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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2015 or tax year beginning 04/01, 2015, and ending 03/31, 2016

Name of foundation: POTT FOUNDATION MAIN IUA. Employer identification number: 35-6290997. Telephone number: 513-534-5310. City: CINCINNATI, OH 45263-0858.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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.		
	2	Savings and temporary cash investments	171,141.	224,904.	224,904.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	2,796,902.	2,763,688.	3,995,332.
	c	Investments - corporate bonds (attach schedule)	1,133,564.	1,003,597.	1,009,691.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
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)	4,101,609.	3,992,189.	5,229,927.	
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 ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,101,609.	3,992,189.	
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)	4,101,609.	3,992,189.		
31	Total liabilities and net assets/fund balances (see instructions)	4,101,609.	3,992,189.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,101,609.
2	Enter amount from Part I, line 27a	2	-114,996.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	5,576.
4	Add lines 1, 2, and 3	4	3,992,189.
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	3,992,189.

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 1,042,596.		920,389.	122,207.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV 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			122,207.			
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	122,207.	
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))
2014	243,372.	5,416,989.	0.044928
2013	243,372.	5,149,529.	0.047261
2012	232,754.	4,797,326.	0.048517
2011	244,908.	4,737,864.	0.051692
2010	232,809.	4,642,091.	0.050152

2 Total of line 1, column (d)	2	0.242550
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	0.048510
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,192,314.
5 Multiply line 4 by line 3	5	251,879.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,674.
7 Add lines 5 and 6	7	253,553.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	284,244.

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

Table with 11 rows for excise tax calculations. Includes sub-rows for credits and payments (6a-6d). Total tax due is 1,676, with 1,676 refunded, resulting in 0 net tax.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political influence, expenditures, and reporting. Most 'No' boxes are checked (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes No X
14 The books are in care of FIFTH THIRD BANK Telephone no (812) 456-3215 Located at P.O. BOX 719, EVANSVILLE, IN ZIP+4 47705
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? Yes No X If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2015 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 2015) 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 2015? 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 4945(d)(4)(A)? (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? Yes No **6b** 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? Yes No **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
FIFTH THIRD BANK PO BOX 719, EVANSVILLE, IN 47705	TRUSTEE 1	-0-	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

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	5,101,416.
b	Average of monthly cash balances	1b	169,969.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,271,385.
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	5,271,385.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,192,314.
6	Minimum investment return. Enter 5% of line 5	6	259,616.

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	259,616.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,674.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,674.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	257,942.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	257,942.
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	257,942.

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	284,244.
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	284,244.
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	1,674.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	282,570.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				257,942.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010				NONE
b From 2011				5,939.
c From 2012				NONE
d From 2013				NONE
e From 2014				NONE
f Total of lines 3a through e	5,939.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 284,244.				
a Applied to 2014, 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 2015 distributable amount.				257,942.
e Remaining amount distributed out of corpus.	26,302.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,241.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE		
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		NONE		
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	32,241.			
10 Analysis of line 9				
a Excess from 2011	5,939.			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	26,302.			

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 2015, 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)

Table with 5 columns: Tax year (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: a) Assets, b) Endowment, c) Support, d) Gross investment income).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: SEE STATEMENT 9

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

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SIGNATURE SCHOOL FOUNDATION 610 MAIN STREET EVANSVILLE IN 47708	NONE	PC	SCHOLARSHIP AWARD	40,000.
UNIVERSITY OF SOUTHERN INDIANA 8600 UNIVERSITY BLVD EVANSVILLE IN 47712-860	NONE	PC	SCHOLARSHIP AWARD	96,718.
IVY TECH FOUNDATION 3501 FIRST AVENUE EVANSVILLE IN 47710	NONE	PC	SCHOLARSHIP AWARD	34,407.
UNIVERSITY OF EVANSVILLE 1 SOUTH FREDERICK STREET EVANSVILLE IN 47714	NONE	PC	SCHOLARSHIP AWARD	112,619.
Total				3a 283,744.
b Approved for future payment				
Total				3b

