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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, 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) 135 S. LASALLE ST, IL4-135-14-19		B Telephone number (see instructions) 866-752-2127
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60603		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		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) ▶ \$ 26,742,476.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
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)		

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)
Revenue	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	670,206.	670,206.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	216,835.			
	b Gross sales price for all assets on line 6a 631,447.		216,835.		
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	887,041.	887,041.		
	13 Compensation of officers, directors, trustees, etc. . .	65,212.	39,127.		26,085.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	500.	300.	NONE	200.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3 .	22,908.			
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	88,620.	39,427.	NONE	26,285.	
25 Contributions, gifts, grants paid	1,380,530.			1,380,530.	
26 Total expenses and disbursements. Add lines 24 and 25	1,469,150.	39,427.	NONE	1,406,815.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . .	-582,109.				
b Net investment income (if negative, enter -0-)		847,614.			
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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		100,000.		
	2	Savings and temporary cash investments		1,632,785.	1,573,447.	1,573,447.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 4	323,035.	158,722.	155,367.
	b	Investments - corporate stock (attach schedule)	STMT 5	7,156,645.	7,156,645.	24,763,512.
	c	Investments - corporate bonds (attach schedule)	STMT 6	508,824.	251,783.	250,050.
	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 ▶ 992429050 BLEDSON COUNTY, TN M)		14,576.	14,576.	100.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,735,865.	9,155,173.	26,742,476.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons.				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		9,735,865.	9,155,173.	
	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)		9,735,865.	9,155,173.	
31	Total liabilities and net assets/fund balances (see instructions)		9,735,865.	9,155,173.		

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	9,735,865.
2	Enter amount from Part I, line 27a	2	-582,109.
3	Other increases not included in line 2 (itemize) ▶ DEFERRED INCOME TIMING	3	1,417.
4	Add lines 1, 2, and 3	4	9,155,173.
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	9,155,173.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 631,447.		414,612.	216,835.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			216,835.	
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		2 216,835.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3

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

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

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

Section 4942 tax abated under Section 4962(a)

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,194,932.	26,324,126.	0.045393
2014	1,201,928.	26,288,427.	0.045721
2013	1,073,067.	24,260,981.	0.044230
2012	984,863.	22,109,033.	0.044546
2011	945,124.	20,773,879.	0.045496
2 Total of line 1, column (d)			2 0.225386
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 0.045077
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 26,432,479.
5 Multiply line 4 by line 3.			5 1,191,497.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,476.
7 Add lines 5 and 6.			7 1,199,973.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,406,815.

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	8,476.
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	8,476.
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	8,476.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	17,944.	
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	17,944.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,463.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 8,476. Refunded <input type="checkbox"/>	11	987.	

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 Instructions for the 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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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? Website address ► <u>NONE</u>	13	X
14 The books are in care of ► <u>BANK OF AMERICA</u> Telephone no. ► <u>(866) 752-2127</u> Located at ► <u>135 S. LASALLE ST, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	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 type="checkbox"/> Yes <input checked="" 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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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 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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, NA	TRUSTEE			
ONE BANK OF AMERICA PLAZA, NASHVILLE, TN 37239-1697	1	65,212.	-0-	-0-
Blair J. Wilson	COMMITTEE MEMBER			
c/o BANK OF AMERICA, NASHVILLE, TN 37239-1697	00	-0-	-0-	-0-
Justin P. Wilson	COMMITTEE MEMBER			
c/o BANK OF AMERICA, NASHVILLE, TN 37239-1697	00	-0-	-0-	-0-
William M. Wilson	COMMITTEE MEMBER			
c/o BANK OF AMERICA, NASHVILLE, TN 37239-1697	00	-0-	-0-	-0-

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

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

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

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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	24,758,791.
b	Average of monthly cash balances	1b	2,076,213.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	26,835,004.
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	26,835,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	402,525.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,432,479.
6	Minimum investment return. Enter 5% of line 5	6	1,321,624.

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	1,321,624.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,476.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,476.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,313,148.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,313,148.
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	1,313,148.

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	1,406,815.
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	1,406,815.
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	8,476.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,398,339.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,313,148.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,298,263.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		73,295.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,406,815.</u>				
a Applied to 2015, but not more than line 2a			1,298,263.	
b Applied to undistributed income of prior years (Election required - see instructions)	STMT 7	73,295.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				35,257.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a))	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.				
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				
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				1,277,891.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a 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 or e-mail address 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 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,380,530.
Total			▶ 3a	1,380,530.
b Approved for future payment				
Total			▶ 3b	

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

		Yes	No
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?		
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
	(7) 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.		

