Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 4/1/2012 **, and ending** 3/31/2013

Name of foundation: POTTER, CLYDE R , MD CHARITABLE FDN

A Employer identification number: 56-6267552

Number and street (or P O box number if mail is not delivered to street address): P O. BOX 1908 | Room/suite:

B Telephone number (see instructions): (866) 607-7205

City or town, state, and ZIP code: ORLANDO FL 32802-1908

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 731,620

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	13,969	14,009		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,821			
	b Gross sales price for all assets on line 6a 440,583				
	7 Capital gain net income (from Part IV, line 2)		54,821		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	68,790	68,830	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,792	6,396		6,396
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	470	192		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,262	6,588	0	6,396
	25 Contributions, gifts, grants paid	26,857			26,857
	26 **Total expenses and disbursements.** Add lines 24 and 25	40,119	6,588	0	33,253
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	28,671			
	b **Net investment income** (if negative, enter -0-)		62,242		
	c **Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.
HTA

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		249	249
	2 Savings and temporary cash investments	28,603	26,770	26,770
	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 ▶			
	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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	596,268	626,523	704,601
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	624,871	653,542	731,620
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	624,871	653,542	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	624,871	653,542	
	31 **Total liabilities and net assets/fund balances** (see instructions)	624,871	653,542	

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	624,871
2	Enter amount from Part I, line 27a	2	28,671
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	653,542
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	653,542

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				0
b				0
c				0
d				0
e				0

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	54,821
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	0

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	32,367	684,424	0 047291
2010	27,172	669,522	0.040584
2009	32,322	621,016	0.052047
2008	33,674	635,190	0.053014
2007	34,756	791,238	0 043926

2 **Total** of line 1, column (d)	2	0 236862
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047372
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	684,894
5 Multiply line 4 by line 3	5	32,445
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	622
7 Add lines 5 and 6	7	33,067
8 Enter qualifying distributions from Part XII, line 4	8	33,253

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	622
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	622
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	622
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 278		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	278
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	344
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ SUNTRUST BANK Telephone no. ▶ (866) 607-7205

Located at ▶ P.O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see 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 ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? **5b**

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? N/A ☐ 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? **6b** No: X

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? **7b**

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
SUNTRUST BANKS, INC. 1414 RALEIGH RD, STE 150 CHAPEL HILL, N	TRUSTEE AS REQ'D	12,792	NONE	NONE

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				
Total number of other employees paid over $50,000 ▶				

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		
Total number of others receiving over $50,000 for professional services ▶		

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 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	674,803
b	Average of monthly cash balances	1b	20,521
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	695,324
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	695,324
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	10,430
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	684,894
6	**Minimum investment return.** Enter 5% of line 5	6	34,245

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.)

1	Minimum investment return from Part X, line 6			1	34,245
2a	Tax on investment income for 2012 from Part VI, line 5	2a	622		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	622
3	Distributable amount before adjustments Subtract line 2c from line 1			3	33,623
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	33,623
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	33,623

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	33,253
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	33,253
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	622
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,631

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
1	Distributable amount for 2012 from Part XI, line 7				33,623
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			18,003	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 33,253				
a	Applied to 2011, but not more than line 2a			18,003	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				15,250
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				18,373
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9.				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid dunng the year* See Attached Statement				
Total . . . . . . ▶ 3a				26,857
b *Approved for future payment* NONE				
Total . . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	13,969	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	54,821	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		68,790	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 68,790

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara Allred | 6/26/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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
DONALD J. ROMAN		6/26/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
DUCKS UNLIMITED INC.
Street
ATTN· JON RICH ONE WATERFOWL WAY

City	State	Zip Code	Foreign Country
MEMPHIS	TN	38120	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	18,799

Name
DUKE UNIVERSITY ENDOWMENT/INVESTMENT ACCOUNTING
Street
324 BLACKWELL ST., SUITE 900

City	State	Zip Code	Foreign Country
DURHAM	NC	27701	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	2,686