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	30,473.	30,473.
TOTAL	30,473.	30,473.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	167.	167.
FOREIGN DIVIDENDS	6,115.	6,115.
NONDIVIDEND DISTRIBUTIONS	3,946.	
DOMESTIC DIVIDENDS	56,746.	56,746.
FOREIGN INTEREST	3,338.	3,338.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	197.	197.
NONQUALIFIED FOREIGN DIVIDENDS	1,290.	1,290.
NONQUALIFIED DOMESTIC DIVIDENDS	20,118.	20,118.
	-----	-----
TOTAL	91,917.	87,971.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	3,847.
TOTALS	----- 3,847. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC)	1,000.	500.		500.
TOTALS	1,000.	500.	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	22,995.	22,995.
TOTALS	22,995.	22,995.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	65.	65.
EXCISE TAX ESTIMATE	5,924.	
FOREIGN TAXES ON QUALIFIED FOR	298.	298.
FOREIGN TAXES ON NONQUALIFIED	99.	99.
TOTALS	6,386.	462.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-INCOME	8. 24,653.	8. 24,653.
BANK SERVICE FEES	24,654.	24,654.
BANK SERVICE FEES		
TOTALS	49,315.	49,315.

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

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	8.
MEDTRONIC TAX LOT CORRECTION ADJ.	5,568.

TOTAL	5,576.
	=====

=====

RECIPIENT NAME:

FIFTH THIRD BANK, TRUST & INV MGMT

ADDRESS:

PO BOX 719

EVANSVILLE, IN 47705

RECIPIENT'S PHONE NUMBER: 812-456-3215

FORM, INFORMATION AND MATERIALS:

FORMAL APPLICATION FORMS ARE NOT REQUIRED
SUBMISSION DEADLINES:

APRIL 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
1.6700		CASH	\$1.000	\$1.67	0.0%	\$1.67				
224,902.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.000	\$224,902.00	4.3%	\$224,902.00		\$227.15	0.1%	
Cash & Equivalents - Total							\$224,903.67	\$224,903.67	\$227.15	0.1%

Fixed Income

10,000.0000		AT&T INC 02/01/08 5.500 02/01/18 CUSIP - 00206RAJ1	\$107.138	\$10,713.80	0.2%	\$10,106.00	\$607.80	\$550.00	5.1%
25,000.0000		AT&T INC 02/03/09 5.800 02/15/19 CUSIP - 00206RAR3	\$111.351	\$27,837.75	0.5%	\$26,996.70	\$841.05	\$1,450.00	5.2%
19,000.0000		ABBOTT LABS 03/03/09 5.125 04/01/19 CUSIP - 002824AU4	\$109.927	\$20,886.13	0.4%	\$20,328.33	\$557.80	\$973.75	4.7%
15,000.0000		BLACKROCK INC SR NOTE 05/24/11 4.250 05/24/21 CUSIP - 09247XAH4	\$110.664	\$16,599.60	0.3%	\$16,398.75	\$200.85	\$637.50	3.8%
25,000.0000		BLACKROCK INC 03/18/14 3.500 03/18/24 CUSIP - 09247XAL5	\$105.996	\$26,499.00	0.5%	\$25,670.50	\$828.50	\$875.00	3.3%
15,000.0000		BOTTLING GROUP LLC 01/20/09 5.125 01/15/19 CUSIP - 10138MAK1	\$110.558	\$16,583.70	0.3%	\$16,847.10	\$(263.40)	\$768.75	4.6%
25,000.0000		JOHN DEERE CAPITAL CORP 04/13/07 5.500 04/13/17 CUSIP - 24422EQF9	\$104.720	\$26,180.00	0.5%	\$25,699.50	\$480.50	\$1,375.00	5.3%
25,000 0000		DEERE JOHN CAP CORP 04/03/08 5.350 04/03/18 CUSIP - 24422EQR3	\$108.002	\$27,000.50	0.5%	\$25,160.00	\$1,840.50	\$1,337.50	5.0%

