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Return of Private Foundation

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

04/01, 2016, and ending

03/31, 2017

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

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

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **CINCINNATI, OH 45263-0858**

A Employer identification number
35-6290 997

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

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,571,581.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	6,310.	6,310.		STMT 1
4	Dividends and interest from securities	108,862.	105,092.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,261,833.			
b	Gross sales price for all assets on line 6a	7,679,801.			
7	Capital gain net income (from Part IV, line 2)		1,261,833.		
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	1,377,005.	1,373,235.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,000.	500.		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	2,968.	1,178.		
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	73,248.	73,248.		
24	Total operating and administrative expenses. Add lines 13 through 23	77,216.	74,926.	NONE	500.
25	Contributions, gifts, grants paid	234,485.			234,485.
26	Total expenses and disbursements. Add lines 24 and 25	311,701.	74,926.	NONE	234,985.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,065,304.			
b	Net investment income (if negative, enter -0-)		1,298,309.		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	224,904.	228,700.	228,700.
	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)	2,763,688.	616,636.	611,043.
	c	Investments - corporate bonds (attach schedule)	1,003,597.	4,212,156.	4,731,838.
	Liabilities	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)	3,992,189.	5,057,492.	5,571,581.
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		NONE	
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 ▶ <input checked="" type="checkbox"/>		and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,992,189.	5,057,492.		
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)	3,992,189.	5,057,492.		
31	Total liabilities and net assets/fund balances (see instructions)	3,992,189.	5,057,492.		

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	3,992,189.
2	Enter amount from Part I, line 27a	2	1,065,304.
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,057,493.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,057,492.

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.)
1 a 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 7,679,801.		6,417,968.	1,261,833.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			1,261,833.			
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	1,261,833.	
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))
2015	282,570.	5,192,314.	0.054421
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
2 Total of line 1, column (d)			0.246819
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			0.049364
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			5,330,355.
5 Multiply line 4 by line 3.			263,128.
6 Enter 1% of net investment income (1% of Part I, line 27b).			12,983.
7 Add lines 5 and 6.			276,111.
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.			234,985.

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

Table with 11 rows and 2 columns. Row 1: 25,966. Row 2: 25,966. Row 3: NONE. Row 4: 25,966. Row 5: 50. Row 6: 26,016. Row 7: NONE. Row 8: NONE. Row 9: NONE. Row 10: NONE. Row 11: NONE.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, X). Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: X. Row 5: X. Row 6: X. Row 7: X. Row 8a: IN. Row 8b: X. Row 9: X. Row 10: 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 2016, 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)? Organizations relying on a current notice regarding disaster assistance check here 1b
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 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 2a 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? 3a Yes No X
b If "Yes," did it have excess business holdings in 2016 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 2016) 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 2016? 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? **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? **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	5,284,328.
b	Average of monthly cash balances	1b	127,200.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,411,528.
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	5,411,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	81,173.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,330,355.
6	Minimum investment return. Enter 5% of line 5	6	266,518.

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	266,518.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	25,966.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	240,552.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	240,552.
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	240,552.

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	234,985.
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	234,985.
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	234,985.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				240,552.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	5,939.			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	26,302.			
f Total of lines 3a through e	32,241.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 234,985.				
a Applied to 2015, 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 2016 distributable amount.				234,985.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)	5,567.			5,567.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	26,674.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	372.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	26,302.			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	26,302.			
e Excess from 2016				

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 2016, 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) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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 6

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				
UNIVERSITY OF EVANSVILLE 1 SOUTH FREDERICK STREET EVANSVILLE IN 47714	NONE	PC	SCHOLARSHIP AWARD	85,444.
IVY TECH FOUNDATION 3501 FIRST AVENUE EVANSVILLE IN 47710	NONE	PF	SCHOLARSHIP AWARD	28,045.
UNIVERSITY OF SOUTHERN INDIANA 8600 UNIVERSITY BLVD EVANSVILLE IN 47712-860	NONE	PC	SCHOLARSHIP AWARD	80,994.
SIGNATURE SCHOOL FOUNDATION 610 MAIN STREET EVANSVILLE IN 47708	NONE	PF	SCHOLARSHIP AWARD	40,002.
Total				3a 234,485.
b Approved for future payment				
Total				3b

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

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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... 2b If "Yes," complete the following schedule.

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

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.

Sign Here: Signature of officer or trustee (MATTHEW J CAROTHERS), Date (08/14/2017), Title (Trustee). May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	6,310.	6,310.
TOTAL	6,310.	6,310.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	4,115.	4,115.
FOREIGN DIVIDENDS	8,515.	8,515.
NONDIVIDEND DISTRIBUTIONS	3,864.	
DOMESTIC DIVIDENDS	47,315.	47,315.
FOREIGN INTEREST	964.	964.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	69.	69.
NONDISTRIBUTIVE DIVIDENDS	-94.	
NONQUALIFIED FOREIGN DIVIDENDS	18,730.	18,730.
NONQUALIFIED DOMESTIC DIVIDENDS	25,384.	25,384.
TOTAL	108,862.	105,092.

