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 04/01, 2012, and ending 03/31, 2013

Name of foundation: POTTS FAMILY FOUNDATION 23-40052

A Employer identification number: 65-6238435

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 803878 — Room/suite:

B Telephone number (see instructions): 312- 630-6000

City or town, state, and ZIP code: CHICAGO, IL 60680

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) ▶ $ 525,839.

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 | 16,137. | 15,228. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 22,455. | | | |
| | b Gross sales price for all assets on line 6a 113,181. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 22,455. | | |
| | 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 | 38,592. | 37,683. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 2,000. | | | 2,000. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) STMT 2 | 2,000. | 1,000. | NONE | 1,000. |
| | c Other professional fees (attach schedule) STMT 3 | 3,280. | 3,280. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT 4 | 632. | 236. | | |
| | 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 | 12. | 12. | | |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 7,924. | 4,528. | NONE | 3,000. |
| | 25 Contributions, gifts, grants paid | 21,047. | | | 21,047. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 28,971. | 4,528. | NONE | 24,047. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a **Excess of revenue over expenses and disbursements** | 9,621. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 33,155. | | |
| | 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 | Savings and temporary cash investments | 13,102. | 21,752. | 21,752. |
| 3 | Accounts receivable ▶ <br> Less: allowance for doubtful accounts ▶ | | | |
| 4 | Pledges receivable ▶ <br> 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) ▶ <br> Less: allowance for doubtful accounts ▶ NONE | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | | |
| 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| b | Investments - corporate stock (attach schedule) STMT 6 | 256,897. | 290,043. | 373,070. |
| c | Investments - corporate bonds (attach schedule) STMT 7 | 95,387. | 92,899. | 99,163. |
| 11 | Investments - land, buildings, and equipment: basis ▶ <br> Less: accumulated depreciation (attach schedule) ▶ | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other (attach schedule) STMT 8 | 13,963. | 30,513. | 31,854. |
| 14 | Land, buildings, and equipment: basis ▶ <br> Less: accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶ ) | 47,445. | | |
| 16 | **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I) | 426,794. | 435,207. | 525,839. |
| **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) | | NONE | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X** | | | |
| 27 | Capital stock, trust principal, or current funds | 426,794. | 435,207. | |
| 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) | 426,794. | 435,207. | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | 426,794. | 435,207. | |

## 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 | 426,794. |
| 2 | Enter amount from Part I, line 27a | 2 | 9,621. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 436,415. |
| 5 | Decreases not included in line 2 (itemize) ▶ INCOME RECLASSIFIED AS RETURN OF CAPITAL | 5 | 1,208. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 435,207. |

## 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 | PUBLICLY TRADED SECURITIES | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 113,181. | | 90,726. | 22,455. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 22,455. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 22,455.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2011 | 30,500. | 499,171. | 0.061101 |
| 2010 | 30,248. | 489,663. | 0.061773 |
| 2009 | 30,886. | 462,641. | 0.066760 |
| 2008 | 39,393. | 499,473. | 0.078869 |
| 2007 | 35,500. | 673,634. | 0.052699 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) . . . . . | 2 | 0.321202 |
| 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 | 0.064240 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . | 4 | 500,799. |
| 5 | Multiply line 4 by line 3 . . . . | 5 | 32,171. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . . | 6 | 332. |
| 7 | Add lines 5 and 6 . . . . | 7 | 32,503. |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . . | 8 | 24,047. |

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)

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | 1 | 663. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 | Add lines 1 and 2 | | 3 | 663. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 663. |
| 6 | Credits/Payments: | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a 324. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c NONE | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | 7 | 324. |
| 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 | 339. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶ | | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | | X |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL | | | |
| 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)*

| | | | 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 ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312)630-6000
Located at ▶ PO BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