PORTFOLIO POSITIONS (continued)										
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	Est. Yield
Fixed Income (continued)										
4,396.0000	DODIX	DODGE & COX INCOME FD CUSIP - 256210105	\$13.470	\$59,214.12	1.1%	\$61,143.36	\$(1,929.24)	\$1,859.51	3.1%	3.1%
10,582.3860	DBLTX	DOUBLELINE TOTAL RETURN BOND I CUSIP - 258620103	\$10.870	\$115,030.53	2.2%	\$116,865.41	\$(1,834.88)	\$4,624.51	4.0%	4.0%
15,000.0000		EBAY INC 10/28/10 3.250 10/15/20 CUSIP - 278642AC7	\$102.918	\$15,437.70	0.3%	\$15,526.03	\$(88.33)	\$487.50	3.2%	3.2%
50,000.0000		EBAY INC 07/24/12 2.600 07/15/22 CUSIP - 278642AE3	\$96.120	\$48,060.00	0.9%	\$50,297.90	\$(2,237.90)	\$1,300.00	2.7%	2.7%
25,000.0000		FANNIE MAE 01/12/07 5.000 02/13/17 CUSIP - 31359M4D2	\$103.749	\$25,937.25	0.5%	\$24,952.50	\$984.75	\$1,250.00	4.8%	4.8%
15,000.0000		GENERAL ELECTRIC CO 12/06/07 5.250 12/06/17 CUSIP - 369604BC6	\$107.163	\$16,074.45	0.3%	\$17,216.40	\$(1,141.95)	\$787.50	4.9%	4.9%
673.3990	HWHIX	HOTCHKIS & WILEY HIGH YIELD I CUSIP - 44134R735	\$111.060	\$7,447.79	0.1%	\$7,414.93	\$32.86	\$512.46	6.9%	6.9%
100.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	\$114.640	\$11,464.00	0.2%	\$11,036.90	\$427.10	\$36.90	0.3%	0.3%
25,000.0000		MEDTRONIC IN SR NOTE 03/19/12 3.125 03/15/22 CUSIP - 585055AX4	\$105.551	\$26,387.75	0.5%	\$25,250.75	\$1,137.00	\$781.25	3.0%	3.0%
50,000.0000		MEDTRONIC INC 02/27/14 3.625 03/15/24 CUSIP - 585055BC9	\$107.374	\$53,687.00	1.0%	\$51,583.75	\$2,103.25	\$1,812.50	3.4%	3.4%
50,000.0000		OCCIDENTAL PETE CORP SR NT 06/22/12 2.700 02/15/23 CUSIP - 674599CE3	\$98.721	\$49,360.50	0.9%	\$47,989.40	\$1,371.10	\$1,350.00	2.7%	2.7%



POTT FOUNDATION CONSOLIDATED

03/01/2016 - 03/31/2016

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
25,000.0000		ORACLE CORP 07/16/13 3.625 07/15/23 CUSIP - 68389XAS4	\$108.316	\$27,079.00	0.5%	\$26,600.00	\$479.00	\$906.25	3.3%
25,000.0000		PHILIP MORRIS INTL INC 05/16/11 4.125 05/17/21 CUSIP - 718172AK5	\$111.016	\$27,754.00	0.5%	\$28,260.14	\$(506.14)	\$1,031.25	3.7%
4,804.9100	PPSIX	PRINCIPAL PREFERRED SECURITIES INST CUSIP - 74253Q416	\$9.970	\$47,904.95	0.9%	\$50,200.13	\$(2,295.18)	\$2,522.58	5.3%
75,000.0000		TOTAL CAPITAL GTD 06/24/10 4.450 06/24/20 CUSIP - 89152UAD4	\$109.900	\$82,425.00	1.6%	\$76,466.75	\$5,958.25	\$3,337.50	4.0%
6,005.5460	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	\$7.950	\$47,744.09	0.9%	\$53,812.22	\$(6,068.13)	\$2,744.54	5.7%
2,697.7520	TSYYX	TOUCHSTONE ULTRA SHOR DJUR FIX IN CLASS Y CUSIP - 89155T664	\$9.300	\$25,089.09	0.5%	\$25,107.04	\$(17.95)	\$385.78	1.5%
25,000.0000		UNITED PARCEL SERVICE INC 01/15/08 5.500 01/15/18 CUSIP - 911312AH9	\$108.038	\$27,009.50	0.5%	\$27,944.12	\$(934.62)	\$1,375.00	5.1%
25,000.0000		TSY INFL IX N/B 01/31/11 1.125 01/15/21 CUSIP - 912828PP9	\$115.824	\$28,956.25	0.6%	\$25,355.61	\$3,600.64	\$281.25	1.0%
25,000.0000		WAL-MART STORES 04/05/07 5.375 04/05/17 CUSIP - 931142CG6	\$104.568	\$26,142.00	0.5%	\$25,959.75	\$182.25	\$1,343.75	5.1%
25,000.0000		WAL-MART STORES 08/24/07 5.800 02/15/18 CUSIP - 931142CJ0	\$109.121	\$27,280.25	0.5%	\$26,489.50	\$790.75	\$1,450.00	5.3%
15,000.0000		WELLS FARGO & CO MTN	\$106.602	\$15,990.30	0.3%	\$15,716.55	\$273.75	\$525.00	3.3%