Name
WAKE FOREST UNIVERSITY GENERAL ENDOWMENT FND
Street
OFFICE OF DEVELOPMENT 7227 REYNOLDA STATION

City	State	Zip Code	Foreign Country
WINSTON-SALEM	NC	27109	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	2,686

Name
NATHAN A. WOMACK SURGICAL SOCIETY C/O MED FOUNDATION OF NC
Street
880 MLK JR. BLVD

City	State	Zip Code	Foreign Country
CHAPEL HILL	NC	27514	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	2,686

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,048
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	440,583	385,762	54,821
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	DOUBLELINE TOTAL RETURN	258620103			11/19/2012		3/11/2013	3,664	3,687				0	-23
2	X	FEDERATED STRATEGIC VAL	314172560			2/22/2011		3/11/2013	1,050	892				0	158
3	X	JANUS PERKINS SMALL CAP	47103C183			8/15/2011		3/11/2013	545	538				0	7
4	X	JANUS PERKINS SMALL CAP	47103C183			2/6/2012		3/11/2013	995	944				0	51
5	X	MANNING & NAPIER WORLD	563821545			11/19/2012		3/11/2013	2,750	2,475				0	275
6	X	NEUBERGER BERMAN HIGH I	64128K868			8/6/2012		3/11/2013	9,258	9,074				0	184
7	X	OPPENHEIMER DEVELOPING	683974505			10/25/2010		3/11/2013	116	112				0	4
8	X	PIMCO LOW DURATION-I	693390304			2/22/2011		3/11/2013	19,750	19,636				0	114
9	X	PIMCO INVT GRADE CORP BD	722005816			7/20/2009		3/11/2013	266	253				0	13
10	X	PIMCO INVT GRADE CORP BD	722005816			2/22/2011		3/11/2013	576	548				0	28
11	X	PIMCO INVT GRADE CORP BD	722005816			6/30/2009		3/11/2013	4,245	3,977				0	268
12	X	RIDGEWORTH LARGECAP VA	76628R672			6/17/2009		3/11/2013	15,474	9,032				0	6,442
13	X	RIDGEWORTH LARGECAP VA	76628R672			6/25/2009		3/11/2013	7,694	4,489				0	3,205
14	X	RIDGEWORTH LARGECAP VA	76628R672			7/6/2009		3/11/2013	15,410	8,776				0	6,634
15	X	RIDGEWORTH LARGECAP VA	76628R672			8/22/2009		3/11/2013	2,356	1,336				0	1,020
16	X	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		3/11/2013	1,049	944				0	105
17	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	2,280	2,009				0	271
18	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		3/11/2013	20,640	17,266				0	3,374
19	X	HARBOR CAP APPRECIATION	411511504			11/10/2011		3/11/2013	40,588	34,007				0	6,581
20	X	HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	20,694	18,557				0	2,137
21	X	HARBOR CAP APPRECIATION	411511504			8/6/2012		3/11/2013	6,761	6,163				0	598
22	X	JANUS PERKINS SMALL CAP	47103C183			10/26/2009		3/11/2013	13,203	11,498				0	1,705
23	X	SHORT TERM 2012 - SEE ATT							68,065	66,665					1,400
24	X	LONG TERM 2012 - SEE ATTA							181,106	162,884					18,222