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

| | | | 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.**

| | | | 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<br>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.<br>▶ ____ , ____ , ____ , ____ | | | |
| 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 | | |
| 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? ☐ 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 |
|---|---|---|---|---|
| ROBERT H. POTTS, JR. MD<br>PO BOX 3319, FRISCO, CO 80443 | PRESIDENT<br>1 | 2,000. | -0- | -0- |
| SUSAN P. BLOOM<br>418 MULBERRY LANE, HARVERFORD, PA 19041 | TRUSTEE | | | |
| THOMAS H. POTTS<br>28407 LAS PALMAS CIR., BONITA SPRINGS, FL 34135 | TRUSTEE | | | |
| DAVID L. POTTS<br>2020 42TH AVE E., SEATTLE, WA 98112 | TRUSTEE | | | |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| NONE | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 ▶ NONE

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | NONE |

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

## Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

**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 | 508,425. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 508,425. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 508,425. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 7,626. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 500,799. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 25,040. |

**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 | 25,040. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 663. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 663. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 24,377. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 24,377. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 24,377. |

**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 | 24,047. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 24,047. |
| 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 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 24,047. |

**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 | | | | 24,377. |
| 2 | Undistributed income, if any, as of the end of 2012: | | | | |
| a | Enter amount for 2011 only | | | NONE | |
| b | Total for prior years: 20____, 20____, 20____ | | NONE | | |
| 3 | Excess distributions carryover, if any, to 2012: | | | | |
| a | From 2007 ... 1,295. | | | | |
| b | From 2008 ... 14,633. | | | | |
| c | From 2009 ... 7,982. | | | | |
| d | From 2010 ... 6,269. | | | | |
| e | From 2011 ... 5,865. | | | | |
| f | **Total** of lines 3a through e | 36,044. | | | |
| 4 | Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 24,047. | | | | |
| a | Applied to 2011, but not more than line 2a | | | NONE | |
| b | Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c | Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d | Applied to 2012 distributable amount | | | | 24,047. |
| e | Remaining amount distributed out of corpus | NONE | | | |
| 5 | Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 330. | | | 330. |
| 6 | **Enter the net total of each column as indicated below:** | | | | |
| a | Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 35,714. | | | |
| b | Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| c | Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | NONE | | |
| d | Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e | Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f | Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 | Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 965. | | | |
| 9 | **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 34,749. | | | |
| 10 | Analysis of line 9: | | | | |
| a | Excess from 2008 ... 14,633. | | | | |
| b | Excess from 2009 ... 7,982. | | | | |
| c | Excess from 2010 ... 6,269. | | | | |
| d | Excess from 2011 ... 5,865. | | | | |
| e | Excess from 2012 ... | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

**Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE STATEMENT 14 | | | | 21,047. |
| **Total** . . . . . . ▶ **3a** | | | | 21,047. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . ▶ **3b** | | | | |

## 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) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 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 | 16,137. | |
| 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 | 22,455. | |
| 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) | | | | 38,592. | |

**13 Total.** Add line 12, columns (b), (d), and (e) . . . 13 38,592.

(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 |
|---|---|---|---|
| | | | |

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

Robert H. Potts Trustee 5-16-13

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: YUZKU GU | Preparer's signature | Date: 05/13/2013 | Check ☐ if self-employed | PTIN |
| Firm's name ▶ THE NORTHERN TRUST COMPANY | | | Firm's EIN ▶ | |
| Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680 | | | Phone no 312-630-6000 | |

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

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| DIVIDENDS AND INTEREST | | 15,228. | 15,228. |
| RETURN OF CAPITAL | | 909. | |
| | TOTAL | 16,137. | 15,228. |

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE | 2,000. | 1,000. | | 1,000. |
| TOTALS | 2,000. | 1,000. | NONE | 1,000. |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| NORTHERN INVESTMENT ADVISORY F | 3,280. | 3,280. |
| TOTALS | 3,280. | 3,280. |

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| PRIOR YEAR TAX | 72. | |
| ESTIMATED TAX | 324. | |
| FOREIGN TAX | 236. | 236. |
| TOTALS | 632. | 236. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
| --- | --- | --- |
| CLASS ACTION CHARGE | 12. | 12. |
| TOTALS | 12. | 12. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHMENTS | | 290,043. | 373,070. |
| | TOTALS | 290,043. | 373,070. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHMENTS | | 92,899. | 99,163. |
| | TOTALS | 92,899. | 99,163. |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHMENTS | C | 30,513. | 31,854. |
| TOTALS | | 30,513. | 31,854. |

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

ROBERT H. POTTS
HALSEY L. POTTS

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

RECIPIENT NAME:
STANFORD GRADUATE SCHOOL OF BUSINES
OF BUSINESS
ADDRESS:
.
STANFORD, CA
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 1,976.

