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

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

2008

For calendar year 2008, or tax year beginning

11/01, 2008, and ending

10/31, 2009

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

<b>Use the IRS label.</b> <b>Otherwise, print or type.</b> <b>See Specific Instructions.</b>	Name of foundation <b>WILLIAM F BRYAN TRUST 2311000517</b>		<b>A Employer identification number</b> <b>62-6179945</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O REGIONS BANK TRUST DEPT., P O BOX 2886</b>		<b>B Telephone number (see page 10 of the Instructions)</b> <b>(251) 690-1024</b>
	Room/suite		
	City or town, state, and ZIP code <b>MOBILE, AL 36652-2886</b>		

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **2,506,027.** 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 page 11 of the instructions).)		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" 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					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	<b>1,010,953.</b>				
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					
b Less: Cost of goods sold	<b>15</b>	<b>RECEIVED</b>	<b>15</b>		
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	<b>81,649.</b>		<b>93,536.</b>		<b>STMT 1</b>
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages				<b>NONE</b>	<b>NONE</b>
15 Pension plans, employee benefits				<b>NONE</b>	<b>NONE</b>
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)		<b>4,262.</b>			<b>STMT 2</b>
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings				<b>NONE</b>	<b>NONE</b>
22 Printing and publications				<b>NONE</b>	<b>NONE</b>
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23	<b>9,238.</b>		<b>3,317.</b>		<b>1,659.</b>
25 Contributions, gifts, grants paid					
126,522.					<b>126,522.</b>
26 Total expenses and disbursements. Add lines 24 and 25					
	<b>135,760.</b>		<b>3,317.</b>		<b>NONE</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)				<b>90,219.</b>	
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA  
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Form 990-PF (2008)

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
1	Cash - non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .			NONE
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 page 15 of the 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 . . . . .			
10	a Investments - U S and state government obligations (attach schedule) . . . . .	STMT 4	2,314,379.	2,417,199.
	b Investments - corporate stock (attach schedule) . . . . .			
	c Investments - corporate bonds (attach schedule) . . . . .			
11	Investments - land, buildings, and equipment: basis ►			
	Less: accumulated depreciation ►			
12	Investments - mortgage loans . . . . .			
13	Investments - other (attach schedule) . . . . .	STMT 6.	187,958.	31,025.
14	Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation ►			
15	Other assets (describe ►) . . . . .	)		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		2,502,337.	2,448,224.
				2,506,027.
17	Accounts payable and accrued expenses . . . . .			
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ►) . . . . .	)		
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
	<b>Foundations that follow SFAS 117, check here ►</b> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
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 . . . . .		2,502,337.	2,448,224.
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		2,502,337.	2,448,224.
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		2,502,337.	2,448,224.

**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	2,502,337.
2	Enter amount from Part I, line 27a . . . . .	2	-54,111.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,448,226.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 7 . . . . .	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,448,224.

**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.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . .	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-15,079.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . . }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . .  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	123,446.	2,607,344.	0.04734549795
2006	124,485.	2,549,106.	0.04883476795
2005	108,761.	2,535,682.	0.04289220809
2004	96,636.	2,584,957.	0.03738398743
2003	103,050.	2,652,300.	0.03885307092

- 2 Total of line 1, column (d) . . . . . 2 0.21530953234
  - 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 0.04306190647
  - 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . . 4 2,571,680.
  - 5 Multiply line 4 by line 3 . . . . . 5 110,741.
  - 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 902.
  - 7 Add lines 5 and 6 . . . . . 7 111,643.
  - 8 Enter qualifying distributions from Part XII, line 4 . . . . . 8 128,181.
- If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	902.
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	902.	
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	902.	
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . .	6a	1,108.	
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	1,108.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	206.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ► 206. Refunded ► 11	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	X
<i>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.</i>		
1c Did the foundation file Form 1120-POL for this year? . . . . .	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2	X
<i>If "Yes," attach a detailed description of the activities.</i>		
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 . . . . .	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>		
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? . . . . .	6	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 . . . . .	7	X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____ STMT 8		
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 . . . . .	8b	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	X

**Part VII-A Statements Regarding Activities (continued)**

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .  11  X
- 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .  12  X
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .  13  X  
Website address ► N/A
- 14 The books are in care of ► REGIONS BANK Telephone no. ► (251) 690-1024  
Located at ► 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP + 4 ► 36602
- 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

**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.

- 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? . . . . .  Yes  No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .  Yes  No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .  Yes  No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .  Yes  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)? . . . . .  Yes  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.) . . . . .  Yes  No
- 1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .  1b  X  
Organizations relying on a current notice regarding disaster assistance check here ►
- 1c 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 2008? . . . . .  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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . .  Yes  No  
If "Yes," list the years ►
- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) . . . . .  2b  X
- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  
►
- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .  Yes  No
- b If "Yes," did it have excess business holdings in 2008 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 2008.) . . . . .  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 2008? . . . . .  4b  X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? . . . . .				5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					
	If you answered "Yes" to 6b, also file Form 8870.					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .					