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 - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR EXCISE TAX PAID	1,790.	
FOREIGN TAXES ON QUALIFIED FOR	1,010.	1,010.
FOREIGN TAXES ON NONQUALIFIED	168.	168.
TOTALS	2,968.	1,178.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK SERVICE FEES	24,969.	24,969.
BANK SERVICE FEES	24,969.	24,969.
BANK SERVICE FEES	11,655.	11,655.
BANK SERVICES FEES	11,655.	11,655.
TOTALS	----- 73,248. =====	----- 73,248. =====

POTT FOUNDATION MAIN IUA
FORM 990PF, PART XV - LINES 2a - 2d
=====

35-6290997

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
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Cash & Equivalents

1.9000		CASH	\$1.0000	\$1.90	0.0%	\$1.90			
228,698.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	\$1.0000	\$228,698.00	4.1%	\$228,698.00		\$1,173.22	0.5%
		Cash & Equivalents - Total		\$228,699.90	4.1%	\$228,699.90		\$1,173.22	0.5%

Fixed Income

4,728.0000	HWHIX	HOTCHKIS & WILEY HIGH YIELD I CUSIP - 44134R735	\$12.2100	\$57,728.89	1.0%	\$52,427.35	\$5,301.54	\$3,574.37	6.2%
5,021.0000	GVI	ISHARES BARCLAYS INTERMEDIATE GOVERNMENT/CREDIT BD FD CUSIP - 464288612	\$110.2000	\$553,314.20	9.9%	\$564,208.17	\$(10,893.97)	\$9,765.86	1.8%
		Fixed Income - Total		\$611,043.09	11.0%	\$616,635.52	\$(5,592.43)	\$13,340.23	2.2%

Equities

34,528.3000	SIGIX	SEAFARER OVERSEAS GR AND INCOME INSTITUTIONAL SHARES CUSIP - 317609295	\$12.3900	\$427,805.63	7.7%	\$387,811.01	\$39,994.62	\$6,871.13	1.6%
41,969.8290	HLMNX	HARDING LOEWNER INTL EQUITY INV CUSIP - 412295503	\$19.5700	\$821,349.56	14.7%	\$727,865.50	\$93,484.06	\$4,952.44	0.6%
1,382.0000	IJH	ISHARES CORE S&P MID-CAP ETF CUSIP - 464287507	\$171.2200	\$236,626.04	4.2%	\$234,987.69	\$1,638.35	\$3,655.40	1.5%
7,186.0000	IWB	ISHARES RUSSELL 1000 CUSIP - 464287622	\$131.2500	\$943,162.50	16.9%	\$818,373.29	\$124,789.21	\$16,851.18	1.8%
3,462.0000	IJR	ISHARES CORE S&P SMALL-CAP ETF CUSIP - 464287804	\$69.1600	\$239,431.92	4.3%	\$236,101.13	\$3,330.79	\$2,942.70	1.2%

POTT FOUNDATION CONSOLIDATED

PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct.	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
55,108.9160	DLCIX	DANA LARGE CAP EQUITY INSTITUTIONAL CUSIP - 92046L619	\$20.1300	\$1,109,342.49	19.9%	\$983,964.99	\$125,377.50	\$16,312.23	1.5%
Equities - Total				\$3,777,718.14	67.8%	\$3,389,103.61	\$388,614.53	\$51,585.08	1.4%
Alternative Strategies									
20,507.5100	GRTX	GOLDMAN SACHS ABS RETURN TRACKER CUSIP - 38145N220	\$9.4400	\$193,590.90	3.5%	\$192,975.66	\$615.24	\$430.66	0.2%
13,758.0990	LPTX	ENTRUSTPERMAL ALTERNATIVE CORE FUND CLASS I CUSIP - 52470J274	\$14.1000	\$193,989.19	3.5%	\$193,026.11	\$963.08	\$467.78	0.2%
Alternative Strategies - Total				\$387,580.09	7.0%	\$386,001.77	\$1,578.32	\$898.44	0.2%
Real Assets									
7,825.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	\$29.1800	\$228,333.50	4.1%	\$192,171.22	\$36,162.28	\$14,171.08	6.2%
4,095.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$82.5900	\$338,206.05	6.1%	\$244,879.64	\$93,326.41	\$14,954.95	4.4%
Real Assets - Total				\$566,539.55	10.2%	\$437,050.86	\$129,488.69	\$29,126.03	5.1%
Total Portfolio Positions				\$5,571,580.77	100.0%	\$5,057,491.66	\$514,089.11	\$96,123.00	1.7%