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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

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)	Room/suite	B Telephone number (see instructions) (615) 749-3653
City or town, state, and ZIP code CHICAGO, IL 60697		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input 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"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,018,077.	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	528,931.	529,185.			STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	1,764,099.				
b Gross sales price for all assets on line 6a	1,905,532.				
7 Capital gain net income (from Part IV, line 2)		1,764,099.			
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)	405.				STMT 2
12 Total. Add lines 1 through 11	2,293,435.	2,293,284.			
13 Compensation of officers, directors, trustees, etc.	50,899.	30,539.			20,360.
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 instructions) STMT 3	11,771.				
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 4	1,391.	411.			980.
24 Total operating and administrative expenses. Add lines 13 through 23	64,061.	30,950.			21,340.
25 Contributions, gifts, grants paid	923,784.				923,784.
26 Total expenses and disbursements. Add lines 24 and 25	987,845.	30,950.			945,124.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,305,590.				
b Net investment income (if negative, enter -0-)		2,262,334.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	904,211.	1,357,223.	1,357,223.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶	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 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.	894,140.	938,045.
	b	Investments - corporate stock (attach schedule)	5,463,274.	6,457,322.	17,325,701.
	c	Investments - corporate bonds (attach schedule)	1,321,437.	1,321,437.	1,366,083.
	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	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,755,557.	10,061,147.	21,018,077.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
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	8,755,557.	10,061,147.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	8,755,557.	10,061,147.	
	31	Total liabilities and net assets/fund balances (see instructions)	8,755,557.	10,061,147.	

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	8,755,557.
2	Enter amount from Part I, line 27a	2	1,305,590.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,061,147.
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	10,061,147.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,787,836.		141,433.	1,646,403.		
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			1,646,403.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,764,099.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	883,205.	18,877,672.	0.04678569476
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
2 Total of line 1, column (d)			2 0.25752819031
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 0.05150563806
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 20,773,879.
5 Multiply line 4 by line 3			5 1,069,972.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22,623.
7 Add lines 5 and 6			7 1,092,595.
8 Enter qualifying distributions from Part XII, line 4			8 945,124.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	45,247.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	45,247.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	45,247.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011.	6a 11,771.		
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	11,771.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.		9	33,476.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address 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 <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 2011, 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 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 instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		50,899.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 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 instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,090,232.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	21,090,232.
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	21,090,232.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	316,353.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,773,879.
6	Minimum investment return. Enter 5% of line 5	6	1,038,694.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,038,694.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	45,247.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	45,247.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	993,447.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	993,447.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	993,447.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	945,124.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	945,124.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	945,124.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				993,447.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			913,784.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006		NONE		
b From 2007		NONE		
c From 2008		NONE		
d From 2009		NONE		
e From 2010		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 945,124.				
a Applied to 2010, but not more than line 2a			913,784.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				31,340.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (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 instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				962,107.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007		NONE		
b Excess from 2008		NONE		
c Excess from 2009		NONE		
d Excess from 2010		NONE		
e Excess from 2011		NONE		

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 6

b The form in which applications should be submitted and information and materials they should include.

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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)				
a Paid during the year SEE STATEMENT 7				
Total			▶ 3a	923,784.
b Approved for future payment				
Total			▶ 3b	

TUA THE ANNE POTTER WILSON FDN
62-6306576

BALANCE SHEET
12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	1,357,223.130	1,357,223.13	1,357,223.13
Total CASH EQUIVALENTS		1,357,223.13	1,357,223.13
Total CASH/CURRENCY		1,357,223.13	1,357,223.13
EQUITIES			
U.S. LARGE CAP			
BRISTOL MYERS SQUIBB CO COM	32,000.000	101,615.29	1,127,680.00
CITIGROUP INC NEW COM	1,200.000	548,180.00	31,572.00
COCA COLA CO COM	25,000.000	35,625.00	1,749,250.00
EXXON MOBIL CORP COM	45,000.000	22,416.39	3,814,200.00
GENERAL ELEC CO COM	60,000.000	70,443.75	1,074,600.00
HEWLETT PACKARD CO COM	3,575.000	159,337.75	92,092.00
HOME DEPOT INC COM	10,000.000	337,200.00	420,400.00
INTEL CORP COM	40,000.000	161,375.00	970,000.00
ISHARES TR S&P 500 INDEX FUND	7,850.000	1,004,010.29	988,786.00
MEDCO HLTH SOLUTIONS INC COM	3,618.000	14,877.71	202,246.20
MERCK & CO INC NEW COM	15,000.000	261,659.79	565,500.00
MICROSOFT CORP COM	10,000.000	381,653.25	259,600.00
PFIZER INC COM	40,000.000	29,708.33	865,600.00
PROCTER & GAMBLE CO COM	10,000.000	530,170.00	667,100.00
WAL-MART STORES INC COM	15,000.000	191,850.00	896,400.00
WELLS FARGO & CO NEW COM	30,000.000	628,875.00	826,800.00
Total U.S. LARGE CAP		4,478,997.55	14,551,826.20