RECIPIENT NAME:
SQUAM LAKE NATURAL
SCIENCE CENTER
ADDRESS:
.
HOLDERNESS, NH
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 500.

RECIPIENT NAME:
PRINCETON WRESTLING
ENDOWMENT
ADDRESS:
.
PRINCETON, NJ 08544
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 1,000.

RECIPIENT NAME:
SPECTRUM DANCE THEATRE
ADDRESS:
800 LAKE WASHINGTON BLVD
SEATTLE, WA 98122
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .......................................... 500.

RECIPIENT NAME:
TIGER INN CAPITAL FUND
ADDRESS:
.
PRINCETON, NJ
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .......................................... 1,071.

RECIPIENT NAME:
EPHIPHANY SCHOOL
ADDRESS:
.
SAYRE, PA
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .......................................... 1,000.

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

RECIPIENT NAME:
CRYSTAL MOUNTAIN ALPINE
CLUB
ADDRESS:
.
WESTCLIFFE, CO
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 500.

RECIPIENT NAME:
THE HAVERFORD SCHOOL
ADDRESS:
.
HAVERFORD, PA
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 5,000.

RECIPIENT NAME:
THE NEIL BUCKLEY SCHOLARSHIP
FUND
ADDRESS:
.
PLATTSBURGH, NY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 1,000.

RECIPIENT NAME:
SHIPLEY SCHOOL
ADDRESS:
.
BRYN MAWR, PA
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .......................................... 6,000.

RECIPIENT NAME:
SQUAM LAKE CONSERVATION
SOCIETY
ADDRESS:
.
HOLDERNESS, NH
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .......................................... 500.

RECIPIENT NAME:
SQUAM LAKE ASSOCIATION
ADDRESS:
.
HOLDERNESS, NH
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .......................................... 500.

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

RECIPIENT NAME:
SUMMIT COUNTY FOUNDATION
ADDRESS:
.
BRECKENRIDGE, CO
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 1,000.

RECIPIENT NAME:
CHILD ADVOCACY CENTER OF CARROLL
CARROLL COUNTY
ADDRESS:
.
Ossipee, NH
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ........................................... 500.

TOTAL GRANTS PAID: 21,047.

**SCHEDULE D (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

**2012**

Name of estate or trust: POTTS FAMILY FOUNDATION 23-40052

Employer identification number: 65-6238435

**Note:** *Form 5227 filers need to complete only Parts I and II.*

**Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| | (a) Description of property (Example: 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 1a | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | NONE |
| 2 | Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 | Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 | Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 | **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶ | 5 | NONE |

**Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 6a | LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 1,086. |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 21,368. |
| 7 | Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 | Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 | Capital gain distributions | 9 | 1. |
| 10 | Gain from Form 4797, Part I | 10 | |
| 11 | Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 | **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | 22,455. |

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

**Part III Summary of Parts I and II**
**Caution:** *Read the instructions* ***before*** *completing this part.*

| | | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | NONE |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | 22,455. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | | 1. |
| c | 28% rate gain | 14c | | | 766. |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 22,455. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

**Part IV Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

**Note:** *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
**Caution:** *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

| | | | |
|---|---|---|---|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | |
| 18 | Enter the **smaller** of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | |
| 20 | Add lines 18 and 19 | 20 | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ | 21 | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | |
| 24 | Enter the **smaller** of the amount on line 17 or $2,400 | 24 | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23 | 25 | |
| 26 | Subtract line 25 from line 24 | 26 | |
| 27 | Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 | 27 | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 | Subtract line 28 from line 27 | 29 | |
| 30 | Multiply line 29 by 15% (.15) | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | |
| 32 | Add lines 30 and 31 | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | |
| 34 | **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | |

