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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.

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: **TUA THE ANNE POTTER WILSON FDN**  
 Number and street (or P O box number if mail is not delivered to street address): **231 S LASALLE ST IL1-231-10-05**  
 City or town, state, and ZIP code: **CHICAGO, IL 60697**  
 Room/suite: \_\_\_\_\_  
 A Employer identification number: **62-6306576**  
 B Telephone number (see page 10 of the instructions): **(615) 749-3653**

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) ▶ \$ **20,189,754.**  
 J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

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 . . . . .

**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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
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 . . . . .	487,918.	487,918.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	119,087.			
b Gross sales price for all assets on line 6a . . . . .	174,450.			
7 Capital gain net income (from Part IV, line 2) . . . . .		119,087.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	4,816.			STMT 1
12 Total. Add lines 1 through 11 . . . . .	611,821.	607,005.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	45,475.	18,190.		27,285.
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) . . . . .	10,559.			
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) STMT 3 . . . . .	1,322.	278.		1,044.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	57,356.	18,468.		28,329.
25 Contributions, gifts, grants paid . . . . .	854,876.			854,876.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	912,232.	18,468.		883,205.
27 Subtract line 26 from line 12. . . . .	-300,411.			
a Excess of revenue over expenses and disbursements . . . . .		588,537.		
b Net investment income (if negative, enter -0-) . . . . .				
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	1,314,357.	904,211.	904,211.
	3	Accounts receivable ▶ 10,000.			
		Less: allowance for doubtful accounts ▶		10,000.	10,000.
	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 15 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)	1,025,610.	1,025,610.	1,051,408.
	b	Investments - corporate stock (attach schedule)	5,359,300.	5,463,274.	16,815,757.
	c	Investments - corporate bonds (attach schedule)	1,321,437.	1,321,437.	1,377,353.
	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</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,051,729.	8,755,557.	20,189,754.	
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	<b>Total liabilities</b> (add lines 17 through 22)				
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	9,051,729.	8,755,557.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	9,051,729.	8,755,557.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	9,051,729.	8,755,557.		

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 9,051,729.
2	Enter amount from Part I, line 27a	2 -300,411.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3 4,239.
4	Add lines 1, 2, and 3	4 8,755,557.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 8,755,557.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV DETAIL				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	119,087.
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))
2009	1,083,364.	17,946,211.	0.06036728310
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
2 Total of line 1, column (d)			2 0.26004980796
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 0.05200996159
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 18,877,672.
5 Multiply line 4 by line 3			5 981,827.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,885.
7 Add lines 5 and 6			7 987,712.
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 on page 18.			8 883,205.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 31.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and state reporting. Includes 'Yes' and 'No' columns.

**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? . . . . . Website address ▶ NONE	13	X	
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 . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2010, 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? . . . . . See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No

**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		
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 page 22 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	X
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 2010? . . . . .	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 page 22 of the 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010) . . . . .	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 2010? . . . . .	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

- 5a During the year did the foundation pay or incur any amount to:
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?  Yes  No  
 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  
 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

5b		
6b		X
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		45,475.	-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

**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
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF GRANTS OT QUALIFIED ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED	
2 -----	
3 -----	
4 -----	

**Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions.	
3 NONE	
<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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	19,165,149.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	19,165,149.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	19,165,149.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	287,477.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	18,877,672.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	943,884.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	943,884.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	11,771.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	11,771.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	932,113.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	932,113.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	932,113.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	883,205.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	883,205.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	883,205.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				932,113.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			864,876.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005 . . . . .				NONE
<b>b</b> From 2006 . . . . .				NONE
<b>c</b> From 2007 . . . . .				NONE
<b>d</b> From 2008 . . . . .				NONE
<b>e</b> From 2009 . . . . .				NONE
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4. ► \$ <u>883,205.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			864,876.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				18,329.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				913,784.
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2006 . . . . .				NONE
<b>b</b> Excess from 2007 . . . . .				NONE
<b>c</b> Excess from 2008 . . . . .				NONE
<b>d</b> Excess from 2009 . . . . .				NONE
<b>e</b> Excess from 2010 . . . . .				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 2010, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</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:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> 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:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties), . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 7

**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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 13</p>				
<b>Total</b> .....				854,876.
b <i>Approved for future payment</i>				
<b>Total</b> .....				3b





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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
BEG DEF. INCOME	488.
END DEF. INCOME	-405.
ACCR. INTR PAID	4,733.
TOTALS	----- 4,816. =====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL ESTIMATE TAX	10,559.
TOTALS	----- 10,559. =====

TUA THE ANNE POTTER WILSON FDN

62-6306576

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BLEDSOE COUNTY TAX TAX PREPARATION B OF A	278. 1,044.	278.	1,044.
TOTALS	1,322.	278.	1,044.

