	\$541.130	\$22,727.46	0.4%	\$19,117.14	\$3,610.32	\$100.80	0.4%
367.0000	MCD	MCDONALDS CORP CUSIP - 580135101	\$99.690	\$36,586.23	0.7%	\$21,097.56	\$15,488.67	\$1,130.36	3.1%
277.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	\$107.960	\$29,904.92	0.6%	\$21,641.14	\$8,263.78	\$221.60	0.7%
91.0000	MDT	MEDTRONIC INC CUSIP - 585055106	\$46.960	\$4,273.36	0.1%	\$1,434.84	\$2,838.52	\$94.64	2.2%
100.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	\$44.200	\$4,420.00	0.1%	\$3,606.71	\$813.29	\$172.00	3.9%
786.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$28.605	\$22,483.53	0.4%	\$24,030.91	\$(1,547.38)	\$723.12	3.2%
254.0000	MCHP	MICROCHIP TECHNOLOGY INC COM CUSIP - 595017104	\$36.770	\$9,339.58	0.2%	\$6,231.52	\$3,108.06	\$358.65	3.8%
150.0000	MDLZ	MONDELEZ INTL INC COM	\$30.615	\$4,592.25	0.1%	\$3,307.78	\$1,284.47	\$78.00	1.7%

## 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 - 609207105							
231.0000	MCO	MOODYS CORP CUSIP - 615369105	\$53.320	\$12,316.92	0.2%	\$9,664.72	\$2,652.20	\$184.80	1.5%
190.0000	NOV	NATIONAL-OILWELL INC COM CUSIP - 637071101	\$70.750	\$13,442.50	0.3%	\$11,923.30	\$1,519.20	\$98.80	0.7%
295.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$77.680	\$22,915.60	0.4%	\$12,409.48	\$10,506.12	\$778.80	3.4%
50.0000	NKE	NIKE INC CL B CUSIP - 654106103	\$59.010	\$2,950.50	0.1%	\$2,387.25	\$563.25	\$42.00	1.4%
50.0000	OXY	OCCIDENTAL PETE CORP CUSIP - 674599105	\$78.370	\$3,918.50	0.1%	\$4,405.40	\$(486.90)	\$128.00	3.3%
934.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$32.330	\$30,196.22	0.6%	\$21,404.10	\$8,792.12	\$224.16	0.7%
5,698.9650	ODVYX	OPPENHEIMER DVLPLNG MKTS-Y CUSIP - 683974505	\$34.940	\$199,121.84	3.8%	\$158,710.67	\$40,411.17	\$1,419.04	0.7%
537.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	\$44.870	\$24,095.19	0.5%	\$18,962.17	\$5,133.02	\$671.25	2.8%
404.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	\$79.110	\$31,960.44	0.6%	\$8,177.23	\$23,783.21	\$868.60	2.7%
749.0000	PFE	PFIZER INC CUSIP - 717081103	\$28.860	\$21,616.14	0.4%	\$16,773.83	\$4,842.31	\$719.04	3.3%
246.0000	PSX	PHILLIPS 66 COM CUSIP - 718546104	\$69.970	\$17,212.62	0.3%	\$5,353.76	\$11,858.86	\$307.50	1.8%
2,477.5680	PCBIX	PRINCIPAL MIDCAP BLEND FUND CUSIP - 74253Q747	\$17.610	\$43,629.97	0.8%	\$39,269.45	\$4,360.52	\$468.26	1.1%