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
POTTER, CLYDE R., MD CHARITABLE
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
003020336	ABERDEEN EQUITY LONG SHORT-I								
	Sold	11/19/12	27.787	319.00					
	Acq	02/06/12	16.97	194.82	196 00	196.00	-1 18	-1.18	S
	Acq	08/06/12	10.817	124.18	123.10	123.10	1.08	1 08	S
			Total for 11/19/2012		319.10	319.10	-0.10	-0.10	
314172560	FEDERATED STRATEGIC VALUE-I								
	Sold	08/06/12	1396.887	7,180.00					
	Acq	07/18/11	1396.887	7,180.00	6,481.55	6,481.55	698.45	698.45	L
			Total for 8/6/2012		6,481.55	6,481.55	698.45	698.45	
314172560	FEDERATED STRATEGIC VALUE-I								
	Sold	11/19/12	3403.644	16,814.00					
	Acq	02/22/11	1904.246	9,406.97	8,511.98	8,511 98	894.99	894.99	L
	Acq	07/18/11	1499.398	7,407.03	6,957.21	6,957.21	449.82	449.82	L
			Total for 11/19/2012		15,469.19	15,469.19	1,344 81	1,344.81	
34984T600	FORUM ABSOLUTE STRATEGIES-I								
	Sold	11/19/12	26.429	296.00					
	Acq	08/06/12	26.429	296.00	296.53	296.53	-0.53	-0.53	S
			Total for 11/19/2012		296.53	296.53	-0.53	-0.53	
411511504	HARBOR CAP APPRECIATION-I								
	Sold	11/19/12	306.186	12,621.00					
	Acq	08/06/12	306.186	12,621.00	12,651.62	12,651 62	-30.62	-30.62	S
			Total for 11/19/2012		12,651.62	12,651 62	-30.62	-30.62	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I								
	Sold	08/06/12	169.311	3,073.00					
	Acq	06/02/08	121.746	2,209.69	1,838.36	1,838.36	371.33	371.33	L
	Acq	08/15/11	47.565	863.31	759.61	759.61	103.70	103.70	S
			Total for 8/6/2012		2,597.97	2,597.97	475.03	475.03	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I								
	Sold	11/19/12	1814.356	32,985.00					
	Acq	06/02/08	802.235	14,584.64	12,113.75	12,113.75	2,470.89	2,470.89	L
	Acq	05/24/10	1012.121	18,400.36	13,683.87	13,683.87	4,716.49	4,716.49	L
			Total for 11/19/2012		25,797.62	25,797 62	7,187.38	7,187.38	
47103C183	JANUS PERKINS SMALL CAP VALUE-I								
	Sold	08/06/12	135.232	2,825.00					
	Acq	08/15/11	6.609	138.06	149.96	149 96	-11.90	-11.90	S
	Acq	07/18/11	128.623	2,686.94	3,195.00	3,195.00	-508.06	-508.06	L
			Total for 8/6/2012		3,344.96	3,344.96	-519.96	-519.96	
47103C183	JANUS PERKINS SMALL CAP VALUE-I								
	Sold	11/19/12	10.278	218 00					
	Acq	08/15/11	10.278	218.00	233.20	233.20	-15.20	-15.20	L
