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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.

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

<b>Use the IRS label.</b> <b>Otherwise, print or type.</b> <b>See Specific Instructions.</b>	Name of foundation  TUA THE ANNE POTTER WILSON FDN	A Employer identification number  62-6306576
	Number and street (or P O. box number if mail is not delivered to street address)  231 S LASALLE ST IL1-231-14-19	Room/suite
	City or town, state, and ZIP code  CHICAGO, IL 60697	B Telephone number (see page 10 of the instructions)  (615) 749-3653
		C If exemption application is pending, check here . . . . . <input type="checkbox"/> <input checked="" type="checkbox"/> D 1 Foreign organizations, check here . . . . . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>

H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 19,039,079.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)

	(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 . . . . .				
4 Dividends and interest from securities . . . . .	523,453.	515,180.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	-424,889.			
b Gross sales price for all assets on line 6a 1,019,500.				
7 Capital gain net income (from Part IV, line 2) . . . . .				
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) . . . . .	-4,577.			STMT 1
12 Total, Add lines 1 through 11 . . . . .	93,987.	515,180.		
13 Compensation of officers, directors, trustees, etc . . . . .	44,213.	17,685.		26,528.
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) . . . . .				
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2 . . . . .	8,304.			
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) STMT 3 . . . . .	1,212.	277.		935.
24 Total operating and administrative expenses.				
Add lines 13 through 23 . . . . .	53,729.	17,962.		27,463.
25 Contributions, gifts, grants paid . . . . .	1,060,873.			1,060,873.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	1,114,602.	17,962.		1,088,336.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . . . .	-1,020,615.			
b Net investment income (if negative, enter -0) . . . . .		497,218.		
c Adjusted net income (if negative, enter -0) . . . . .				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	1,994,839.	1,314,357.	1,314,357.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule)	1,122,507.	1,025,610.	1,036,743.
	b	Investments - corporate stock (attach schedule) . . . . .	5,806,250.	5,359,300.	15,350,700.
	c	Investments - corporate bonds (attach schedule) . . . . .	1,113,765.	1,321,437.	1,306,254.
<b>Liabilities</b>	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 ►) . . . . .	31,025.	31,025.	31,025.
	16	<b>Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .</b>	10,068,386.	9,051,729.	19,039,079.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
<b>Net Assets or Fund Balances</b>	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ►) . . . . .			
	23	<b>Total liabilities (add lines 17 through 22) . . . . .</b>			
		<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/></b>			
	27	Capital stock, trust principal, or current funds . . . . .	10,068,386.	9,051,729.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE	NONE	
	30	<b>Total net assets or fund balances (see page 17 of the instructions) . . . . .</b>	10,068,386.	9,051,729.	
	31	<b>Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .</b>	10,068,386.	9,051,729.	

**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	10,068,386.
2	Enter amount from Part I, line 27a . . . . .	2	-1,020,615.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 4	3	3,958.
4	Add lines 1, 2, and 3 . . . . .	4	9,051,729.
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	9,051,729.

Form 990-PF (2009)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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	-424,889.	
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 pages 13 and 17 of the 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 page 18 of 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))
2008	1,241,210.	22,157,760.	0.05601694395
2007	1,153,268.	25,273,527.	0.04563146252
2006	1,147,749.	23,554,776.	0.04872680598
2005	1,138,904.	23,098,075.	0.04930731241
2004	1,076,390.	23,175,206.	0.04644575759
<b>2 Total of line 1, column (d)</b>			2 0.24612828245
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			3 0.04922565649
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			4 17,946,211.
<b>5 Multiply line 4 by line 3</b>			5 883,414.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 4,972.
<b>7 Add lines 5 and 6</b>			7 888,386.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			8 1,088,336.

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	} 1	4,972.
	Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .		
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	4,972.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	4,972.
6	<b>Credits/Payments:</b>		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	10,454.
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	10,454.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	10	5,482.
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> ► 1,243. Refunded ►	11	4,239.