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: POTTS FAMILY FOUNDATION 23-40052

Employer identification number: 65-6238435

**Part I** Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co.) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a 17.64 MFB NORTHN MID CAP I | 12/19/2012 | 12/31/2012 | 233.00 | 233.00 | |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . NONE

| Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number |
|---|---|
| POTTS FAMILY FOUNDATION 23-40052 | 65-6238435 |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example: 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a 100. ABBOTT LABORATORIES | 09/24/2009 | 12/31/2012 | 6,449.00 | 4,691.00 | 1,758.00 |
| 125. MFC ISHARES TR BARCLA FD PROTECTED SECS FD | 11/03/2009 | 08/31/2012 | 15,105.00 | 12,992.00 | 2,113.00 |
| 250. JUNIPER NETWORKS INC | 12/28/2011 | 12/31/2012 | 4,840.00 | 5,130.00 | -290.00 |
| 776.7 MFB NORTHN MID CAP I | 08/11/2010 | 12/31/2012 | 10,253.00 | 7,635.00 | 2,618.00 |
| 2032.14 MFB NORTHERN FDS G ESTATE INDEX FD | 09/24/2009 | 12/31/2012 | 18,757.00 | 13,963.00 | 4,794.00 |
| 2989.36 MFB NORTHN FUNDS E EQTY EQTY INDEX FD | 11/03/2009 | 12/31/2012 | 35,484.00 | 23,517.00 | 11,967.00 |
| 100. ADR NOVARTIS AG SPONS ISIN #US66987V1098 | 03/07/2011 | 12/31/2012 | 6,303.00 | 5,629.00 | 674.00 |
| 36.2077 PIMCO COMMODITY RE STRATEGY FUND | 09/25/2009 | 12/31/2012 | 240.00 | 268.00 | -28.00 * |
| 1040.3023 PIMCO COMMODITY STRATEGY FUND | 12/07/2011 | 12/31/2012 | 6,908.00 | 9,940.00 | -3,032.00 |
| 50. MFC SPDR GOLD TR GOLD | 03/07/2011 | 03/25/2013 | 7,762.00 | 6,996.00 | 766.00 |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . 21,368.00