			Total for 11/19/2012		233 20	233 20	-15.20	-15.20	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
POTTER, CLYDE R., MD CHARITABLE
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I								
	Sold	11/19/12	23.749	223.00					
	Acq	08/06/12	23.749	223.00	223.00	223.00	0.00	0.00	S
			Total for 11/19/2012		223.00	223.00	0.00	0.00	
693390304	PIMCO LOW DURATION-I								
	Sold	08/06/12	62.062	656.00					
	Acq	02/06/12	62.062	656.00	647.30	647.30	8 70	8.70	S
			Total for 8/6/2012		647.30	647.30	8.70	8.70	
693390304	PIMCO LOW DURATION-I								
	Sold	11/19/12	33.177	353.00					
	Acq	02/06/12	32.665	347 55	340.70	340.70	6.85	6.85	S
	Acq	02/22/11	0.512	5.45	5.33	5.33	0.12	0.12	L
			Total for 11/19/2012		346.03	346.03	6.97	6.97	
693390882	PIMCO FOREIGN BD US HEDGED-I								
	Sold	08/06/12	1292.488	14,320.77					
	Acq	02/06/12	1292.488	14,320.77	13,765.00	13,765.00	555.77	555.77	S
			Total for 8/6/2012		13,765.00	13,765.00	555.77	555.77	
722005667	PIMCO COMMODITY REALRTN STRATEGY-I								
	Sold	08/06/12	1989.8	13,610.23					
	Acq	02/06/12	511 239	3,496.87	3,548 00	3,548.00	-51.13	-51.13	S
	Acq	09/16/08	61.72	422.16	890.00	890.00	-467.84	-467.84	L
	Acq	09/24/08	151 973	1,039.50	2,259.84	2,259 84	-1,220.34	-1,220 34	L
	Acq	06/11/09	185.324	1,267.62	1,430.70	1,430.70	-163.08	-163 08	L
	Acq	06/17/09	153.793	1,051.94	1,142.68	1,142.68	-90.74	-90.74	L
	Acq	06/22/09	331.632	2,268.36	2,328.06	2,328.06	-59.70	-59.70	L
	Acq	06/25/09	203.872	1,394.48	1,482.15	1,482.15	-87.67	-87.67	L
	Acq	07/06/09	144.412	987.78	995.00	995.00	-7.22	-7.22	L
	Acq	01/19/10	40.143	274.58	336.00	336.00	-61.42	-61.42	L
	Acq	07/20/09	46.853	320.47	335.00	335.00	-14.53	-14.53	L
	Acq	05/24/10	158.839	1,086.46	1,177.00	1,177.00	-90.54	-90.54	L
			Total for 8/6/2012		15,924.43	15,924.43	-2,314.20	-2,314.20	
722005816	PIMCO INVT GRADE CORP BD-I								
	Sold	08/06/12	119.712	1,330.00					
	Acq	02/06/12	98.493	1,094.26	1,046.00	1,046.00	48.26	48.26	S
	Acq	02/22/11	21 219	235.74	223.86	223.86	11.88	11.88	L
			Total for 8/6/2012		1,269.86	1,269.86	60.14	60.14	
722005816	PIMCO INVT GRADE CORP BD-I								
	Sold	11/19/12	61.233	695.00					
	Acq	02/22/11	61.233	695.00	646.01	646.01	48.99	48.99	L
			Total for 11/19/2012		646.01	646.01	48.99	48.99	

