

1912

OMB No 1545-0047

Form 990-PF

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

2019

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

Open to Public Inspection

For calendar year 2019 or tax year beginning 2019, and ending

JUSTIN & VALERE POTTER FOUNDATION BANK OF AMERICA, N.A. 135 S. LASALLE IL4-135-14-19 CHICAGO, IL 60603

Employer identification number 62-6306577 Telephone number 866-752-2127

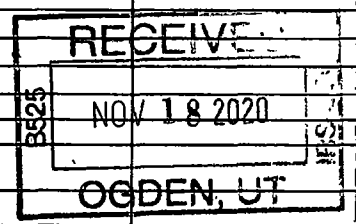
Check all that apply: Initial return, Final return, Address change, Amended return, Name change

Check type of organization: Section 501(c)(3) exempt private foundation

Fair market value of all assets at end of year \$15,606,215 Accounting method: Cash

Part I Analysis of Revenue and Expenses

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-11), Operating and Administrative Expenses (13-26), and Summary (27).



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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			1,245,661.
	2 Savings and temporary cash investments	1,414,234.	1,245,661.	
	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)	14,539,509.	10,816,278.	14,360,554.
	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 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	15,953,743.	12,061,939.	15,606,215.	
Liabilities	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 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input type="checkbox"/>			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds	15,953,743.	12,061,939.	
29 Total net assets or fund balances (see instructions)	15,953,743.	12,061,939.		
30 Total liabilities and net assets/fund balances (see instructions)	15,953,743.	12,061,939.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	15,953,743.
2 Enter amount from Part I, line 27a	2	-5,620,228.
3 Other increases not included in line 2 (itemize) See Statement 4	3	1,736,592.
4 Add lines 1, 2, and 3	4	12,070,107.
5 Decreases not included in line 2 (itemize) See Statement 5	5	8,168.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 29.	6	12,061,939.

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.)
1 a PUBLICLY TRADED SECURITIES		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 4,335,726.		3,837,826.	497,900.	
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			497,900.	
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	497,900.	
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		3	497,900.	

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))
2018	1,014,212.	19,202,222.	0.052817
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
2 Total of line 1, column (d)			0.261847
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			0.052369
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			19,129,699.
5 Multiply line 4 by line 3			1,001,803.
6 Enter 1% of net investment income (1% of Part I, line 27b)			7,827.
7 Add lines 5 and 6			1,009,630.
8 Enter qualifying distributions from Part XII, line 4			6,394,046.

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)

1 a 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)			
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		1	7,827.
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	0.
3 Add lines 1 and 2		3	7,827.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,827.
6 Credits/Payments			
a 2019 estimated tax pymts and 2018 overpayment credited to 2019	6a	12,520.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,693.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input type="checkbox"/> 1,957. Refunded <input checked="" type="checkbox"/>	11	2,736.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the 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 ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
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
4 a 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?		N/A
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	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions ▶ 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 2019 or the tax year beginning in 2019? See the 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		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 See St 6..	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	X	
14 The books are in care of ▶ BANK OF AMERICA, IL4-135-14-19 Telephone no ▶ 866-752-2127 Located at ▶ 135 LASALLE ST. CHICAGO IL ZIP + 4 ▶ 60603		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here N/A. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ▶ 15 N/A		
16 At any time during calendar year 2019, 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?		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
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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
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. ▶ 20 __ , 20 __ , 20 __ , 20 __		
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	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 2019?	4 b	X

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

5 a 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

b If any answer is 'Yes' to 5a(1)–(5), did 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

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

5 b Yes No

6 a 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

6 b Yes No

7 a 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

7 b 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	107,550.	0.	0.
JOHN T. MENEFEE 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 <u>N/A</u> ----- -----	
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 <u>N/A</u> ----- -----		
2 ----- -----		
All other program-related investments See instructions 3 ----- -----		
Total. Add lines 1 through 3.		0.

BAA

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	17,750,489.
b	Average of monthly cash balances	1 b	1,670,525.
c	Fair market value of all other assets (see instructions).	1 c	
d	Total (add lines 1a, b, and c)	1 d	19,421,014.
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	19,421,014.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	291,315.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,129,699.
6	Minimum investment return. Enter 5% of line 5	6	956,485.

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	956,485.
2a	Tax on investment income for 2019 from Part VI, line 5	2 a	7,827.
b	Income tax for 2019. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	7,827.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	948,658.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	948,658.
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	948,658.