[illegible]

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Karen J. Kiser
Signature of officer or trustee
BANK OF AMERICA, N.A.

09/22/2017
Date

▶ SVP Tax

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	142.	142.
DOMESTIC DIVIDENDS	648,859.	648,859.
OTHER INTEREST	9,205.	9,205.
FOREIGN INTEREST	3,075.	3,075.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	5,589.	5,589.
NONQUALIFIED DOMESTIC DIVIDENDS	3,336.	3,336.
	-----	-----
TOTAL	670,206.	670,206.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	500.	300.		200.
TOTALS	500.	300.	NONE	200.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
EXCISE TAX - PRIOR YEAR	4,964.
EXCISE TAX ESTIMATES	17,944.

TOTALS	22,908.
	=====

TUA THE ANNE POTTER WILSON FDN

62-6306576

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
3133XMQ87 FEDERAL HOME LN BKS	160,633.	158,722.	155,367.
3137EAAJ8 FEDERAL HOME LN MTG	162,402.		
TOTALS	323,035.	158,722.	155,367.
	=====	=====	=====

TUA THE ANNE POTTER WILSON FDN

FORM 990PF, PART II - CORPORATE STOCK
=====

62-6306576

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
464287200 ISHARES CORE S&P 500	1,004,010.	1,004,010.	1,766,172.
30231G102 EXXON MOBIL CORP COM	15,941.	15,941.	2,888,320.
369604103 GENERAL ELEC CO COM	70,444.	70,444.	1,896,000.
437076102 HOME DEPOT INC COM	337,200.	337,200.	1,340,800.
191216100 COCA COLA CO COM	35,625.	35,625.	2,073,000.
742718109 PROCTER & GAMBLE CO	530,170.	530,170.	840,800.
931142103 WAL-MART STORES INC	191,850.	191,850.	1,036,800.
110122108 BRISTOL MYERS SQUIBB	101,615.	101,615.	1,870,080.
30219G108 EXPRESS SCRIPTS HLDG	14,875.	14,875.	201,555.
58933Y105 MERCK & CO INC NEW C	261,660.	261,660.	883,050.
717081103 PFIZER INC COM	29,708.	29,708.	1,299,200.
98956P102 ZIMMER BIOMET HLDGS	5,148.	5,148.	330,240.
172967424 CITIGROUP INC NEW CO	548,180.	548,180.	71,316.
949746101 WELLS FARGO & CO NEW	628,875.	628,875.	1,653,300.
458140100 INTEL CORP COM	161,375.	161,375.	1,450,800.
594918104 MICROSOFT CORP COM	381,653.	381,653.	621,400.
19765J608 COLUMBIA MID CAP IND	1,200,000.	1,200,000.	2,398,435.
19765J814 COLUMBIA SMALL CAP I	600,000.	600,000.	1,098,840.
19765H362 COLUMBIA SHORT TERM	173,176.	173,176.	175,705.
718172109 PHILIP MORRIS INTL I	705,802.	705,802.	731,920.
40434L105 HP INC COM	75,128.	75,128.	53,053.
42824C109 HEWLETT PACKARD ENTE	84,210.	84,210.	82,726.
TOTALS	7,156,645.	7,156,645.	24,763,512.

TUA THE ANNE POTTER WILSON FDN

62-6306576

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
92343VBD5 VERIZON COMMUNICATIO	256,053.		
92857WAX8 VODAFONE GROUP PLC N	252,771.	251,783.	250,050.
	-----	-----	-----
TOTALS	508,824.	251,783.	250,050.
	=====	=====	=====

990PF, PART XIII, LINE 4(b) ELECTION UNDER SEC. 53.4942(a)-3(d)(2)

=====

DISTRIBUTION APPLIED TO 2015 BALANCE OF REQUIRED DISTRIBUTION.

