

Form **990-PF**

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

**2018**

Department of the Treasury  
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending

**JUSTIN & VALERE POTTER FOUNDATION**  
**BANK OF AMERICA, N.A.**  
135 S. LASALLE IL4-135-14-19  
CHICAGO, IL 60697

**A** Employer identification number  
62-6306577

**B** Telephone number (see instructions)  
866-752-2127

**C** If exemption application is pending, check here

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

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

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

**G** Check all that apply

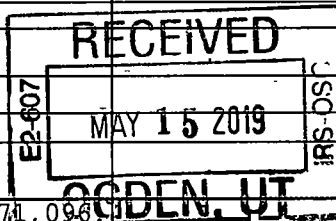
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation **04**  
 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, column (c), line 16)  
▶ \$ 17,513,643.

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	121,316.	121,316.	N/A	
	<b>4</b> Dividends and interest from securities	231,526.	231,526.		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	1,218,254.			
	<b>b</b> Gross sales price for all assets on line 6a 6,715,365.				
	<b>7</b> Capital gain net income (from Part IV, line 2)		1,218,254.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total</b> Add lines 1 through 11	1,571,096.	1,571,096.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	108,466.	65,080.		43,386.
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St 1	1,825.	1,095.		730.
	<b>c</b> Other professional fees (attach sch) See St 2	21,184.	21,184.		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instrs) See Stm 3	30,848.	7,192.		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	162,323.	94,551.		44,116.
	<b>24</b> Contributions, gifts, grants paid <b>Part XV</b>	984,861.			984,861.
<b>25 Total expenses and disbursements</b> Add lines 24 and 25	1,147,184.	94,551.		1,028,977.	
<b>26</b> Subtract line 26 from line 12.					
<b>a</b> Excess of revenue over expenses and disbursements	423,912.				
<b>b</b> Net investment income (if negative, enter -0-)		1,476,545.			
<b>c</b> Adjusted net income (if negative, enter -0-)					



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	501,845.	1,414,234.	1,414,234.
	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 sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	15,034,055.	14,539,509.	16,099,409.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	15,535,900.	15,953,743.	17,513,643.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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)	0.	0.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</b> <input type="checkbox"/>			
	24 Unrestricted			
	25 Unrestricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	15,535,900.	15,953,743.	
30 <b>Total net assets or fund balances</b> (see instructions)	15,535,900.	15,953,743.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	15,535,900.	15,953,743.		

**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	15,535,900.
2 Enter amount from Part I, line 27a	2	423,912.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,959,812.
5 Decreases not included in line 2 (itemize) ▶ <u>See Statement 4</u>	5	6,069.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	15,953,743.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1 a PUBLICLY TRADED SECURITIES</b>		P		
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 6,715,365.		5,497,111.	1,218,254.	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a			1,218,254.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2	1,218,254.
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 <span style="border: 1px solid black; padding: 2px;"> </span>			3	1,218,254.

**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 doesn't 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))
2017	939,150.	18,761,315.	0.050058
2016	945,564.	17,376,379.	0.054417
2015	951,795.	18,224,838.	0.052225
2014	964,043.	18,422,473.	0.052330
2013	907,328.	17,443,292.	0.052016
2 Total of line 1, column (d)			2 0.261046
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.052209
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 19,202,222.
5 Multiply line 4 by line 3			5 1,002,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,765.
7 Add lines 5 and 6			7 1,017,294.
8 Enter qualifying distributions from Part XII, line 4			8 1,028,977.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows for credits and payments (6a-6d). Total tax due is 0.00, with 1,031.00 overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, expenditures, and reporting. Includes handwritten 'TN' and a circled '2'.

**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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: ... <b>NONE</b>	X	
14 The books are in care of <b>BANK OF AMERICA, IL4-135-14-19</b> Telephone no <b>---</b> Located at <b>135 LASALLE ST. CHICAGO IL</b> ZIP + 4 <b>60603</b>		
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	N/A	<input type="checkbox"/>
16 At any time during calendar year 2018, 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 FinCEN Form 114. If 'Yes,' enter the name of the foreign country <b>---</b>		X

**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
1 a 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. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1 b	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 2018?	1 c	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <b>20 __, 20 __, 20 __, 20 __</b>		
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20 __, 20 __, 20 __, 20 __</b>		
3 a 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 2018 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 2018)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2018?	4 b	X