**Part VII-A Statements Regarding Activities**

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
	<i>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</i>		
1c	Did the foundation file Form 1120-POL for this year? . . .	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? . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____ STMT 5		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	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 page 20 of the instructions) . . . . .  11  X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .  12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .  13  X

Website address ► NONE

14 The books are in care of ► BANK OF AMERICA Telephone no. ► (615) 749-3653  
Located at ► 231 S. LASALLE ST., CHICAGO, IL ZIP + 4 ► 60697

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

**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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b 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 page 20 of the instructions)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1c 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 2009? . . . . .		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u>-----</u>		
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 page 20 of the instructions) . . . . .		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>-----</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 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 2009) . . . . .		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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 2009? . . . . .		
4b		

Form 990-PF (2009)

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the 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
SEE STATEMENT 6		44,213.	-0-	-0-
-----				
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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**

Form 990-PF (2009)

**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 page 23 of the 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
<b>1 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF GRANTS TO QUALIFIED ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED</b>	
2 -----	
3 -----	
4 -----	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
<b>1 NONE</b>	
-----	
<b>2 -----</b>	
-----	
All other program-related investments. See page 24 of the instructions.	
<b>3 NONE</b>	
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 18,219,504.
b	Average of monthly cash balances	1b NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d 18,219,504.
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 18,219,504.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4 273,293.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 17,946,211.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 897,311.

**Part XI Distributable Amount** (see page 25 of the 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	1 897,311.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 4,972.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 4,972.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 892,339.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 892,339.
6	Deduction from distributable amount (see page 25 of the instructions)	6 NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 892,339.

**Part XII Qualifying Distributions** (see page 25 of the 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 1,088,336.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1,088,336.
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 page 26 of the instructions)	5 4,972.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 1,083,364.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				892,339.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . . . .			1,060,873.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	NONE			
e From 2008 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,088,336.			1,060,873.	
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d Applied to 2009 distributable amount . . . . .				27,463.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2009. (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	NONE			
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 page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. . . . .				864,876.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	NONE			
d Excess from 2008 . . . . .	NONE			
e Excess from 2009 . . . . .	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the 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 2009, enter the date of the ruling . . . . . ►

	Prior 3 years				4942(j)(3) or 4942(j)(5)	
	Tax year	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
<b>a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .						
<b>b</b> 85% of line 2a . . . . .						
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . .						
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .						
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .						
<b>3</b> Complete 3a, b, or c for the alternative test relied upon						
<b>a</b> "Assets" alternative test - enter						
(1) Value of all assets . . . .						
(2) Value of assets qualifying under section 4942(j)(3)(B)(i), . . . .						
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .						
<b>c</b> "Support" alternative test - enter						
(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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:  
**SEE STATEMENT 8**

**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 3

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 16				
<b>Total. . . . .</b>			► 3a	1,060,873.
<b>b Approved for future payment</b>				
<b>Total. . . . .</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	Related or exempt function income (See page 28 of the 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	523,453.
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	-424,889.
9 Net income or (loss) from special events	...				
10 Gross profit or (loss) from sales of inventory	.....				
11 Other revenue: a					
b BEG DEF INCOME				14	644.
c END DEF INCOME				14	-488.
d ACCR. INTR. PAID				14	-4,733.
e					
12 Subtotal. Add columns (b), (d), and (e)	....				93,987.

**13 Total.** Add line 12, columns (b), (d), and (e). . . . .  
(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

---

**NOT APPLICABLE**

**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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
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.		

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

<p>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 or fiduciary) is based on all information of which preparer has any knowledge</p> <p><i>Mary J. Frost</i> <span style="margin-left: 40px;">14-13200</span> <span style="margin-left: 40px;">SVP</span></p>				
<p>Signature of officer or trustee</p>		<p>BANK OF AMERICA, N.A.</p>	<p>Date</p>	<p>Title</p>
<p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p>		<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>EIN <input type="checkbox"/></p>	
			<p>Preparer's identifying number (See Signature on page 30 of the instructions)</p>	
			<p>Phone no.</p>	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,711.	
13,197.00		350. AMERICAN INTL GROUP INC NEW COM PROPERTY TYPE: SECURITIES 446,950.00				11/13/2002	11/10/2009	
250,000.00		250000. FEDERAL HOME LOAN BANK BOND PROPERTY TYPE: SECURITIES 250,000.00				06/25/1999	06/30/2009	
430.00		430.47 GNMA POOL #033273 DTD 07/01/79 9. PROPERTY TYPE: SECURITIES 432.00				08/29/1979	01/15/2009	
234.00		234.27 GNMA POOL #033273 DTD 07/01/79 9. PROPERTY TYPE: SECURITIES 235.00				08/29/1979	01/31/2009	
236.00		236.23 GNMA POOL #033273 DTD 07/01/79 9. PROPERTY TYPE: SECURITIES 237.00				08/29/1979	02/28/2009	
238.00		238.19 GNMA POOL #033273 DTD 07/01/79 9. PROPERTY TYPE: SECURITIES 239.00				08/29/1979	03/31/2009	
454.00		454.45 GNMA POOL #033273 DTD 07/01/79 9. PROPERTY TYPE: SECURITIES 456.00				08/29/1979	04/30/2009	
250,000.00		250000. PROCTER & GAMBLE PG BOND PROPERTY TYPE: SECURITIES 245,840.00				12/22/1999	09/15/2009	
500,000.00		500000. UNITED STATES TREAS NT DTD 06/15 PROPERTY TYPE: SECURITIES 500,000.00				05/16/2007	06/15/2009	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....							----- -424,889. =====	