* INDICATES WASH SALE

# Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **Australia - USD** | | | | | | | |
| ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108<br>BHP | | | | | | | |
| 50 000 | 68 43 | 0 00 | 3,421 50 | 3 245 50 | 176 00 | 0 00 | 176 00 |
| Total USD | | 0 00 | 3,421 50 | 3,245 50 | 176 00 | 0 00 | 176 00 |
| Total Australia | | 0 00 | 3,421 50 | 3,245 50 | 176 00 | 0 00 | 176 00 |
| **Canada - USD** | | | | | | | |
| SUNCOR ENERGY INC NEW COM STK CUSIP 867224107 | | | | | | | |
| 150 000 | 30 01 | 0 00 | 4,501 50 | 2,456 93 | 2,044 57 | 0 00 | 2,044 57 |
| Total USD | | 0 00 | 4,501 50 | 2,456 93 | 2,044 57 | 0 00 | 2,044 57 |
| Total Canada | | 0 00 | 4,501 50 | 2,456 93 | 2,044 57 | 0 00 | 2,044 57 |
| **United States - USD** | | | | | | | |
| ALTERA CORP COM CUSIP 021441100 | | | | | | | |
| 100 000 | 35 47 | 0 00 | 3,547 00 | 2,040 95 | 1,506 05 | 0 00 | 1,506 05 |
| APACHE CORP COM CUSIP 037411105 | | | | | | | |
| 50 000 | 77 16 | 0 00 | 3,858 00 | 1,324 24 | 2,533 76 | 0 00 | 2,533 76 |
| APPLE INC COM STK CUSIP 037833100 | | | | | | | |
| 15 000 | 442 63 | 0 00 | 6,639 45 | 2,904 75 | 3,734 70 | 0 00 | 3 734 70 |
| COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105 | | | | | | | |
| 50 000 | 106 11 | 0 00 | 5,305 50 | 1,807 00 | 3,498 50 | 0 00 | 3,498 50 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113 | | | | | | | |
| 100 000 | 67 84 | 0 00 | 6,784 00 | 4,050 00 | 2,734 00 | 0 00 | 2 734 00 |
| DOMINION RES INC VA NEW COM CUSIP 25746U109 | | | | | | | |
| 100 000 | 58 18 | 0 00 | 5,818 00 | 4,560 50 | 1,257 50 | 0 00 | 1,257 50 |
| EMERSON ELECTRIC CO COM CUSIP 291011104 | | | | | | | |
| 100 000 | 55 87 | 0 00 | 5,587 00 | 3,818 00 | 1,769 00 | 0 00 | 1,769 00 |
| EXXON MOBIL CORP COM CUSIP 30231G102 | | | | | | | |
| 50 000 | 90 11 | 0 00 | 4,505 50 | 3,101 00 | 1,404 50 | 0 00 | 1,404 50 |
| FEDEX CORP COM CUSIP 31428X106 | | | | | | | |
| 40 000 | 98 20 | 5 60 | 3,928 00 | 3,436 00 | 492 00 | 0 00 | 492 00 |
| GENERAL ELECTRIC CO CUSIP 369604103 | | | | | | | |
| 200 000 | 23 12 | 38 00 | 4,624 00 | 3,382 00 | 1,242 00 | 0 00 | 1,242 00 |
| GOOGLE INC CL A CL A CUSIP 38259P508 | | | | | | | |
| 10 000 | 794 03 | 0 00 | 7,940 30 | 5,472 90 | 2,467 40 | 0 00 | 2 467 40 |
| INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 | | | | | | | |
| 25 000 | 213 30 | 0 00 | 5,332 50 | 2,539 25 | 2,793 25 | 0 00 | 2,793 25 |
| JOHNSON & JOHNSON COM USD1 CUSIP 478160104 | | | | | | | |
| 100 000 | 81 53 | 0 00 | 8,153 00 | 6,079 00 | 2,074 00 | 0 00 | 2,074 00 |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| JOHNSON CTL INC COM CUSIP 478366107 | | | | | | | |
| 100 000 | 35 07 | 19 00 | 3,507 00 | 2,995 86 | 511 14 | 0 00 | 511 14 |
| LOWES COS INC COM CUSIP 548661107 | | | | | | | |
| 100 000 | 37 92 | 0 00 | 3,792 00 | 1,588 00 | 2,204 00 | 0 00 | 2,204 00 |
| MICROCHIP TECHNOLOGY INC COM CUSIP 595017104 | | | | | | | |
| 150 000 | 36 76 | 0 00 | 5 514 00 | 4,906 24 | 607 76 | 0 00 | 607 76 |
| MICROSOFT CORP COM CUSIP 594918104 | | | | | | | |
| 200 000 | 28 61 | 0 00 | 5,722 00 | 5,672 00 | 50 00 | 0 00 | 50 00 |
| MOSAIC CO/THE CUSIP 61945C103 | | | | | | | |
| 50 000 | 59 61 | 0 00 | 2,980 50 | 2,336 50 | 644 00 | 0 00 | 644 00 |
| PAYCHEX INC COM CUSIP 704326107 | | | | | | | |
| 100 000 | 35 07 | 0 00 | 3,507 00 | 3,356 47 | 150 53 | 0 00 | 150 53 |
| PEPSICO INC COM CUSIP 713448108 | | | | | | | |
| 100 000 | 79 11 | 0 00 | 7,911 00 | 4,538 00 | 3,373 00 | 0 00 | 3,373 00 |
| PROCTER & GAMBLE COM NPV CUSIP 742718109 | | | | | | | |
| 100 000 | 77 06 | 0 00 | 7,706 00 | 6 530 51 | 1,175 49 | 0 00 | 1,175 49 |
| SPECTRA ENERGY CORP COM STK CUSIP 847560109 | | | | | | | |
| 250 000 | 30 75 | 0 00 | 7,687 50 | 6,796 42 | 891 08 | 0 00 | 891 08 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| ST JUDE MED INC COM CUSIP 790849103 | | | | | | | |
| 150 000 | 40 44 | 37 50 | 6,066 00 | 5,338 50 | 727 50 | 0 00 | 727 50 |
| TARGET CORP COM STK CUSIP 87612E106 | | | | | | | |
| 75 000 | 68 45 | 0 00 | 5,133 75 | 2,867 25 | 2,266 50 | 0 00 | 2,266 50 |
| UNITED TECHNOLOGIES CORP COM CUSIP 913017109 | | | | | | | |
| 50 000 | 93 43 | 0 00 | 4,671 50 | 3,121 50 | 1,550 00 | 0 00 | 1,550 00 |
| US BANCORP CUSIP 902973304<br>USB | | | | | | | |
| 200 000 | 33 93 | 39 00 | 6,786 00 | 6,567 20 | 218 80 | 0 00 | 218 80 |
| VERIZON COMMUNICATIONS COM CUSIP 92343V104<br>VZ | | | | | | | |
| 100 000 | 49 15 | 0 00 | 4,915 00 | 3,303 98 | 1,611 02 | 0 00 | 1,611 02 |
| WALT DISNEY CO CUSIP 254687106 | | | | | | | |
| 150 000 | 56 80 | 0 00 | 8,520 00 | 4 193 98 | 4,326 02 | 0 00 | 4,326 02 |
| Total USD | | 139 10 | 156,441 50 | 108,628 00 | 47,813 50 | 0 00 | 47,813 50 |
| Total United States | | 139 10 | 156,441 50 | 108,628 00 | 47,813 50 | 0 00 | 47,813 50 |
| **Total Common Stock**<br>**3,015.000** | | **139.10** | **164,364.50** | **114,330 43** | **50,034.07** | **0.00** | **50,034.07** |