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

5a During the year, did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions  Yes  No

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

b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions  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). N/A

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, and 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 N.A. 135 S. LASALLE ST. IL4-135-14- CHICAGO, IL 30603	Trustee 1.00	108,466.	0.	0.
JOHN T. MENEFEЕ III 2550 CHARLIE THOMAS RD. CORNERSVILLE, TN 37047	Committee Mem 0	0.	0.	0.
ELEANOR M PARKES 4411 TRUXTON PLACE NASHVILLE, TN 37205	Committee Mem 0	0.	0.	0.
MARIANNE BYRD 4419 HARDING PLACE NASHVILLE, TN 37205	Committee Mem 0	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				

Total number of other employees paid over \$50,000 0

**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		
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services 0

**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 N/A	
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 N/A	
2	
All other program-related investments See instructions	

Total. Add lines 1 through 3 0.

**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	1 a	18,581,330.
b	Average of monthly cash balances	1 b	913,312.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	19,494,642.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,494,642.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	292,420.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,202,222.
6	Minimum investment return. Enter 5% of line 5	6	960,111.

**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	960,111.
2a	Tax on investment income for 2018 from Part VI, line 5	2 a	14,765.
b	Income tax for 2018 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	14,765.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	945,346.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	945,346.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	945,346.

**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	1 a	1,028,977.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,028,977.
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	14,765.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,014,212.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				945,346.
2 Undistributed income, if any, as of the end of 2018.				
a Enter amount for 2017 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	83,694.			
b From 2014	59,746.			
c From 2015	55,903.			
d From 2016	92,613.			
e From 2017	16,878.			
f Total of lines 3a through e	308,834.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 1,028,977.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2018 distributable amount				945,346.
e Remaining amount distributed out of corpus	83,631.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	392,465.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0.
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)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	83,694.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	308,771.			
10 Analysis of line 9				
a Excess from 2014	59,746.			
b Excess from 2015	55,903.			
c Excess from 2016	92,613.			
d Excess from 2017	16,878.			
e Excess from 2018	83,631.			



**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)				
<p><b>a</b> Paid during the year See Statement 6</p>				
<p><b>Total</b></p>			▶ <b>3 a</b>	984,861.
<p><b>b</b> Approved for future payment</p>				
<p><b>Total</b></p>			▶ <b>3 b</b>	





Client POTTERFD

JUSTIN & VALERE POTTER FOUNDATION  
BANK OF AMERICA, N.A.

62-6306577

4/25/19

01 48PM

**Statement 1**  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING AND TAX PREPARATION	\$ 1,825.	\$ 1,095.		\$ 730.
Total	<u>\$ 1,825.</u>	<u>\$ 1,095.</u>		<u>\$ 730.</u>

**Statement 2**  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	\$ 21,184.	\$ 21,184.		\$ 0.
Total	<u>\$ 21,184.</u>	<u>\$ 21,184.</u>		<u>\$ 0.</u>

**Statement 3**  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESTIMATED FED. EXCISE TX PMT.	\$ 15,796.			
FED. EXCISE TAX PRIOR YEAR	7,860.			
FOREIGN INVESTMENT TAX	7,192.	\$ 7,192.		
Total	<u>\$ 30,848.</u>	<u>\$ 7,192.</u>		<u>\$ 0.</u>

**Statement 4**  
Form 990-PF, Part III, Line 5  
Other Decreases

OTHER DECREASES				\$ 6,069.
Total				<u>\$ 6,069.</u>

**Statement 5**  
Form 990-PF, Part XV, Line 2a-d  
Application Submission Information

Name of Grant Program: MEGAN S DAVIS, VICE PRESIDENT  
 Name: U.S. TRUST/BANK OF AMERICA  
 Care Of: U.S. TRUST/BANK OF AMERICA  
 Street Address: TN9-120-23-01, 222 2ND AVE. SOUTH, SUITE 2300  
 City, State, Zip Code: NASHVILLE, TN 37219  
 Telephone: 615-749-3176  
 E-Mail Address:

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JUSTIN & VALERE POTTER FOUNDATION  
BANK OF AMERICA, N.A.