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	6,394,046.
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	6,394,046.
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	7,827.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,386,219.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				948,658.
2 Undistributed income, if any, as of the end of 2019.				
a Enter amount for 2018 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2019				
a From 2014	59,746.			
b From 2015	55,903.			
c From 2016	92,613.			
d From 2017	16,878.			
e From 2018	83,631.			
f Total of lines 3a through e	308,771.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 6,394,046.				
a Applied to 2018, 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 2019 distributable amount				948,658.
e Remaining amount distributed out of corpus	5,445,388.			
5 Excess distributions carryover applied to 2019 (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 . . .	5,754,159.			
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 2018. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7 (see instructions)	59,746.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	5,694,413.			
10 Analysis of line 9				
a Excess from 2015	55,903.			
b Excess from 2016	92,613.			
c Excess from 2017	16,878.			
d Excess from 2018	83,631.			
e Excess from 2019	5,445,388.			

BAA

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

- 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 2019, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2019	(b) 2018	(c) 2017	(d) 2016	

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

 See Statement 7

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

 See Statement for Line 2a
c Any submission deadlines

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

 See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 8				
Total				▶ 3 a 6,350,296.
b Approved for future payment				
Total				▶ 3 b

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
 - (2) Other assets
 - b** Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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 *Chase J. Klein* Date _____ Title **Trustee**

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below? See instructions Yes No

Paid Preparer Use Only

Print/Type preparer's name: **Hubert E Yeary** Preparer's signature: *Hubert E Yeary* Date: **10-15-20** Check if self employed PTIN: **P01061750**

Firm's name: **Yeary Howell & Associates** Firm's EIN: **62-1664909**

Firm's address: **501 East Iris Drive Nashville, TN 37204** Phone no: **615-385-1008**

Client POTTERFD

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

62-6306577

10/14/20

03:45PM

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
Total	\$ 1,825.	\$ 1,095.		\$ 730.
	<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	\$ 17,182.	\$ 17,182.		
LEGAL FEES	1,351.	1,351.		
Total	\$ 18,533.	\$ 18,533.		\$ 0.
	<u>\$ 18,533.</u>	<u>\$ 18,533.</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
ADVALOREM TAX	\$ 1,646.	\$ 1,646.		
ESTIMATED FED. EXCISE TX PMT.	11,489.			
FOREIGN INVESTMENT TAX	5,215.	5,215.		
Total	\$ 18,350.	\$ 6,861.		\$ 0.
	<u>\$ 18,350.</u>	<u>\$ 6,861.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part III, Line 3
Other Increases

MARKET VALUE IN EXCESS OF COST-DONATED STOCK.				\$ 1,736,592.
			Total	<u>\$ 1,736,592.</u>

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

OTHER DECREASES				\$ 8,168.
			Total	<u>\$ 8,168.</u>

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

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Statement 6
Form 990-PF, Part VII-A, Line 12
Explanation of Distribution to Donor Advised Fund

Qualifying Distribution Statement:
DURING THE YEAR THE JUSTIN & VALERE POTTER FOUNDATION TRANSFERRED \$5,298,745 TO THE BANK OF AMERICA CHARITABLE GIFT FUND. THE TRANSFER IS INCLUDED IN THE 2019 QUALIFYING DISTRIBUTION OF THE JUSTIN & VALERE POTTER FOUNDATION.
Section 170(C)(2)(B) Explanation:
ALL DISTRIBUTIONS FROM THE DONOR ADVISED FUNDS BY BANK OF AMERICA, N.A. CHARITABLE GIFT TRUST ARE REQUIRED TO BE FOR THE BENEFIT OF 501(C)(3) CHARITIES THAT MEET THE DEFINITIONAL PURPOSES OF THE I.R.C. SECTION 170(c)(2)(B).

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: MEGAN S DAVIS, VICE PRESIDENT
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:
Form and Content: BY LETTER REQUEST SPECIFYING THE APPLICANTS QAULIFICATIONS AND TAX STATUS.
Submission Deadlines: NONE
Restrictions on Awards: NONE, PRIMARY PURPOSE IS TO HELP CHARITABLE ORGANIZATIONS IN THE SOUTHEAST U.S.

Statement 8
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>
BOY SCOUTS OF AMERICA 67 THOMPSON LANE NASHVILLE TN 37211	NONE	PC	GENERAL SUPPORT	\$ 70,000.
VANDERBILT MEDICAL CENTER 704 BAKER BLDG., VANDERBILT UN NASHVILLE TN 37204	NONE	PC	GENERAL SUPPORT	40,000.
FAITH FAMILY CLINIC 326, 21ST AVE. NORTH NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	26,333.