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		4,976.	-0-	-0-
-----				
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

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

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

Form 990-PF (2008)

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

**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	NONE	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See page 24 of the instructions.		
3	NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>		

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

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	2,610,843.
b Average of monthly cash balances . . . . .	1b	NONE
c Fair market value of all other assets (see page 24 of the instructions) . . . . .	1c	NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d	2,610,843.
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	2,610,843.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) . . . . .	4	39,163.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	2,571,680.
<b>6 Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	128,584.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6 . . . . .	1	128,584.
2a Tax on investment income for 2008 from Part VI, line 5 . . . . .	2a	902.
b Income tax for 2008. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	902.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	127,682.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	127,682.
6 Deduction from distributable amount (see page 25 of the instructions) . . . . .	6	NONE
7 <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	127,682.

**Part XII Qualifying Distributions** (see page 25 of the 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	128,181.
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	128,181.
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 page 26 of the instructions) . . . . .	5	902.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	127,279.

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

## Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7 . . . . .				127,682.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only . . . . .			127,442.	
b Total for prior years 20 06, 20 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003 . . . . .	NONE			
b From 2004 . . . . .	NONE			
c From 2005 . . . . .	NONE			
d From 2006 . . . . .	NONE			
e From 2007 . . . . .	NONE			
f Total of lines 3a through e . . . . .		NONE		
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 128,181.			127,442.	
a Applied to 2007, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .		NONE		
d Applied to 2008 distributable amount . . . . .				739.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE		
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .			NONE	
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009. . . . .				126,943.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .		NONE		
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .		NONE		
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .		NONE		
10 Analysis of line 9:				
a Excess from 2004 . . . . .	NONE			
b Excess from 2005 . . . . .	NONE			
c Excess from 2006 . . . . .	NONE			
d Excess from 2007 . . . . .	NONE			
e Excess from 2008 . . . . .	NONE			

**Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE**

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . .  
b Check box to indicate whether the foundation is a private operating foundation described in section

Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(5) or 4942(j)(6)					
	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**

---

**1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines:**

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

**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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE STATEMENT 11				
<b>Total . . . . .</b>			► 3a	126,522.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**Line No. ▼** Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)

NOT APPLICABLE

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer or trustee

**REGIONS BANK, TRUSTEE**

Date

---

**Title**

1/2009 TRUST OFFICER

Paid  
Preparer's  
Use Only

Preparer's  
signature

Date

Check if  
self-employed

**Preparer's identifying number  
(See Signature on page 30 of the  
instructions)**

**Firm's name (or yours if self-employed), address, and ZIP code**

EIN 

Phone no.

---

Form 990-PF (2008)

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
			96.96 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	11/20/2008
97.00			PROPERTY TYPE: SECURITIES					
			95.00				2.00	
			111.6 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	12/22/2008
112.00			PROPERTY TYPE: SECURITIES					
			109.00				3.00	
			31.56 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	01/20/2009
32.00			PROPERTY TYPE: SECURITIES					
			31.00				1.00	
			201.05 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	02/20/2009
201.00			PROPERTY TYPE: SECURITIES					
			197.00				4.00	
			153.71 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	03/20/2009
154.00			PROPERTY TYPE: SECURITIES					
			151.00				3.00	
			295.34 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	04/20/2009
295.00			PROPERTY TYPE: SECURITIES					
			289.00				6.00	
			135.92 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	05/20/2009
136.00			PROPERTY TYPE: SECURITIES					
			133.00				3.00	
			291.93 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	06/22/2009
292.00			PROPERTY TYPE: SECURITIES					
			286.00				6.00	
			252.76 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	07/20/2009
253.00			PROPERTY TYPE: SECURITIES					
			248.00				5.00	
			506.22 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	08/20/2009
506.00			PROPERTY TYPE: SECURITIES					
			496.00				10.00	
			78.14 GOV'T NAT'L MTGE ASSN II GTD PASS			P	08/12/1998	09/21/2009
78.00			PROPERTY TYPE: SECURITIES					
			77.00				1.00	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
			187.1 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 183.00			P	08/12/1998	10/20/2009 4.00
187.00								
			251.38 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 242.00			P	04/25/2000	11/20/2008 9.00
251.00								
			252.85 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 244.00			P	04/25/2000	12/22/2008 9.00
253.00								
			254.32 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 245.00			P	04/25/2000	01/20/2009 9.00
254.00								
			255.81 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 247.00			P	04/25/2000	02/20/2009 9.00
256.00								
			257.3 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 248.00			P	04/25/2000	03/20/2009 9.00
257.00								
			258.8 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 250.00			P	04/25/2000	04/20/2009 9.00
259.00								
			260.31 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 251.00			P	04/25/2000	05/20/2009 9.00
260.00								
			261.83 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 252.00			P	04/25/2000	06/22/2009 10.00
262.00								
			263.35 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 254.00			P	04/25/2000	07/20/2009 9.00
263.00								
			264.89 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 255.00			P	04/25/2000	08/20/2009 10.00
265.00								