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

DESCRIPTION

AMOUNT

REFUND ON EXCISE TAX

4,239.

TOTAL

4,239.

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

TN

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 ..... 45,475.

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

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: 45,475.

=====

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 7

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 ..... 393,876.

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 ..... 135,000.

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 ..... 5,000.

=====

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 ..... 15,000.

RECIPIENT NAME:

CHEEKWOOD  
SWAN BALL

ADDRESS:

1200 FOREST PARK DR.  
NASHVILLE, TN 37205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL - SWAN BALL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

LEAD ACADEMY

ADDRESS:

1704 HEIMAN ST.  
Nashville, TN 37208

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 12,500.

=====

RECIPIENT NAME:

KIPP ACADEMY

ADDRESS:

123 DOUGLAS AVE  
Nashville, TN 37207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 12,500.

RECIPIENT NAME:

OASIS CENTER

ADDRESS:

1415 17TH AVE S.  
Nashville, TN 37212

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 23,000.

RECIPIENT NAME:

YMCA of Middle TN

ADDRESS:

1000 CHURCH ST.  
Nashville, TN 37203

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

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

RECIPIENT NAME:  
BOCA GRANDE HEALTH CLINIC  
ADDRESS:  
280 PARK AVE.  
Boca Grand, FL 33921  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
LADIES HERMITAGE ASSOCIATION  
ADDRESS:  
4580 RACHEL'S LANE  
Hermitage, TN 37076  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
PREVENT CHILD ABUSE TENNESSEE  
ADDRESS:  
4751 TROVSDALE DR., STE 201  
Nashville, TN 37220  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
TENNESSEE CHARTER SCHOOL  
ASSOCIATION  
ADDRESS:  
3022 VANDERBILT PLACE  
Nashville, TN 37172  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENEAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
VANDERBILT CHILDREN'S HOSPITAL  
ADDRESS:  
2200 CHILDREN'S WAY  
Nashville, TN 37232  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 28,000.

RECIPIENT NAME:  
LIFE CHOICES PREGNANCY HELP  
IN DYERSBURG  
ADDRESS:  
575 MALL LVD, STE L-1  
Nashville, TN 38024  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

PREGNANCY HELP CENTER IN  
CARTHAGE

ADDRESS:

P.O. BOX 244  
Carthage, TN 37030

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

MARTHA OBRIEN-EAST END PREP  
CHARTER SCHOOL

ADDRESS:

711 SOUTH SEVENTH ST.  
Nashville, TN 37206-3895

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

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

TOTAL GRANTS PAID:

854,876.

=====

**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					12,223.	
64,891.00		4000. GANNETT INC PROPERTY TYPE: SECURITIES 22,933.00					09/08/1981 41,958.00	05/05/2010
97,336.00		6000. GANNETT INC PROPERTY TYPE: SECURITIES 32,430.00					03/24/1982 64,906.00	05/05/2010
TOTAL GAIN (LOSS) .....		.....					----- 119,087. =====	

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

**Balance Sheet  
12/31/2010**

<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			
	904,211 290	904,211 29	904,211 29
<b>Total CASH EQUIVALENTS</b>		904,211 29	904,211 29
<b>Total CASH/CURRENCY</b>		904,211 29	904,211 29
<b>Accounts Receivable</b>		10,000 00	10,000 00
<b>EQUITIES</b>			
<b>U.S. LARGE CAP</b>			
BRISTOL MYERS SQUIBB CO			
COM	32,000 000	101,615 29	847,360 00
CITIGROUP INC			
COM	12,000.000	548,180 00	56,760 00
COCA COLA CO			
COM	25,000 000	35,625 00	1,644,250 00
EXXON MOBIL CORP			
COM	65,000.000	32,379 33	4,752,800 00
GENERAL ELEC CO			
COM	60,000 000	70,443 75	1,097,400 00
HEWLETT PACKARD CO			
COM	3,575 000	159,337 75	150,507 50
HOME DEPOT INC			
COM	10,000 000	337,200 00	350,600 00
INTEL CORP			
COM	40,000 000	161,375 00	841,200 00
MEDCO HLTH SOLUTIONS INC			
COM	3,618 000	14,877 71	221,674 86
MERCK & CO INC			
NEW COM	15,000 000	261,659 79	540,600 00
MICROSOFT CORP			
COM	10,000 000	381,653 25	279,100 00
PFIZER INC			
COM	40,000 000	29,708 33	700,400 00
PROCTER & GAMBLE CO			
COM	10,000 000	530,170 00	643,300 00
WAL-MART STORES INC			
COM	15,000 000	191,850 00	808,950 00
WELLS FARGO & CO			
NEW COM	30,000 000	628,875 00	929,700 00
ZIMMER HLDGS INC			