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

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Statement 8 (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>
CATHEDRAL OF THE INCARNATION 2001 WEST END AVE. NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	\$ 108,333.
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD TN 37027	NONE	PC	GENERAL SUPPORT	8,334.
BELLE MEADE PLANTATION 5025 HARDING PIKE NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	10,000.
FATHER RYAN 700 NORWOOD DR NASHVILLE TN 37204	NONE	PC	GENERAL SUPPORT	10,000.
ST. CECELIA ACADEMY 4210 HARDING RD. NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	25,000.
RIVERSIDE MILITARY ACADEMY 2001RIVERSIDE DR. GAINESVILLE GA 30501	NONE	PC	GENERAL SUPPORT	25,000.
HABITAT FOR HUMANITY 2950 KRAFT DR. #100 NASHVILLE TN 37204	NONE	PC	GENERAL SUPPORT	5,000.
GILES COUNTY, TN FIRE AND RESCUE 120 JIMMY SUGGS DR. PULASKI TN 38474	NONE	PC	GENERAL SUPPORT	5,000.
GILES COUNTY HELP CENTER 314 N. 1ST STR. PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	5,000.
HARPETY HALL SCHOOL 3801 HOBBS RD NASHVILLE TN 37215	NONE	PC	GENERAL SUPPORT	25,000.
END SLAVERY TN 500 VANTAGE WAY #255 NASHVILLE TN 37228	NONE	PC	GENERAL SUPPORT	5,000.
MARSHALL COUNTY TN EMS 728 S. ELLINGTON PKWY LEWISBURG TN 37091	NONE	PC	GENERAL SUPPORT	5,000.

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

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Statement 8 (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
STAR OF THE SEA FUNDATION 5640 MCDONALD AVE. KEY WEST FL 33040	NONE	PC	GENERAL SUPPORT	\$ 73,000.
IMACULATE CONCEPTION CATHOLIC CHARITIES 2013 25TH N. NASHVILLE TN 37208	NONE	PC	GENERAL SUPPORT	5,000.
PULASKI BOYS & GIRLS CLUB 540 CHERRY ST. PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	5,000.
THE ESTUARY 3010 POSTON AVE, SUITE 200 NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	5,000.
VANDERBILT UNIVERSITY-SCHOLARSHIP FD PMB 407727, 2301 VANDERBILT PLACE NASHVILLE TN 37240	NONE	PC	GENERAL SUPPORT	15,000.
OVERBROOK SCHOOL 4210 HARDING PLACE NASHVILLE TN 37205	NONE	PC	GENERAL SUPPORT	20,000.
RICHLAND ELEMENTARY SCHOOL 10333 COLUMBIA HWY. LYNNVILLE TN 38472	NONE	PC	GENERAL SUPPORT	25,000.
VOLUNTEER STATE HORSEMENTS FDN 1600 DIVISION ST., SUTIE 700 NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	60,000.
RICHLAND HIGH SCHOOL 10333 COLUMBIA HWY LYNNVILLE TN 38471	NONE	PC	GENERAL SUPPORT	25,000.
THE POURING SPOT 235 NORTH FIRST ST PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	5,000.
LEG UP THERAPUDIC RIDING CTR 391 MAXWELL HILL RD PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	7,500.

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BANK OF AMERICA, N.A.

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Statement 8 (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
MAIN ST PULASKI 100 SOUTH SECOND ST PULASKI TN 38478	NONE	PC	GENERAL SUPPORT	\$ 1,500.
U.S PONY CLUBS OF AMERICA DEVELOP. DEPT, 4041 IRON WORDS PKWY LEXINGTON KY 40511	NONE	PC	GENERAL SUPPORT	5,000.
YOUTH VILLAGES FOUNDATION INC 3320 BROTHER BLVD MEMPHIS TN 38133	NONE	PC	GENERAL SUPPORT	50,000.
ANDREW JACKSON FDN 4580 RACHELS LANE HERMITAGE TN 37076	NONE	PC	GENERAL SUPPORT	10,000.
CUMBERLAND RIVER COMPACT 2 VICTORY AVE #300 NASHVILLE TN 37213	NONE	PC	GENERAL SUPPORT	5,000.
FANNIE BATTLE DAY HOME 108 CHAPEL AVE NASHVILLE TN 37206	NONE	PC	GENERAL SUPPORT	2,500.
YNCA 1000 CHURCH ST NASHVILLE TN 37203	NONE	PC	GENERAL SUPPORT	2,500.
SECOND HARVEST FOOD BANL 331 GREAT CIRCLE RD NASHVILLE TN 37208	NONE	PC	GENERAL SUPPORT	5,000.
BANK OF AMERICA CHARITABLE GIFT FUND P.O. BOX 1802 PROVIDENCE RI 02901	NONE	PC	GENERAL SUPPORT	351,551.
BANK OF AMERICA CHARITABLE GIFT FUND P.O. BOX 1802 PROVIDENCE RI 02901	NONE	PC	PUBLIC SUPPORT	5,298,745.
Total				\$ <u>6,350,296.</u>