POTT FOUNDATION CONSOLIDATED

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

Fixed Income									
		03/08/12 3.500 03/08/22							
		CUSIP - 949748FC9							
25,000.0000		WELLS FARGO & CO NEW MTN	\$103.662	\$25,915.50	0.5%	\$25,201.00	\$714.50	\$750.00	2.9%
		01/24/14 3.000 01/22/21							
		CUSIP - 949748FR6							
		Fixed Income - Total		\$1,009,691.50	19.3%	\$1,003,597.02	\$6,094.48	\$39,422.53	3.9%

Equities									
57,0000	AGN	ALLERGAN PLC SHS	\$268.030	\$15,277.71	0.3%	\$17,384.37	\$(2,106.66)		
		ISIN# IE00BY9D5467							
		SEDOL# BY9D546							
		CUSIP - G0177J108							
228,0000	ACN	ACCENTURE PLC CLASS A	\$115.400	\$26,311.20	0.5%	\$15,665.85	\$10,645.35	\$501.60	1.9%
		CUSIP - G1151C101							
100,0000	MDT	MEDTRONIC PLC	\$75.000	\$7,500.00	0.1%	\$7,685.91	\$(185.91)	\$152.00	2.0%
		SEDOL BTN1Y11							
		ISIN IE008TNY115							
		CUSIP - G5960L103							
58,0000	NCLH	NORWEGIAN CRUISE LINE HLDGS LT	\$55.290	\$3,206.82	0.1%	\$3,445.20	\$(238.38)		
		CUSIP - G66721104							
111,0000	CB	CHUBB LIMITED	\$119.150	\$13,225.65	0.3%	\$12,329.88	\$895.77	\$297.48	2.2%
		ISIN# CH0044328745							
		SEDOL# 2DH98C7							
		CUSIP - H1467J104							
199,0000	TEL	TE CONNECTIVITY LTD REG SHS	\$61.920	\$12,322.08	0.2%	\$11,273.96	\$1,048.12	\$262.68	2.1%
		CUSIP - H84989104							
180,0000	T	AT&T INC	\$39.170	\$7,050.60	0.1%	\$4,780.80	\$2,269.80	\$345.60	4.9%
		CUSIP - 00206R102							
768,0000	ABT	ABBOTT LABS	\$41.830	\$32,125.44	0.6%	\$24,327.01	\$7,798.43	\$798.72	2.5%
		CUSIP - 002824100							