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

**Balance Sheet  
12/31/2010**

<b>Asset Type</b>	<b>Units</b>	<b>Fed Tax Cost</b>	<b>Market Value</b>
COM	3,200 000	5,148 46	171,776 00
<b>Total U.S. LARGE CAP</b>		<b>3,490,098 66</b>	<b>14,036,378 36</b>
 <b>U.S. MID CAP</b>			
COLUMBIA MID CAP INDEX FUND			
CLASS Z SHARES	156,453.716	1,200,000 00	1,802,346 81
<b>Total U.S. MID CAP</b>		<b>1,200,000 00</b>	<b>1,802,346.81</b>
 <b>U.S. SMALL CAP</b>			
COLUMBIA SMALL CAP INDEX FUND			
CLASS Z SHARES	46,403 712	600,000 00	801,856 14
<b>Total U.S. SMALL CAP</b>		<b>600,000 00</b>	<b>801,856 14</b>
 <b>Total EQUITIES</b>		 <b>5,290,098 66</b>	 <b>16,640,581 31</b>
 <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	157,315.50
CISCO SYS INC			
SR NT			
DTD 11/17/09 2 900% DUE 11/17/14	150,000 000	150,765 00	155,592 00
COLUMBIA SHORT TERM BOND FUND			
CLASS Z SHARES	17,641 059	173,175 75	175,175 72
FEDERAL HOME LN BKS			
CONS BD			
DTD 01/06/06 4 625% DUE 02/18/11	125,000 000	131,469 75	125,678 75
FEDERAL HOME LN BKS			
CONS BD			
DTD 10/19/07 5 000% DUE 11/17/17	150,000 000	164,036 40	170,062 50
FEDERAL HOME LN MTG CORP			
CONS BD			
DTD 10/13/06 5 125% DUE 10/18/16	150,000 000	167,029 65	170,128 50
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 03/02/07 4 750% DUE 03/05/12	250,000 000	247,951 25	262,525 00
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 06/19/09 3 000% DUE 07/28/14	150,000 000	153,520 80	157,902 00
FEDERAL NATL MTG ASSN			
BENCHMARK NT			
DTD 09/12/05 4 375% DUE 10/15/15	150,000 000	161,602 05	165,111 00
GENERAL ELEC CO			

TUA THE ANNE POTTER WILSON FDN  
62-6306576

Balance Sheet  
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
<b>NT</b>			
DTD 01/28/03 5 000% DUE 02/01/13 INTERNATIONAL BUSINESS MACHINES CORP SR UNSECD NT	125,000 000	129,390 00	133,621 25
DTD 11/06/09 2.100% DUE 05/06/13 WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK NT	150,000 000	150,579.00	153,642 00
DTD 07/25/03 5 000% DUE 08/15/15	250,000 000	245,862 50	266,807 50
<b>Total INVESTMENT GRADE TAXABLE</b>		<b>2,029,147 15</b>	<b>2,093,561 72</b>
<b>GLOBAL HIGH YIELD TAXABLE</b>			
<b>SLM CORP</b>			
<b>MTN</b>			
DTD 08/27/02 5 125% DUE 08/27/12	500,000 000	491,075 00	510,375 00
<b>Total GLOBAL HIGH YIELD TAXABLE</b>		<b>491,075 00</b>	<b>510,375 00</b>
<b>Total FIXED INCOME</b>		<b>2,520,222 15</b>	<b>2,603,936 72</b>
<b>OTHER NON-INVESTABLE ASSETS</b>			
<b>OTHER NON-INVESTABLE ASSETS</b>			
<b>BLED SOE 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>8,755,557 10</b>	<b>20,189,754 32</b>
<b>NET TOTAL</b>		<b>8,755,557 10</b>	<b>20,189,754 32</b>