SunTrust
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
POTTER, CLYDE R., MD CHARITABLE
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
72201F516	PIMCO EMERGING LOCAL BD-I								
	Sold	11/19/12	8.68	94 00					
	Acq	08/06/12	8.68	94.00	93.83	93.83	0.17	0.17	S
			Total for 11/19/2012		93.83	93.83	0.17	0.17	
76628R672	RIDGEWORTH FD-LARGECAP VAL EQTY RGD4								
	Sold	08/06/12	2665.422	35,690.00					
	Acq	02/06/12	908.764	12,168.35	12,132.00	12,132.00	36.35	36.35	S
	Acq	07/18/11	1094 709	14,658.15	14,275.00	14,275.00	383.15	383 15	L
	Acq	08/15/11	380.541	5,095.44	4,498.00	4,498.00	597 44	597.44	S
	Acq	06/25/09	281.408	3,768.05	2,574 88	2,574.88	1,193.17	1,193.17	L
			Total for 8/6/2012		33,479.88	33,479.88	2,210.12	2,210.12	
76628R672	RIDGEWORTH FD-LARGECAP VAL EQTY RGD4								
	Sold	11/19/12	592.878	8,158.00					
	Acq	06/25/09	592.878	8,158.00	5,424.84	5,424.84	2,733.16	2,733.16	L
			Total for 11/19/2012		5,424 84	5,424.84	2,733.16	2,733.16	
76628T611	RIDGEWORTH FD-SHORT TERM BD RGCX								
	Sold	08/06/12	1061.477	10,636 00					
	Acq	02/06/12	1061.477	10,636.00	10,593.54	10,593.54	42 46	42.46	S
			Total for 8/6/2012		10,593 54	10,593.54	42.46	42.46	
76628T611	RIDGEWORTH FD-SHORT TERM BD RGCX								
	Sold	11/19/12	1352.309	13,550.14					
	Acq	02/22/07	1240.137	12,426.18	12,091.34	12,091.34	334.84	334.84	L
	Acq	07/20/09	79.36	795.19	769.00	769.00	26.19	26.19	L
	Acq	02/06/12	32.812	328.78	327.46	327.46	1.32	1.32	S
			Total for 11/19/2012		13,187.80	13,187.80	362.34	362.34	
76628T678	RIDGEWORTH FD-SEIX FLT HGH INCM RGCJ								
	Sold	08/06/12	1173.141	10,370 57					
	Acq	06/30/09	1125.826	9,952.31	9,198.00	9,198.00	754.31	754.31	L
	Acq	02/06/12	45.682	403.83	402.00	402 00	1.83	1.83	S
	Acq	07/20/09	1.633	14.44	13.41	13.41	1.03	1.03	L
			Total for 8/6/2012		9,613.41	9,613 41	757.16	757 16	
76628T702	RIDGEWORTH FD-INTERMEDIATE BD RGCF								
	Sold	08/06/12	2709.416	28,774.00					
	Acq	02/06/12	408.08	4,333.81	4,293.00	4,293.00	40.81	40.81	S
	Acq	04/18/07	2301.336	24,440.19	22,898 29	22,898.29	1,541.90	1,541.90	L
			Total for 8/6/2012		27,191.29	27,191.29	1,582.71	1,582.71	
76628T702	RIDGEWORTH FD-INTERMEDIATE BD RGCF								
	Sold	11/19/12	46.197	492.00					
	Acq	04/18/07	46.197	492.00	459.66	459.66	32.34	32.34	L
			Total for 11/19/2012		459.66	459.66	32.34	32.34	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
POTTER, CLYDE R., MD CHARITABLE
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
80809R204	SCHRODER US SMALL/MID CAP OPPTY-I								
	Sold	08/06/12	831.859	10,132.04					
	Acq	02/22/11	780.206	9,502.91	9,619.94	9,619.94	-117.03	-117 03	L
	Acq	08/15/11	51.653	629.13	578.00	578.00	51.13	51.13	S
			Total for 8/6/2012		10,197.94	10,197.94	-65.90	-65.90	
81728B825	SENTINEL SMALL CO-I								
	Sold	09/04/12	1680.758	13,496.49					
	Acq	08/15/11	90.686	728.21	712.79	712.79	15.42	15.42	L
	Acq	10/26/09	513.979	4,127.25	3,150.70	3,150.70	976.55	976.55	L
	Acq	07/06/09	1076.093	8,641.03	5,520.36	5,520.36	3,120.67	3,120.67	L
			Total for 9/4/2012		9,383.85	9,383.85	4,112.64	4,112.64	
880208400	TEMPLETON GLOBAL BD-ADV								
	Sold	08/06/12	777.199	10,259.03					
	Acq	05/24/10	777.199	10,259.03	9,909.29	9,909.29	349 74	349.74	L
			Total for 8/6/2012		9,909.29	9,909.29	349.74	349.74	
		Total			229,548.70	229,548.70	19,622.57	19,622.57	