PORTFOLIO POSITIONS (continued)										
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield	
561.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	\$57.120	\$32,044.32	0.6%	\$19,503.33	\$12,540.99	\$1,279.08	4.0%	
13.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	\$144.050	\$1,872.65	0.0%	\$250.09	\$1,622.56	\$44.72	2.4%	
21.0000	ALXN	ALEXION PHARMACEUTICALS INC CUSIP - 015351109	\$139.220	\$2,923.62	0.1%	\$4,216.59	\$(1,292.97)			
50.0000	GOOG	ALPHABET INC CAP STK CL C CUSIP - 02079K107	\$744.950	\$37,247.50	0.7%	\$13,621.37	\$23,626.13			
51.0000	GOOGL	ALPHABET INC CAP STK CL A CUSIP - 02079K305	\$762.900	\$38,907.90	0.7%	\$14,248.33	\$24,659.57			
30.0000	AMZN	AMAZON.COM INC CUSIP - 023135106	\$593.640	\$17,809.20	0.3%	\$11,527.32	\$6,281.88			
756.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	\$54.050	\$40,861.80	0.8%	\$31,681.07	\$9,180.73	\$967.68	2.4%	
30.0000	AMGN	AMGEN INC CUSIP - 031162100	\$149.930	\$4,497.90	0.1%	\$1,822.78	\$2,675.12	\$120.00	2.7%	
66.0000	BUD	ANHEUSER BUSCH INBEV SA/NV ADR CUSIP - 03524A108	\$124.660	\$8,227.56	0.2%	\$6,530.16	\$1,697.40	\$212.78	2.6%	
830.0000	AAPL	APPLE INC CUSIP - 037833100	\$108.990	\$90,461.70	1.7%	\$37,259.99	\$53,201.71	\$1,726.40	1.9%	
4,758.0000	ARTIX	ARTISAN INTERNATIONAL INV CUSIP - 04314H204	\$27.640	\$131,511.12	2.5%	\$131,740.05	\$(228.93)	\$609.02	0.5%	
320.0000	BAC	BANK AMER CORP CUSIP - 060505104	\$13.520	\$4,326.40	0.1%	\$4,263.31	\$63.09	\$64.00	1.5%	
599.6690	BGRX	BARON GROWTH INSTL CUSIP - 068278704	\$64.510	\$38,684.64	0.7%	\$25,294.24	\$13,390.40	\$13.19		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
306.0000	BRK B	BERKSHIRE HATHAWAY INC DEL CL B NEW CUSIP - 084670702	\$141.880	\$43,415.28	0.8%	\$33,336.96	\$10,078.32		
35.0000	BIIB	BIOGEN INC CUSIP - 09062X103	\$260.320	\$9,111.20	0.2%	\$11,162.68	\$(2,051.48)		
37.0000	BA	BOEING CO CUSIP - 097023105	\$126.940	\$4,696.78	0.1%	\$5,284.44	\$(587.66)	\$161.32	3.4%
719.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	\$63.880	\$45,929.72	0.9%	\$20,837.91	\$25,091.81	\$1,092.88	2.4%
612.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	\$103.730	\$63,482.76	1.2%	\$14,955.79	\$48,526.97	\$1,040.40	1.6%
222.0000	CELG	CELGENE CORP CUSIP - 151020104	\$100.090	\$22,219.98	0.4%	\$23,206.82	\$(986.84)		
152.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	\$95.400	\$14,500.80	0.3%	\$13,120.55	\$1,380.25	\$650.56	4.5%
180.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	\$28.470	\$5,124.60	0.1%	\$3,450.20	\$1,674.40	\$187.20	3.7%
100.0000	C	CTTGROUPO INC CUSIP - 172967424	\$41.750	\$4,175.00	0.1%	\$4,123.54	\$51.46	\$20.00	0.5%
590.0000	KO	COCA COLA CO CUSIP - 191216100	\$46.390	\$27,370.10	0.5%	\$12,678.07	\$14,692.03	\$826.00	3.0%
111.0000	CL	COLGATE PALMOLIVE CO CUSIP - 194162103	\$70.650	\$7,842.15	0.1%	\$4,255.80	\$3,586.35	\$173.16	2.2%
366.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	\$61.080	\$22,355.28	0.4%	\$18,031.73	\$4,323.55	\$402.60	1.8%
313.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$40.270	\$12,604.51	0.2%	\$11,007.02	\$1,597.49	\$313.00	2.5%
270.0000	DHR	DANAHER CORP	\$94.860	\$25,612.20	0.5%	\$19,184.39	\$6,427.81	\$172.80	0.7%

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities (continued)									
		CUSIP - 235851102							
621.1430	DHSIX	DIAMOND HILL SM CAP - I CUSIP - 25264S858	\$31.470	\$19,547.37	0.4%	\$21,230.68	\$(1,683.31)	\$124.85	0.6%
494.0000	DIS	DISNEY WALT CO CUSIP - 254687106	\$99.310	\$49,059.14	0.9%	\$17,655.96	\$31,403.18	\$701.48	1.4%
116.9760	DODGX	DODGE & COX STK FD CUSIP - 256219106	\$157.160	\$18,383.95	0.4%	\$20,650.24	\$(2,266.29)	\$340.40	1.9%
80.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$63.320	\$5,065.60	0.1%	\$3,314.83	\$1,750.77	\$121.60	2.4%
60.0000	DUK	DUKE ENERGY CORP CUSIP - 26441C204	\$80.680	\$4,840.80	0.1%	\$3,084.59	\$1,756.21	\$198.00	4.1%
1,188.0000	ETFC	E TRADE FINANCIAL CORP CUSIP - 269246401	\$24.490	\$29,094.12	0.6%	\$26,027.35	\$3,066.77		
839.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	\$32.480	\$27,250.72	0.5%	\$20,148.40	\$7,102.32	\$671.20	2.5%
179.0000	ECL	ECOLAB INC CUSIP - 278865100	\$111.520	\$19,962.08	0.4%	\$18,568.57	\$1,393.51	\$250.60	1.3%
440.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	\$54.380	\$23,927.20	0.5%	\$6,348.46	\$17,578.74	\$836.00	3.5%
430.0050	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	\$44.190	\$19,001.92	0.4%	\$14,195.00	\$4,806.92	\$397.32	2.1%
268.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$83.590	\$22,402.12	0.4%	\$3,050.63	\$19,351.49	\$782.56	3.5%
268.0000	FB	FACEBOOK INC CUSIP - 30303M102	\$114.100	\$30,578.80	0.6%	\$22,645.57	\$7,933.23		
115.0000	FDX	FEDEX CORPORATION CUSIP - 31428X106	\$162.720	\$18,712.80	0.4%	\$20,550.30	\$(1,837.50)	\$115.00	0.6%
3,063.1120	SIGIX	SEAFARER OVERSEAS GR AND INCOME	\$11.260	\$34,490.64	0.7%	\$34,475.73	\$14.91	\$373.70	1.1%