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**Statement 5 (continued)**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Form and Content: BY LETTER REQUEST SPECIFYING THE APPLICANTS QUALIFICATIONS AND TAX STATUS.  
 Submission Deadlines: NONE  
 Restrictions on Awards: NONE, PRIMARY PURPOSE IS TO HELP CHARITABLE ORGANIZATIONS IN THE SOUTHEAST U.S.

**Statement 6**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
BOYS AND GIRLS CLUB 67 THOMPSON LANE NASHVILLE TN 37211	NONE	PC	GENERAL SUPPORT	\$ 81,500.
VANDERBILT MEDICAL CENTER 704 BAKER BLDG., VANDERBILT UN NASHVILLE TN 37204	NONE	PC	GENERAL SUPPORT	140,000.
FAITH FAMILY CLINIC 326, 21ST AVE. NORTH NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	47,000.
NASHVILLE RESCUE MISSION 639 LAFAYETTE ST. NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	10,000.
CATHEDRAL OF THE INCARNATION 2001 WEST END AVE. NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	20,000.
BELLE MEADE PLANTATION 5025 HARDING PIKE NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	10,000.
ST. CECELIA ACADEMY 4210 HARDING RD. NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	170,000.
THE NEXT DOOR 128 - 8TH AVE. SOUTH NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	100,000.
HABITAT FOR HUMANITY 2950 KRAFT DR.#100 NASHVILLE TN 37204	NONE	PC	GENERAL SUPPORT	15,000.

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Statement 6 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
SENIOR RIDE 298 FOSTER AVE. NASHVILLE TN 37207	NONE	PC	GENERAL SUPPORT	\$ 5,000.
GILES COUNY, TN FIRE AND RESCUE 120 JIMMY SUGGS DR. PULASKI TN 38474	NONE	PC	GENERAL SUPPORT	20,000.
JUNIOR ACHIEVEMENT 120 POWELL PL. NASHVILLE TN 37204	NONE	PC	GENERAL SUPPORT	20,000.
BIG BROTHERS AND SISTERS 1704 CHARLOTTE AVE., #130 NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	10,000.
FRIENDS OF WARNER PARK 50 VAUGHNS GAP RD NASHVILLE TN 37221	NONE	PC	GENERAL SUPPORT	1,454.
GILES COUNTY HELP CENTER 314 N. 1ST STR. PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	2,000.
LEG UP THERAPUETIC RIDING CENTER 391 MAXWELL HILL RD PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	1,953.
HARPETY HALL SCHOOL 3801 HOBBS RD NASHVILLE TN 37215	NONE	PC	GENERAL SUPPORT	24,000.
IMACULATE CONCEPTION CATHOLIC CHARITIES 2013 25TH N. NASHVILLE TN 37208	NONE	PC	GENERAL SUPPORT	5,000.
COMMON GROUND COOPERATIVE 2309 SCOTT AVE NASHVILLE TN 37216	NONE	PC	GENERAL SUPPORT	10,000.
THE ESTUARY 3010 POSTON AVE, SUITE 200 NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	30,000.
NASHVILLE CHILDRENS THEATRE 2040, 25 MIDDLETON ST NASHVILLE TN 37201	NONE	PC	GENERAL SUPPORT	7,500.



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Statement 6 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ANDREW JACKSON FOUNDATION 4580 RACHEL'S LANE NASHVILLE TN 37076	NONE	PC	GENERAL SUPPORT	\$ 10,000.
VANDERBILT UNIVERSITY-SCHOLARSHIP FD PMB 407727, 2301 VANDERBILT PLACE NASHVILLE TN 37240	NONE	PC	GENERAL SUPPORT	20,000.
HARDING ACADEMY 170 WINDSOR DR. NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	1,000.
OVERBROOK SCHOOL 4210 HARDING PLACE NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	30,000.
RICHLAND ELEMENTARY SCHOOL 10333 COLUMBIA HWY. LYNNVILLE TN 38472	NONE	PC	GENERAL SUPPORT	38,454.
CENTERSTONE MILITARY SERVICES 44 VANTAGE WAY NASHVILLE TN 37228	NONE	PC	GENERAL SUPPORT	20,000.
BASILICA SCH OF ST MARY STAR OF THE SE 700 TRUMAN AVE KEY WEST FL 33040	NONE	PC	GENERAL SUPPORT	75,000.
VOLUNTEER STATE HORSEMENTS FDN 1600 DIVISION ST., SUTIE 700 NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	60,000.

Total \$ 984,861.