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

62-6306576

RECIPIENT NAME:

MARIA I. BOTELHO

ADDRESS:

BANK OF AMERICA, 100 WESTMINSTER ST
PROVIDENCE, RI 02903

RECIPIENT'S PHONE NUMBER: 1.401.278.60

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

EIN: 62-6306576

YEAR END: 12/31/2016

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

CHARITY	ADDRESS	RELATED	FDN STATUS	PURPOSE	AMOUNT
2ND VOTE INC	515 GREAT CIRCLE RD, NASHVILLE, TN 37228-1310	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000
BARRIER ISLAND PARKS SOCIETY INC	P.O. BOX 637, BOCA GRANDE, FL 33921-0637	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000
BEACON CENTER	200 4th AVE N., NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	42,530
CHARLEVOIX COUNTY COMMUNITY FDN	301 WATER STREET, PO BOX 718, EAST JORDAN, MI 49727-0718	N/A	PC	UNRESTRICTED GENERAL SUPPORT	35,000
COMMUNITY FDN OF COLLIER COUNTY	1110 PINE RIDGE ROAD, SUITE 200, NAPLES, FL 34106	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20,000
CUMBERLAND TRAIL CONFERENCE	409 THURMAN AVE # 102, CROSSVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000
ENSWORTH SCHOOL	7401 HIGHWAY 100, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	15,000
FAMILY & CHILDREN SERVICES	201 23RD AVE N, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000
FAMILY & CHILDREN SERVICES	201 23RD AVE N, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	35,000
GOOD SAMARITAN FAMILY SERVICES	P.O. BOX 206, ELLSWORTH, MI 49729-0206	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,000
MARTHA OBRYAN CENTER INC	711 S 7TH ST, NASHVILLE, TN 37206-3815	N/A	PC	EXPLORE COMMUNITY SCHOOL	10,000
MARTHA OBRYAN CENTER INC	711 S 7TH ST, NASHVILLE, TN 37206-3815	N/A	PC	EAST END PREP CHARTER	10,000
NAPLES CHILDREN & EDUCATION FDN	4305 EXCHANGE AVE, NAPLES, FL 34109-6249	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20,000
NASHVILLE CLASSICAL CHARTER SCH	209 10TH AVE S, NASHVILLE, TN 37203-4144	N/A	PC	UNRESTRICTED GENERAL SUPPORT	100,000
NASHVILLE PUBLIC TELEVISION INC.	161 RAINS AVE, NASHVILLE, TN 37203-5330	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20,000
NASHVILLE YMCA FOUNDATION	1000 CHURCH ST, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	132,000
NEW VISION INC	5213 LINBAR DR STE 410, NASHVILLE, TN 37211-1020	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000
OASIS CENTER INC	1704 CHARLOTTE AVENUE, SUITE 200, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000
PROJECT RENAISSANCE	1612 16TH AVE S, NASHVILLE, TN 37212-2908	N/A	PC	UNRESTRICTED GENERAL SUPPORT	26,000
REPUBLIC SCHOOLS INC	3307 BRICK CHURCH PIKE, NASHVILLE TN 37207-2301	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000
STRIVE COLLEGIATE ACADEMY INC	209 10TH AVE S STE. 416, NASHVILLE, TN 37203-0772	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000
TEACH FOR AMERICA, NASHVILLE	315 WEST 36th STREET, NY, NEW YORK	N/A	PC	UNRESTRICTED GENERAL SUPPORT	250,000
TENNESSEE STATE MUSEUM FDN	505 DEADERICK ST., NASHVILLE, TN 37243-1402	N/A	PC	UNRESTRICTED GENERAL SUPPORT	100,000
THE A21 CAMPAIGN, INC	427 E 17TH ST F223, COSTA MESA, CA 92637-3203	N/A	PC	UNRESTRICTED GENERAL SUPPORT	65,000
THE FUND FOR AMERICAN STUDIES	1706 NEW HAMPSHIRE AVE, NW, WASHINGTON, DC 20009	N/A	PC	UNRESTRICTED GENERAL SUPPORT	105,000
THE NEXT DOOR	P O BOX 23336, NASHVILLE, TN 3723-1949	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000
UNIV OF NASHVILLE MONTGOMERY	4001 HARDING ROAD, NASHVILLE, TN 37205-1902	N/A	PC	UNRESTRICTED GENERAL SUPPORT	28,000
UNIVERSITY SCHOOL OF NASHVILLE	2000 EDGEHILL AVENUE, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000
VANDERBILT UNIVERSITY	2301 VANDERBILT PLACE, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	41,000
VANDERBILT UNIVERSITY	2301 VANDERBILT PLACE, NASHVILLE, TN	N/A	PC	MONROE CARELL'S CHILDREN'S HOSPITAL	50,000
VANDERBILT UNIVERSITY	2301 VANDERBILT PLACE, NASHVILLE, TN	N/A	PC	UNRESTRICTED GENERAL SUPPORT	100,000
					1,380,530