PORTFOLIO POSITIONS									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
(continued)									
Equities									
INSTITUTIONAL SHARES									
150.0000	GE	GENERAL ELECTRIC CO CUSIP - 317609295	\$31.790	\$4,768.50	0.1%	\$3,339.88	\$1,428.62	\$138.00	2.9%
314.0000	GPC	GENUINE PARTS CO CUSIP - 372460105	\$99.360	\$31,199.04	0.6%	\$13,340.57	\$17,858.47	\$825.82	2.6%
690.0000	GILD	GILEAD SCIENCES INC CUSIP - 375558103	\$91.860	\$63,383.40	1.2%	\$4,804.67	\$58,578.73	\$1,186.80	1.9%
2,924.0360	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	\$59.730	\$174,652.67	3.3%	\$177,356.99	\$(2,704.32)	\$3,160.89	1.8%
330.5410	HCAIX	HARBOR CAPITAL APRCTION-INVE CUSIP - 411511819	\$55.970	\$18,500.38	0.4%	\$19,264.01	\$(763.63)	\$9.92	0.1%
227.0000	HD	HOME DEPOT INC CUSIP - 437076102	\$133.430	\$30,288.61	0.6%	\$20,862.50	\$9,426.11	\$626.52	2.1%
156.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	\$112.050	\$17,479.80	0.3%	\$8,740.68	\$8,739.12	\$371.28	2.1%
481.0000	ITW	ILLINOIS TOOL WKS INC CUSIP - 452308109	\$102.440	\$49,273.64	0.9%	\$15,082.19	\$34,191.45	\$1,058.20	2.1%
814.0000	INTC	INTEL CORP CUSIP - 458140100	\$32.350	\$26,332.90	0.5%	\$20,747.46	\$5,585.44	\$846.56	3.2%
179.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	\$151.450	\$27,109.55	0.5%	\$22,704.52	\$4,405.03	\$930.80	3.4%
3,494.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	\$162.920	\$569,242.48	10.9%	\$309,342.85	\$259,899.63	\$9,699.34	1.7%
443.0000	JPM	JPMORGAN CHASE & CO CUSIP - 46625H100	\$59.220	\$26,234.46	0.5%	\$21,665.47	\$4,568.99	\$779.68	3.0%
375.0000	JNJ	JOHNSON & JOHNSON	\$108.200	\$40,575.00	0.8%	\$9,873.74	\$30,701.26	\$1,125.00	2.8%