**Preferred stock**

**United States - USD**

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Preferred stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| WELLS FARGO & CO NEW DEP SHS SER J CUSIP 949746879 | | | | | | | |
| 400 000 | 29 93 | 0 00 | 11,972 00 | 6,814 80 | 5,157 20 | 0 00 | 5,157 20 |
| Total USD | | 0 00 | 11,972 00 | 6,814 80 | 5,157 20 | 0 00 | 5,157 20 |
| Total United States | | 0 00 | 11,972 00 | 6,814 80 | 5,157 20 | 0 00 | 5,157 20 |
| **Total Preferred Stock**<br>**400.000** | | **0.00** | **11,972.00** | **6,814.80** | **5,157.20** | **0.00** | **5,157.20** |
| **Equity funds** | | | | | | | |
| **Emerging Markets Region - USD** | | | | | | | |
| MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858 | | | | | | | |
| 800 000 | 42 89 | 0 00 | 34,312 00 | 35,368 00 | -1,056 00 | 0 00 | -1,056 00 |
| MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421 | | | | | | | |
| 1,488 540 | 20 21 | 0 00 | 30,083 39 | 28,679 00 | 1,404 39 | 0 00 | 1,404 39 |
| Total USD | | 0 00 | 64,395 39 | 64,047 00 | 348 39 | 0 00 | 348 39 |
| Total Emerging Markets Region | | 0 00 | 64,395 39 | 64,047 00 | 348 39 | 0 00 | 348 39 |
| **International Region - USD** | | | | | | | |
| MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209 | | | | | | | |
| 1,552 130 | 10 79 | 0 00 | 16,747 48 | 12,199 77 | 4,547 71 | 0 00 | 4,547 71 |
| MFC SPDR INDEX SHS FDS DOW JONES INTL REAL ESTATE ETF CUSIP 78463X863 | | | | | | | |
| 400 000 | 43 01 | 0 00 | 17,204 00 | 14,734 00 | 2,470 00 | 0 00 | 2,470 00 |

# Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Equity funds** | | | | | | | |
| **International Region - USD** | | | | | | | |
| MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF CUSIP 922042775 | | | | | | | |
| 700 000 | 46 36 | 0 00 | 32,452 00 | 27,300 00 | 5,152 00 | 0 00 | 5,152 00 |
| Total USD | | 0 00 | 66,403 48 | 54,233 77 | 12,169 71 | 0 00 | 12,169 71 |
| Total International Region | | 0 00 | 66,403 48 | 54,233 77 | 12,169 71 | 0 00 | 12,169 71 |
| **United States - USD** | | | | | | | |
| MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 665162723 | | | | | | | |
| 2,005 700 | 10 41 | 0 00 | 20,879 33 | 13,251 59 | 7,627 74 | 0 00 | 7,627 74 |
| MFC ALPS ETF TR ALERIAN MLP ETF CUSIP 00162Q866 | | | | | | | |
| 1,000 000 | 17 72 | 0 00 | 17,720 00 | 14,771 96 | 2,948 04 | 0 00 | 2,948 04 |
| SPDR DOW JONES REIT ETF CUSIP 78464A607 | | | | | | | |
| 250 000 | 77 63 | 0 00 | 19,407 50 | 17,304 50 | 2,103 00 | 0 00 | 2,103 00 |
| Total USD | | 0 00 | 58,006 83 | 45,328 05 | 12,678 78 | 0 00 | 12,678 78 |
| Total United States | | 0 00 | 58,006 83 | 45,328 05 | 12,678 78 | 0 00 | 12,678 78 |
| **Total Equity Funds**<br>**8,196.370** | | **0.00** | **188,805.70** | **163,608.82** | **25,196 88** | **0.00** | **25,196.88** |
| **Other equity** | | | | | | | |
| **United States - USD** | | | | | | | |
| SIMON PROPERTY GROUP INC COM CUSIP 828806109 | | | | | | | |
| 50 000 | 158 56 | 0 00 | 7,928 00 | 5,289 25 | 2,638 75 | 0 00 | 2,638 75 |
| Total USD | | 0 00 | 7,928 00 | 5,289 25 | 2,638 75 | 0 00 | 2,638 75 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Other equity** | | | | | | | |
| Total United States | | 0 00 | 7,928 00 | 5,289 25 | 2,638 75 | 0 00 | 2,638 75 |
| **Total Other Equity** | | | | | | | |
| **50 000** | | **0.00** | **7,928.00** | **5,289 25** | **2,638.75** | **0.00** | **2,638.75** |
| **Total Equity Securities** | | | | | | | |
| **11,661.370** | | **139.10** | **373,070.20** | **290,043 30** | **83,026.90** | **0 00** | **83,026.90** |
| ***Fixed Income Securities*** | | | | | | | |
| **Corporate/government** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFB NORTHERN FUNDS BD INDEX FD CUSIP 665162533 | | | | | | | |
| 1,529 870 | 10 87 | 0 00 | 16,629 68 | 15,325 30 | 1,304 38 | 0 00 | 1,304 38 |
| Issue Date 25 Aug 08 | | | | | | | |
| MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841 | | | | | | | |
| 5,800 000 | 9 71 | 0 00 | 56,318 00 | 52,026 00 | 4,292 00 | 0 00 | 4,292 00 |
| Issue Date 29 Aug 08 | | | | | | | |
| Total USD | | 0 00 | 72,947 68 | 67,351 30 | 5,596 38 | 0 00 | 5,596 38 |
| Total United States | | 0 00 | 72,947 68 | 67,351 30 | 5,596 38 | 0 00 | 5,596 38 |
| **Total Corporate/Government** | | | | | | | |
| **7,329.870** | | **0 00** | **72,947 68** | **67,351.30** | **5,596.38** | **0.00** | **5,596.38** |
| **Other bonds** | | | | | | | |
| **United States - USD** | | | | | | | |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income Securities*** | | | | | | | |