JSA  
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## FORM 990PF, PART I - OTHER INCOME

=====

## DESCRIPTION

-----

BEG DEF. INCOME  
END DEF. INCOME  
ACCRUED INTR. PAID

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

644.  
-488.  
-4,733.

-----  
-4,577.

=====

STATEMENT 1

## FORM 990PF, PART I - TAXES

=====

## DESCRIPTION

-----

FEDERAL ESTIMATE TAX

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

8,304.

-----

8,304.

=====

STATEMENT 2

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
B OF A TAX PREP. BLEDSOE COUNTY TAX	935. 277.	277.	935.
TOTALS	1,212.	277.	935.

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

DESCRIPTION	AMOUNT
REFUND ON EXCISE TAX	3,958.
TOTAL	3,958.

STATEMENT 4

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

TN

STATEMENT 5

TUA THE ANNE POTTER WILSON FDN

62-6306576

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, NA

ADDRESS:

ONE BANK OF AMERICA PLAZA  
NASHVILLE, TN 37239-1697

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION .....

44,213.

OFFICER NAME:

David K. Wilson

ADDRESS:

c/o BANK OF AMERICA  
NASHVILLE, TN 37239-1697

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

Blair J. Wilson

ADDRESS:

c/o BANK OF AMERICA  
NASHVILLE, TN 37239-1697

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:

Justin P. Wilson

ADDRESS:

c/o BANK OF AMERICA  
NASHVILLE, TN 37239-1697

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

STATEMENT 6

TUA THE ANNE POTTER WILSON FDN

62-6306576

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

William M. Wilson

ADDRESS:

c/o BANK OF AMERICA  
NASHVILLE, TN 37239-1697

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

TOTAL COMPENSATION:

44,213.

=====

STATEMENT 7

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

62-6306576

RECIPIENT NAME:

Peter T. Dirksen

ADDRESS:

BANK OF AMERICA PLAZA 414 UNION ST.  
NASHVILLE, TN 37219-1697

RECIPIENT'S PHONE NUMBER: 615 749-3653

FORM, INFORMATION AND MATERIALS:

BY LETTER REQUEST SPECIFYING THE APPLICANT'S  
QUALIFICATIONS OR STATUS AND A COPY OF ITS  
501(C)(3) DETERMINATION LETTER

SUBMISSION DEADLINES:

NO SPECIFIC DEADLINES

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 8

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

62-6306576

=====

RECIPIENT NAME:  
VANDERBILT UNIVERSITY  
ADDRESS:  
VU STAT.B 357703, 2301 VANDERBILT PL  
NASHVILLE, TN 37235  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 235,000.

RECIPIENT NAME:  
CUMBERLAND TRAIL CONFERENCE  
ADDRESS:  
19 EAST 4TH ST.  
Crossville, TN 38555  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
FUND FOR AMERICAN STUDIES  
ADDRESS:  
1706 NEW HAMPSHIRE AVENUE NW  
Washington, DC 20009  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 20,000.

STATEMENT 9

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

62-6306576

=====

RECIPIENT NAME:  
MONTGOMERY BELL ACADEMY  
ADDRESS:  
4001 HARDING RD  
NASHVILLE, TN 37205  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 77,000.

RECIPIENT NAME:  
FRIENDSHIP HOUSE  
ADDRESS:  
202 23RD AVE. NORTH  
Nashville, TN 37203  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
American Council of Young Political  
Leaders  
ADDRESS:  
2131 K STREET, NW, SUITE 400  
Washington, DC 20037  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

STATEMENT 10

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

62-6306576

=====

RECIPIENT NAME:  
HOPE THROUGH HEALING HANDS  
ADDRESS:  
2033 RICHARD JONES RD  
Nashville, TN 37215  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
MEN OF VALOR  
ADDRESS:  
1420 DONELSON PIKE, SUITE B-6  
NASHVILLE, TN 37217  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
NURSES FOR NEWBORNS  
ADDRESS:  
50 VANTAGE WAY, SUITE 101  
NASHVILLE, TN 37228  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 50,000.