PORTFOLIO POSITIONS (continued)
Equities

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
		CUSIP - 478160104							
269.0000	EL	LAUDER ESTEE COS INC CUSIP - 518439104	\$94.310	\$25,369.39	0.5%	\$19,919.09	\$5,450.30	\$322.80	1.3%
1,091.0000	MTG	MGIC INVT CORP WIS CUSIP - 552848103	\$7.670	\$8,367.97	0.2%	\$10,599.50	\$(2,231.53)		
1,881.2880	NMVLX	NUJANCE MID CAP VALUE FUND CUSIP - 56166Y511	\$10.290	\$19,358.45	0.4%	\$19,791.15	\$(432.70)	\$199.42	1.0%
628.0000	MA	MASTERCARD INC CUSIP - 57636Q104	\$94.500	\$59,346.00	1.1%	\$33,356.56	\$25,989.44	\$477.28	0.8%
209.0000	MCK	MCKESSON CORPORATION CUSIP - 58155Q103	\$157.250	\$32,865.25	0.6%	\$16,308.28	\$16,556.97	\$234.08	0.7%
80.0000	MRK	MERCK & CO INC CUSIP - 58933Y105	\$52.910	\$4,232.80	0.1%	\$2,869.36	\$1,363.44	\$147.20	3.5%
775.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$55.230	\$42,803.25	0.8%	\$25,353.65	\$17,449.60	\$1,116.00	2.6%
262.0000	MNST	MONSTER BEVERAGE CORP NEW CUSIP - 61174X109	\$133.380	\$34,945.56	0.7%	\$21,872.58	\$13,072.98		
250.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	\$118.340	\$29,585.00	0.6%	\$10,743.62	\$18,841.38	\$870.00	2.9%
758.0000	NKE	NIKE INC CUSIP - 654106103	\$61.470	\$46,594.26	0.9%	\$31,279.07	\$15,315.19	\$485.12	1.0%
746.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	\$40.910	\$30,518.86	0.6%	\$16,782.98	\$13,735.88	\$447.60	1.5%
655.9030	ODVX	OPPENHEIMER DEVELOPING MARKETS CLASS I CUSIP - 683974604	\$30.910	\$20,273.96	0.4%	\$12,196.39	\$8,077.57	\$194.81	1.0%
237.0000	PKG	PACKAGING CORP AMER CUSIP - 695156109	\$60.400	\$14,314.80	0.3%	\$8,371.22	\$5,943.58	\$521.40	3.6%

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
352.0000	PEP	PEPSICO INC CUSIP - 713448108	\$102.480	\$36,072.96	0.7%	\$7,219.81	\$28,853.15	\$989.12	2.7%
727.0000	PFE	PFIZER INC CUSIP - 717081103	\$29.640	\$21,548.28	0.4%	\$18,834.11	\$2,714.17	\$872.40	4.0%
8.0000	PSX	PHILLIPS 66 COM CUSIP - 718546104	\$86.590	\$692.72	0.0%	\$206.93	\$485.79	\$17.92	2.6%
40.0000	PX	PRAXAIR INC CUSIP - 74005P104	\$114.450	\$4,578.00	0.1%	\$4,779.21	\$(201.21)	\$120.00	2.6%
2,746.8610	PCBIX	PRINCIPAL MIDCAP BLEND FUND CUSIP - 74253Q747	\$21.090	\$57,931.30	1.1%	\$57,478.83	\$452.47	\$71.42	0.1%
381.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$82.310	\$31,360.11	0.6%	\$14,917.12	\$16,442.99	\$1,010.41	3.2%
4,453.9610	PRNHX	T ROWE PRICE NEW HORIZONS FD CUSIP - 779562107	\$40.720	\$181,365.30	3.5%	\$166,625.30	\$14,740.00	\$62.35	
100.0000	RDS B	ROYAL DUTCH SHELL PLC CL B ADR CUSIP - 780259107	\$49.190	\$4,919.00	0.1%	\$5,679.51	\$(760.51)	\$376.00	7.6%
226.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$73.750	\$16,667.50	0.3%	\$7,344.41	\$9,323.09	\$452.00	2.7%
763.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	\$30.600	\$23,347.80	0.4%	\$18,060.74	\$5,287.06	\$1,236.06	5.3%
921.0000	SBUX	STARBUCKS CORP CUSIP - 855244109	\$59.700	\$54,983.70	1.1%	\$17,813.28	\$37,170.42	\$736.80	1.3%
608.0000	TJX	TJX COS INC CUSIP - 872540109	\$78.350	\$47,636.80	0.9%	\$10,324.02	\$37,312.78	\$632.32	1.3%
140.0000	TGT	TARGET CORP CUSIP - 87612E106	\$82.280	\$11,519.20	0.2%	\$5,565.00	\$5,954.20	\$313.60	2.7%
143.0000	MMM	3M CO	\$166.630	\$23,828.09	0.5%	\$12,143.18	\$11,684.91	\$634.92	2.7%