## 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	
499.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$77.060	\$38,452.94	0.7%	\$19,864.43	\$18,588.51	\$1,121.75	2.9%	
151.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	\$66.940	\$10,107.94	0.2%	\$8,621.82	\$1,486.12	\$151.00	1.5%	
3,910.9590	PRNHX	T ROWE PRICE NEW HORIZONS FD CUSIP - 779562107	\$37.620	\$147,130.28	2.8%	\$140,486.95	\$6,643.33	\$54.75		
2,884.4940	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267 CUSIP - 780905881	\$15.050	\$43,411.63	0.8%	\$26,133.28	\$17,278.35	\$605.74	1.4%	
377.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$74.890	\$28,233.53	0.5%	\$14,583.05	\$13,650.48	\$471.25	1.7%	
920.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$30.750	\$28,290.00	0.5%	\$20,504.91	\$7,785.09	\$1,122.40	4.0%	
462.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	\$56.950	\$26,310.90	0.5%	\$17,752.02	\$8,558.88	\$388.08	1.5%	
836.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	\$46.750	\$39,083.00	0.8%	\$12,766.54	\$26,316.46	\$384.56	1.0%	
241.0000	TGT	TARGET CORP CUSIP - 87612E106	\$68.450	\$16,496.45	0.3%	\$8,878.15	\$7,618.30	\$347.04	2.1%	
169.0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	\$39.680	\$6,705.92	0.1%	\$5,122.48	\$1,583.44	\$147.70	2.2%	
190.0000	MMM	3M CO CUSIP - 88579Y101	\$106.310	\$20,198.90	0.4%	\$15,794.25	\$4,404.65	\$482.60	2.4%	
216.0000	UN	UNILEVER N V-NY SHARES CUSIP - 904784709	\$41.000	\$8,856.00	0.2%	\$7,084.80	\$1,771.20	\$230.04	2.6%	

(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			
<b>Equities</b>												
299.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	\$93.430	\$27,935.57	0.5%	\$12,645.68	\$15,289.89	\$639.86	2.3%			
719.6070	VDAIX	VANGUARD DIV APRIDX INV CUSIP - 921908851	\$26.290	\$18,918.47	0.4%	\$16,112.00	\$2,806.47	\$394.34	2.1%			
775.0000	VVC	VECTREN CORP CUSIP - 92240G101	\$35.420	\$27,450.50	0.5%	\$1,652.92	\$25,797.58	\$1,100.50	4.0%			
510.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	\$49.150	\$25,066.50	0.5%	\$8,783.29	\$16,283.21	\$1,050.60	4.2%			
120.0000	WAG	WALGREEN CO CUSIP - 931422109	\$47.680	\$5,721.60	0.1%	\$3,932.69	\$1,788.91	\$132.00	2.3%			
60.0000	WLT	WALTER ENERGY INCORPORATED CUSIP - 93317Q105	\$28.500	\$1,710.00	0.0%	\$5,214.29	\$(3,504.29)	\$30.00	1.8%			
878.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	\$36.990	\$32,477.22	0.6%	\$19,425.08	\$13,052.14	\$878.00	2.7%			
129.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	\$71.940	\$9,280.26	0.2%	\$5,339.05	\$3,941.21	\$172.86	1.9%			
<b>Equities - Total</b>							<b>\$2,953,665.06</b>	<b>57.1%</b>	<b>\$2,075,993.17</b>	<b>\$877,671.89</b>	<b>\$55,290.65</b>	<b>1.9%</b>

**Alternative Strategies**

7,640.5040	AQRDX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	\$12.030	\$91,915.27	1.8%	\$86,435.96	\$5,479.31	\$1,107.87	1.2%
7,376.8660	GXSIX	GOLDMAN SACHS TR SATELLITE STRATEGIES PORT CUSIP - 38143H332	\$8.280	\$61,080.45	1.2%	\$59,312.24	\$1,768.21	\$2,729.44	4.5%
24,329.0630	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$10.940	\$266,159.95	5.1%	\$260,574.68	\$5,585.27	\$14,159.51	5.3%
242.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	\$154.470	\$37,381.74	0.7%	\$35,680.73	\$1,701.01		

POTT FOUNDATION CONSOLIDATED

<b>PORTFOLIO POSITIONS</b>									
(continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
652.3770	MLPTX	STEELPATH MLP FDS TR SELECT 40 FD CL I CUSIP - 858268204	\$11.960	\$7,802.43	0.2%	\$7,000.00	\$802.43	\$460.58	5.9%
<b>Alternative Strategies - Total</b>							<b>\$15,336.23</b>	<b>\$18,457.40</b>	<b>4.0%</b>
(continued)									
<b>Real Estate Investments</b>									
4,784.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$70.530	\$337,415.52	6.5%	\$248,236.71	\$89,178.81	\$11,362.01	3.4%
<b>Real Estate Investments - Total</b>							<b>\$89,178.81</b>	<b>\$11,362.01</b>	<b>3.4%</b>
<b>Total Portfolio Positions</b>				<b>\$5,177,292.13</b>	<b>100.0%</b>	<b>\$4,100,478.72</b>	<b>\$1,076,813.41</b>	<b>\$142,078.48</b>	<b>2.7%</b>