STATEMENT 11

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

62-6306576

RECIPIENT NAME:  
OPERATIONS STAND DOWN  
ADDRESS:  
1125 12TH AVENUE SOUTH  
NASHVILLE, TN 37203-4709  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
TENNESSEE CIVIL WAR PRESERVATION  
ADDRESS:  
P. O. BOX 148535  
NASHVILLE, TN 37214-8535  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
THE MINERVA FOUNDATION  
ADDRESS:  
901 LEBLANC COURT  
Nashville, TN 37221  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

STATEMENT 12

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

62-6306576

=====

RECIPIENT NAME:

YMCA

ADDRESS:

1000 CHURCH STREET  
Nashville, TN 37203

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

EBENEZER BAPTIST CHURCH

ADDRESS:

6028 EBENEZER RD  
Greenbrier, TN 37073

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:

JOHANN FUST COMMUNITY  
LIBRARY

ADDRESS:

1040 W 10TH STREET  
Boca Grande, FL 33921

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 25,000.

STATEMENT 13

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

62-6306576

RECIPIENT NAME:  
YMCA-NORTHWEST  
ADDRESS:  
1000 CHURCH STREET  
Nashville, TN 37203  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
YMCA-FOUNDATION  
ADDRESS:  
1000 CHURCH STREET  
Nashville, TN 37203  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
BOY SCOUTS OF AMERICA  
Middle TN Council of Boys Scouts  
ADDRESS:  
3414 HILLSBORO PIKE  
Nashville, TN 37215  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT PUB CHARITY  
AMOUNT OF GRANT PAID ..... 219,272.

STATEMENT 14

TUA THE ANNE POTTER WILSON FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

62-6306576

RECIPIENT NAME:

CHEEKWOOD

ADDRESS:

1200 FOREST PARK DRIVE  
NASHVILLE, TN 37205-4206

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SWAN BALL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 94,873.

RECIPIENT NAME:

FRIENDS OF WARNER PARK

ADDRESS:

50 VAUGHN ROAD  
NASHVILLE, TN 37221

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,728.

RECIPIENT NAME:

VANDERBILT UNIVERSITY

ADDRESS:

2400 BLAKEMORE AVENUE  
NASHVILLE, TN 37212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

BLAIR SCHOOL OF MUSIC

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 50,000.

STATEMENT 15

TUA THE ANNE POTTER WILSON FDN

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

62-6306576

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RECIPIENT NAME:

NASHVILLE PUBLIC LIBRARY

ADDRESS:

615 CHURCH STREET  
NASHVILLE, TN 37219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 25,000.

TOTAL GRANTS PAID:

1,060,873.

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STATEMENT 16

**TUA THE ANNE POTTER WILSON FDN**  
**62-6306576**

**BALANCE SHEET**  
**12/31/2009**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
<b>CASH/CURRENCY</b>			
<b>CASH EQUIVALENTS</b>			
BANK OF AMERICA MONEY MARKET			
SAVINGS ACCOUNT	1,314,357.390	1,314,357.39	1,314,357.39
<b>Total CASH EQUIVALENTS</b>		1,314,357.39	1,314,357.39
<b>Total CASH/CURRENCY</b>		1,314,357.39	1,314,357.39
<b>EQUITIES</b>			
<b>U.S. LARGE CAP</b>			
BRISTOL MYERS SQUIBB CO			
COM	32,000.000	101,615.29	808,000.00
CITIGROUP INC			
COM	12,000.000	548,180.00	39,720.00
COCA COLA CO			
COM	25,000.000	35,625.00	1,425,000.00
EXXON MOBIL CORP			
COM	65,000.000	32,379.33	4,432,350.00
GENERAL ELEC CO			
COM	60,000.000	70,443.75	907,800.00
HOME DEPOT INC			
COM	10,000.000	337,200.00	289,300.00
INTEL CORP			
COM	40,000.000	161,375.00	816,000.00
MEDCO HLTH SOLUTIONS INC			
COM	3,618.000	14,877.71	231,226.38
MERCK & CO INC			
NEW COM	15,000.000	261,659.79	548,100.00
MICROSOFT CORP			
COM	10,000.000	381,653.25	304,800.00
PFIZER INC			
COM	40,000.000	29,708.33	727,600.00
PROCTER & GAMBLE CO			
COM	10,000.000	530,170.00	606,300.00
WAL-MART STORES INC			
COM	15,000.000	191,850.00	801,750.00
WELLS FARGO & CO			
NEW COM	30,000.000	628,875.00	809,700.00
ZIMMER HLDGS INC			
COM	3,200.000	5,148.46	189,152.00
<b>Total U.S. LARGE CAP</b>		3,330,760.91	12,936,798.38
<b>U.S. MID CAP</b>			
COLUMBIA MID CAP INDEX FUND			