| **Other bonds** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605 | | | | | | | |
| 200 000 | 26 35 | 0 00 | 5,270 00 | 5,258 00 | 12 00 | 0 00 | 12 00 |
| Issue Date 07 Dec 12 | | | | | | | |
| MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506 | | | | | | | |
| 200 000 | 25 57 | 0 00 | 5,114 00 | 5,114 00 | 0 00 | 0 00 | 0 00 |
| Issue Date 07 Dec 12 | | | | | | | |
| MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD CUSIP 464288646 | | | | | | | |
| 150 000 | 105 54 | 0 00 | 15,831 00 | 15,175 50 | 655 50 | 0 00 | 655 50 |
| Issue Date 05 Dec 08 | | | | | | | |
| Total USD | | 0 00 | 26,215 00 | 25,547 50 | 667 50 | 0 00 | 667 50 |
| Total United States | | 0 00 | 26,215 00 | 25,547 50 | 667 50 | 0 00 | 667 50 |
| **Total Other Bonds**<br>**550.000** | | **0 00** | **26,215 00** | **25,547.50** | **667.50** | **0.00** | **667.50** |
| **Total Fixed Income Securities**<br>**7,879.870** | | **0.00** | **99,162.68** | **92,898.80** | **6,263.88** | **0.00** | **6,263.88** |
| ***Commodities*** | | | | | | | |
| **Commodities** | | | | | | | |
| **Global Region - USD** | | | | | | | |
| MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107 | | | | | | | |
| 100 000 | 154 45 | 0 00 | 15,445 00 | 13 992 40 | 1,452 60 | 0 00 | 1,452 60 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Commodities*** | | | | | | | |
| **Commodities** | | | | | | | |
| **Global Region - USD** | | | | | | | |
| Total USD | | 0 00 | 15,445 00 | 13,992 40 | 1,452 60 | 0 00 | 1,452 60 |
| Total Global Region | | 0 00 | 15,445 00 | 13,992 40 | 1,452 60 | 0 00 | 1,452 60 |
| **United States - USD** | | | | | | | |
| MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667 | | | | | | | |
| 2,497 640 | 6 57 | 0 00 | 16,409 49 | 16,520 96 | -111 47 | 0 00 | -111 47 |
| Total USD | | 0 00 | 16,409 49 | 16,520 96 | -111 47 | 0 00 | -111 47 |
| Total United States | | 0 00 | 16,409 49 | 16,520 96 | -111 47 | 0 00 | -111 47 |
| **Total Commodities**<br>**2,597 640** | | **0.00** | **31,854 49** | **30,513 36** | **1,341.13** | **0.00** | **1,341.13** |
| **Total Commodities**<br>**2,597.640** | | **0.00** | **31,854.49** | **30,513.36** | **1,341.13** | **0.00** | **1,341.13** |
| ***Cash and Short Term Investments*** | | | | | | | |
| **Short term** | | | | | | | |
| USD - United States dollar | | | | | | | |
| | 1 00 | 0 31 | 21,752 08 | 21,752 08 | 0 00 | 0 00 | 0 00 |
| Total short term - all currencies | | 0 31 | 21,752 08 | 21,752 08 | 0 00 | 0 00 | 0 00 |
| Total short term - all countries | | 0 31 | 21,752 08 | 21,752 08 | 0 00 | 0 00 | 0 00 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Cash and Short Term Investments*** | | | | | | | |
| **Total Short Term** | | | | | | | |
| 21,752.080 | | 0.31 | 21,752.08 | 21,752.08 | 0.00 | 0.00 | 0 00 |
| **Total Cash and Short Term Investments** | | | | | | | |
| 21,752.080 | | 0 31 | 21,752.08 | 21,752.08 | 0 00 | 0.00 | 0.00 |
| **Total** | | | | | | | |
| 43,890.960 | | 139 41 | 525,839.45 | 435,207.54 | 90,631.91 | 0.00 | 90,631.91 |