TUA THE ANNE POTTER WILSON FDN
62-6306576

BALANCE SHEET
12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
U.S. MID CAP			
COLUMBIA MID CAP INDEX FUND			
CLASS Z SHARES	156,453.716	1,200,000.00	1,669,361.15
ZIMMER HLDGS INC			
COM	3,200.000	5,148.46	170,944.00
Total U.S. MID CAP		1,205,148.46	1,840,305.15
U.S. SMALL CAP			
COLUMBIA SMALL CAP INDEX FUND			
CLASS Z SHARES	46,403.712	600,000.00	759,628.77
Total U.S. SMALL CAP		600,000.00	759,628.77
Total EQUITIES		6,284,146.01	17,151,760.12
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
BOEING CO			
SR UNSECD NT			
DTD 07/28/09 3.500% DUE 02/15/15	150,000.000	153,765.00	161,046.00
CISCO SYS INC			
SR NT			
DTD 11/17/09 2.900% DUE 11/17/14	150,000.000	150,765.00	158,689.50
COLUMBIA SHORT TERM BOND FUND			
CLASS Z SHARES	17,641.059	173,175.75	173,940.84
FEDERAL HOME LN BKS			
CONS BD			
DTD 10/19/07 5.000% DUE 11/17/17	150,000.000	164,036.40	180,015.00
FEDERAL HOME LN MTG CORP			
CONS BD			
DTD 10/13/06 5.125% DUE 10/18/16	150,000.000	167,029.65	177,358.50
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 03/02/07 4.750% DUE 03/05/12	250,000.000	247,951.25	252,005.00
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 06/19/09 3.000% DUE 07/28/14	150,000.000	153,520.80	159,168.00
FEDERAL NATL MTG ASSN			
BENCHMARK NT			
DTD 09/12/05 4.375% DUE 10/15/15	150,000.000	161,602.05	169,498.50
GENERAL ELEC CO			
NT			
DTD 01/28/03 5.000% DUE 02/01/13	125,000 000	129,390.00	130,262.50

TUA THE ANNE POTTER WILSON FDN
62-6306576

BALANCE SHEET
12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
INTERNATIONAL BUSINESS MACHINES			
CORP SR UNSECD NT			
DTD 11/06/09 2.100% DUE 05/06/13	150,000.000	150,579.00	153,094.50
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	260,440.00
Total INVESTMENT GRADE TAXABLE		1,897,677.40	1,975,518.34
GLOBAL HIGH YIELD TAXABLE			
SLM CORP			
MTN			
DTD 08/27/02 5.125% DUE 08/27/12	500,000.000	491,075.00	502,550.00
Total GLOBAL HIGH YIELD TAXABLE		491,075.00	502,550.00
Total FIXED INCOME		2,388,752.40	2,478,068.34
OTHER NON-INVESTABLE ASSETS			
OTHER NON-INVESTABLE ASSETS			
BLED SOE COUNTY, TN			
MAP PARCEL NO. 65I-GRP C-8.00M			
SPECIAL INTEREST 007	0.500	31,025.00	31,025.00
TOTAL ASSETS		10,061,146.54	21,018,076.59
NET TOTAL		10,061,146.54	21,018,076.59

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US GOVERNMENT INT REPORTED AS NONQUALIFI	170.	170.
DOMESTIC DIVIDENDS	416,882.	416,882.
OTHER INTEREST	89,320.	89,320.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	10,391.	10,391.
NONQUALIFIED DOMESTIC DIVIDENDS	12,168.	12,168.
ENDING DEFERRED DIVIDENDS		254.
	-----	-----
TOTAL	528,931.	529,185.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
BEG. DEF. INCOME	405.

TOTALS	405.
	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL ESTIMATE TAX	11,771.

TOTALS	11,771.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
B OF A TAX PREPARATION	980.		980.
BLEDSO COUNTY TAX	411.	411.	
TOTALS	1,391.	411.	980.

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 50,899.

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:

50,899.

=====

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

THE ANNE POTTER WILSON FOUNDATION
62-6306576

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

CHARITY	ADDRESS	RELATED	FOUNDATION STATUS	PURPOSE	AMOUNT
BEACON CENTER OF TENNESSEE	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	100,000
BOY SCOUTS	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	29,000
CHARLEVOIX MIDDLE SCHOOL	CHARLEVOIX, MI	N/A	PUBLIC	SUPPORT	7,000
CUMBERLAND TRAIL CONFERENCE	CROSSVILLE, TN	N/A	PUBLIC	SUPPORT	10,000
EAST END PREP	EAST NASHVILLE, TN	N/A	PUBLIC	SUPPORT	10,000
EBENEZER BAPTIST CHURCH	GREENBRIER, TN	N/A	PUBLIC	SUPPORT	10,000
THE ENSWORTH SCHOOL	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	125,000
FRIENDS OF BOCA GRANDE	BOCA GRANDE, FL	N/A	PUBLIC	SUPPORT	25,000
FUND FOR AMERICAN STUDIES	WASHINGTON, DC	N/A	PUBLIC	SUPPORT	25,000
HELPING HANDS CLINIC, INC	MORRISTOWN, TN	N/A	PUBLIC	SUPPORT	10,000
HELPING HANDS OF HENRY COUNTY	PARIS, TN	N/A	PUBLIC	SUPPORT	10,000
HOPE HOUSE	MEMPHIS, TN	N/A	PUBLIC	SUPPORT	10,000
MONTGOMERY BELL ACADEMY	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	12,000
MULTI-COUNTY CANCER	TULLAHOMA, TN	N/A	PUBLIC	SUPPORT	10,000
NAPLES CHILDREN & EDUCATION	NAPLES, FL	N/A	PUBLIC	SUPPORT	10,000
OASIS CENTER, INC	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	10,000
SCORE	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	15,000
TEACH FOR AMERICA	NEW YORK, NY	N/A	PUBLIC	SUPPORT	10,784
TN CHARTER SCHOOL INCUBATOR	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	20,000
UNIVERSITY SCHOOL OF NASHVILLE	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	25,000
VANDERBILT	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	100,000
VANDERBILT ATHLETIC DEPT	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	125,000
VANDERBILT BLAIR SCHOOL	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	125,000
VANDERBILT UNIVERSITY	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	40,000
YWCA	NASHVILLE, TN	N/A	PUBLIC	SUPPORT	25,000
					<u>898,784</u>