**TUA THE ANNE POTTER WILSON FDN**  
**62-6306576**

**BALANCE SHEET**  
**12/31/2009**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
CLASS Z SHARES	156,453.716	1,200,000.00	1,445,632.34
GANNETT INC			
COM	10,000.000	55,363.34	148,500.00
<b>Total U.S. MID CAP</b>		1,255,363.34	1,594,132.34
<b>U.S. SMALL CAP</b>			
COLUMBIA SMALL CAP INDEX FUND			
CLASS Z SHARES	46,403.712	600,000.00	645,475.63
<b>Total U.S. SMALL CAP</b>		600,000.00	645,475.63
<b>Total EQUITIES</b>		5,186,124.25	15,176,406.35
<b>FIXED INCOME</b>			
<b>INVESTMENT GRADE TAXABLE</b>			
BOEING CO			
SR UNSECD NT			
DTD 07/28/09 3.500% DUE 02/15/15	150,000.000	153,765.00	150,421.50
CISCO SYS INC			
SR NT			
DTD 11/17/09 2.900% DUE 11/17/14	150,000.000	150,765.00	149,727.00
COLUMBIA SHORT TERM BOND FUND			
CLASS Z SHARES	17,641.059	173,175.75	174,293.66
FEDERAL HOME LN BKS			
CONS BD			
DTD 01/06/06 4.625% DUE 02/18/11	125,000.000	131,469.75	130,507.50
FEDERAL HOME LN BKS			
CONS BD			
DTD 10/19/07 5.000% DUE 11/17/17	150,000.000	164,036.40	162,282.00
FEDERAL HOME LN MTG CORP			
CONS BD			
DTD 10/13/06 5.125% DUE 10/18/16	150,000.000	167,029.65	164,250.00
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 03/02/07 4.750% DUE 03/05/12	250,000.000	247,951.25	268,125.00
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 06/19/09 3.000% DUE 07/28/14	150,000.000	153,520.80	152,016.00
FEDERAL NATL MTG ASSN			
BENCHMARK NT			
DTD 09/12/05 4.375% DUE 10/15/15	150,000.000	161,602.05	159,562.50
GENERAL ELEC CO			
NT			
DTD 01/28/03 5.000% DUE 02/01/13	125,000.000	129,390.00	132,245.00
INTERNATIONAL BUSINESS MACHINES			
CORP SR UNSECD NT			

**TUA THE ANNE POTTER WILSON FDN**  
**62-6306576**

**BALANCE SHEET**  
**12/31/2009**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
DTD 11/06/09 2 100% DUE 05/06/13	150,000.000	150,579.00	149,700.00
WACHOVIA BK NATL ASSN			
MEDIUM TERM SUB BK NT			
DTD 07/25/03 5.000% DUE 08/15/15	250,000.000	245,862.50	255,425.00
<b>Total INVESTMENT GRADE TAXABLE</b>		<b>2,029,147.15</b>	<b>2,048,555.16</b>
 <b>GLOBAL HIGH YIELD TAXABLE</b>			
SLM CORP			
MTN			
DTD 08/27/02 5.125% DUE 08/27/12	500,000.000	491,075 00	468,735.00
<b>Total GLOBAL HIGH YIELD TAXABLE</b>		<b>491,075 00</b>	<b>468,735 00</b>
 <b>Total FIXED INCOME</b>		<b>2,520,222.15</b>	<b>2,517,290.16</b>
 <b>BLEDSOE COUNTY, TN</b>			
MAP PARCEL NO. 65I-GRP C-8.00M			
SPECIAL INTEREST 007	0.500	31,025.00	31,025.00
<b>TOTAL ASSETS</b>		<b>9,051,728.79</b>	<b>19,039,078.90</b>
 <b>NET TOTAL</b>		<b>9,051,728.79</b>	<b>19,039,078.90</b>