PORTFOLIO POSITIONS
(continued)
(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
204.0000	TWX	CUSIP - 88579Y101 TIME WARNER INC	\$72.550	\$14,800.20	0.3%	\$14,270.28	\$529.92	\$328.44	2.2%
150.0000	TRN	CUSIP - 887317303 TRINITY INDS INC	\$18.310	\$2,746.50	0.1%	\$5,325.04	\$(2,578.54)	\$66.00	2.4%
302.0000	UNP	CUSIP - 896522109 UNION PAC CORP	\$79.550	\$24,024.10	0.5%	\$24,785.21	\$(761.11)	\$664.40	2.8%
234.0000	UTX	CUSIP - 907818108 UNITED TECHNOLOGIES CORP	\$100.100	\$23,423.40	0.4%	\$10,013.42	\$13,409.98	\$599.04	2.6%
245.0000	UNH	CUSIP - 913017109 UNITEDHEALTH GROUP INC	\$128.900	\$31,580.50	0.6%	\$26,026.52	\$5,553.98	\$490.00	1.6%
1,119.9860	DLCX	CUSIP - 91324P102 DANA LARGE CAP EQUITY INSTITUTIONAL	\$17.700	\$19,823.75	0.4%	\$21,436.53	\$(1,612.78)	\$257.60	1.3%
375.0000	WVC	CUSIP - 92046L619 VECTREN CORP	\$50.560	\$18,960.00	0.4%	\$800.05	\$18,159.95	\$600.00	3.2%
1,128.0000	VV	CUSIP - 92240G101 VANGUARD LARGE-CAP ETF	\$94.010	\$106,043.28	2.0%	\$107,142.00	\$(1,098.72)	\$2,093.57	2.0%
130.8780	VIMAX	CUSIP - 922908637 VANGUARD MID CAP INDEX ADM	\$150.100	\$19,644.79	0.4%	\$19,193.30	\$451.49	\$326.67	1.7%
472.0000	VZ	CUSIP - 922908645 VERIZON COMMUNICATIONS INC	\$54.080	\$25,525.76	0.5%	\$7,999.19	\$17,526.57	\$1,066.72	4.2%
2,113.0140	HIEMX	CUSIP - 92343V104 VIRTUS EMERGING MARKETS OPPORTUN	\$9.160	\$19,355.21	0.4%	\$21,814.21	\$(2,459.00)	\$177.49	0.9%
820.0000	WFC	CUSIP - 92828T889 WELLS FARGO & COMPANY	\$48.360	\$39,655.20	0.8%	\$18,628.19	\$21,027.01	\$1,230.00	3.1%
1,196.0000	HEDJ	CUSIP - 949746101 WISDOMTREE EUROPE HEDGED EQUITY FUND	\$51.920	\$62,096.32	1.2%	\$79,792.76	\$(17,696.44)	\$1,614.60	2.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
		CUSIP - 97717X701							
96.0000	YUM	YUM BRANDS INC	\$81.850	\$7,857.60	0.2%	\$3,973.25	\$3,884.35	\$176.64	2.2%
		CUSIP - 988498101							
		Equities - Total		\$3,576,756.78	68.4%	\$2,410,194.20	\$1,166,562.58	\$60,338.59	1.7%
Alternative Strategies									
614.7370	BSIX	BLACKROCK FDS II STRG OPP INSTL CUSIP - 09256H286	\$9.660	\$5,938.36	0.1%	\$6,221.14	\$(282.78)	\$139.55	2.3%
3,134.0000	JLPSX	JPMORGAN US LRG CAP COREPLUS S CUSIP - 4812A2389	\$26.230	\$82,204.82	1.6%	\$95,100.52	\$(12,895.70)	\$194.31	0.2%
1,713.3310	MASFX	LITMAN GREGORY MASTERS ALT STRATEGIES INSTL CUSIP - 53700T801	\$10.950	\$18,760.97	0.4%	\$19,987.61	\$(1,226.64)	\$555.12	3.0%
5,330.0000	WMCIX	WILLIAM BLAIR FDS ALLOC I CUSIP - 969251784	\$11.400	\$60,762.00	1.2%	\$68,868.88	\$(8,106.88)	\$570.31	0.9%
		Alternative Strategies - Total		\$167,666.15	3.2%	\$190,178.15	\$(22,512.00)	\$1,459.29	0.9%
Real Estate Investments									
2,900.6660	MLPTX	OPPENHEIMER STEELPATH MLP SLCT40 SELECT 40 FD CL I CUSIP - 858268204	\$8.700	\$25,235.79	0.5%	\$33,964.03	\$(8,728.24)	\$2,047.87	8.1%
2,693.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$83.800	\$225,673.40	4.3%	\$129,351.72	\$96,321.68	\$9,508.99	4.2%
		Real Estate Investments - Total		\$250,909.19	4.8%	\$163,315.75	\$87,593.44	\$11,556.86	4.6%
		Total Portfolio Positions		\$5,229,927.29	100.0%	\$3,992,188.79	\$1,237,738.50	\$113,004.42	2.2%