Total Proceeds:

249,171.27

	Fed	State
S/T Gain/Loss	1,400.51	1,400.51
L/T Gain/Loss	18,222.06	18,222.06

Part I, Line 18 (990-PF) - Taxes

		470	192	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes
1	FOREIGN TAX WITHHELD	192	192		
2	ESTIMATED EXCISE PAYMENTS	278			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			596,268	626,523	704,601
1	OTHER INVESTMENTS		596,268	626,523	704,601

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,048
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						438,535	0	0	385,762	52,773	0	0	0	52,773
1	DOUBLELINE TOTAL RETURN BD-I	258620103		11/19/2012	3/11/2013	3,664		0	3,687	-23	0	0	0	-23
2	FEDERATED STRATEGIC VALUE-I	314172560		2/22/2011	3/11/2013	1,050		0	892	158	0	0	0	158
3	JANUS PERKINS SMALL CAP VALUE-I	47103C183		8/15/2011	3/11/2013	545		0	538	7	0	0	0	7
4	JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/6/2012	3/11/2013	995		0	944	51	0	0	0	51
5	MANNING & NAPIER WORLD OPPTYS-A	563821545		11/19/2012	3/11/2013	2,750		0	2,475	275	0	0	0	275
6	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/6/2012	3/11/2013	9,258		0	9,074	184	0	0	0	184
7	OPPENHEIMER DEVELOPING MKTS INS	683974505		10/25/2010	3/11/2013	116		0	112	4	0	0	0	4
8	PIMCO LOW DURATION-I	693390304		2/22/2011	3/11/2013	19,750		0	19,636	114	0	0	0	114
9	PIMCO INVT GRADE CORP BD-I	722005816		7/20/2009	3/11/2013	266		0	253	13	0	0	0	13
10	PIMCO INVT GRADE CORP BD-I	722005816		2/22/2011	3/11/2013	576		0	548	28	0	0	0	28
11	PIMCO INVT GRADE CORP BD-I	722005816		6/30/2009	3/11/2013	4,245		0	3,977	268	0	0	0	268
12	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		6/17/2009	3/11/2013	15,474		0	9,032	6,442	0	0	0	6,442
13	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		6/25/2009	3/11/2013	7,694		0	4,489	3,205	0	0	0	3,205
14	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		7/8/2009	3/11/2013	15,410		0	8,776	6,634	0	0	0	6,634
15	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		6/22/2009	3/11/2013	2,356		0	1,336	1,020	0	0	0	1,020
16	T ROWE PRICE DIVRSFD SMALLCAP GI	779917103		9/4/2012	3/11/2013	1,049		0	944	105	0	0	0	105
17	WASATCH LONG/SHORT FD	936793835		8/6/2012	3/11/2013	2,280		0	2,009	271	0	0	0	271
18	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	3/11/2013	20,640		0	17,266	3,374	0	0	0	3,374
19	HARBOR CAP APPRECIATION-I	411511504		11/10/2011	3/11/2013	40,588		0	34,007	6,581	0	0	0	6,581
20	HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	20,694		0	18,557	2,137	0	0	0	2,137
21	HARBOR CAP APPRECIATION-I	411511504		8/6/2012	3/11/2013	6,761		0	6,163	598	0	0	0	598
22	JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/26/2009	3/11/2013	13,203		0	11,498	1,705	0	0	0	1,705
23	SHORT TERM 2012 - SEE ATTACHED					68,065			66,665	1,400	0	0	0	1,400
24	LONG TERM 2012 - SEE ATTACHED					181,106			162,884	18,222	0	0	0	18,222

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										12,792	0	0
1	SUNTRUST BANKS, INC	X	1414 RALEIGH RD, STE 150	CHAPEL HILL	NC	27517		TRUSTEE	AS REQ'D	12,792	NONE	NONE
2												

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	10/4/2012	2	278
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	278

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	18,003
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	18,003

SUNTRUST

POTTER, CLYDE R., MD CHARITABLE FDN
ACCOUNT NO. 7903672

PORTFOLIO SUMMARY

AS OF 03/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	21,943.61	3.00 %	21,943.61	0.00	2	0.01 %
MUTUAL FUNDS	638,776.92	87.31 %	574,660.15	64,116.77	12,899	2.02 %
PROPRIETARY FUNDS	65,824.51	9.00 %	51,862.75	13,961.76	1,107	1.68 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	**726,545.04**	**99.31 %**	**648,466.51**	**78,078.53**	**14,009**	**1.93 %**
INCOME PORTFOLIO						
INCOME CASH	248.99	0.03 %	248.99			
STIF & MONEY MARKET FUNDS	4,826.87	0.66 %	4,826.87	0.00	0	0.00 %
INCOME PORTFOLIO TOTAL	**5,075.86**	**0.69 %**	**5,075.86**	**0.00**	**0**	**0.00 %**
TOTAL ASSETS	**731,620.90**	**100.00 %**	**653,542.37**	**78,078.53**	**14,009**	**1.92 %**