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
266.00		266.44 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 257.00				P	04/25/2000	09/21/2009 9.00
268.00		267.99 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 258.00				P	04/25/2000	10/20/2009 10.00
53.00		53.43 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 49.00				P	03/25/1997	11/17/2008 4.00
54.00		53.72 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 49.00				P	03/25/1997	12/15/2008 5.00
57.00		57.06 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 52.00				P	03/25/1997	01/15/2009 5.00
60.00		60.41 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 55.00				P	03/25/1997	02/17/2009 5.00
56.00		56.22 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 51.00				P	03/25/1997	03/16/2009 5.00
55.00		54.95 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 50.00				P	03/25/1997	04/15/2009 5.00
55.00		55.25 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 51.00				P	03/25/1997	05/15/2009 4.00
56.00		55.55 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 51.00				P	03/25/1997	06/15/2009 5.00
56.00		55.84 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 51.00				P	03/25/1997	07/15/2009 5.00

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
56.00		56.15 GNMA I & II - SINGLE ISSUER POOL #				P	03/25/1997	08/17/2009
		PROPERTY TYPE: SECURITIES						
		51.00					5.00	
56.00		56.44 GNMA I & II - SINGLE ISSUER POOL #				P	03/25/1997	09/15/2009
		PROPERTY TYPE: SECURITIES						
		52.00					4.00	
63.00		62.86 GNMA I & II - SINGLE ISSUER POOL #				P	03/25/1997	10/15/2009
		PROPERTY TYPE: SECURITIES						
		58.00					5.00	
410.00		410.25 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	11/17/2008
		PROPERTY TYPE: SECURITIES						
		407.00					3.00	
406.00		405.81 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	12/15/2008
		PROPERTY TYPE: SECURITIES						
		403.00					3.00	
400.00		399.88 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	01/15/2009
		PROPERTY TYPE: SECURITIES						
		397.00					3.00	
471.00		471.01 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	02/17/2009
		PROPERTY TYPE: SECURITIES						
		468.00					3.00	
414.00		414.18 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	03/16/2009
		PROPERTY TYPE: SECURITIES						
		411.00					3.00	
1,533.00		1532.88 GOVERNMENT NATL MTG ASSN POOL #5				P	03/04/1999	04/15/2009
		PROPERTY TYPE: SECURITIES						
		1,522.00					11.00	
400.00		400.12 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	05/15/2009
		PROPERTY TYPE: SECURITIES						
		397.00					3.00	
392.00		391.72 GOVERNMENT NATL MTG ASSN POOL #50				P	03/04/1999	06/15/2009
		PROPERTY TYPE: SECURITIES						
		389.00					3.00	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
386.00		385.66 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 383.00			3.00	P	03/04/1999	07/15/2009
415.00		415.11 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 412.00			3.00	P	03/04/1999	08/17/2009
1,364.00		1364.27 GOVERNMENT NATL MTG ASSN POOL #5 PROPERTY TYPE: SECURITIES 1,354.00			10.00	P	03/04/1999	09/15/2009
377.00		376.73 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 374.00			3.00	P	03/04/1999	10/15/2009
247,428.00		250000. UNITED STATES TREASURY BILL DTD PROPERTY TYPE: SECURITIES 247,428.00				P	07/09/2008	01/08/2009
99,892.00		100000. UNITED STATES TREASURY BILL DTD PROPERTY TYPE: SECURITIES 99,892.00				P	12/08/2008	06/04/2009
100,000.00		100000. UNITED STATES TREASURY NOTE 4.75 PROPERTY TYPE: SECURITIES 100,000.00				P	03/20/2002	11/15/2008
100,000.00		100000. UNITED STATES TREASURY NOTE 5.50 PROPERTY TYPE: SECURITIES 101,922.00			-1,922.00	P	01/30/2001	05/15/2009
100,000.00		100000. US TREAS NOTES 6% 08/15/2009 PROPERTY TYPE: SECURITIES 113,711.00			-13,711.00	P	09/10/2003	08/15/2009
50,531.00		50000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES 49,299.00			1,232.00	P	05/19/2005	10/20/2009
100,000.00		100000. UNITED STATES TREASURY 4.875% PROPERTY TYPE: SECURITIES 100,000.00				P	07/13/2006	05/15/2009

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
100,000.00		100000. UNITED STATES TREASURY PROPERTY TYPE: SECURITIES 100,195.00			4.875%	B 07/20/2007	06/30/2009 -195.00
100,000.00		100000. UNITED STATES TREASURY PROPERTY TYPE: SECURITIES 100,750.00			4.625%	B 08/23/2007	07/31/2009 -750.00
TOTAL GAIN(LOSS) .....							-15,079. =====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	192.	192.
CORPORATE INTEREST	3,814.	3,814.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	89,061.	89,061.
NONQUALIFIED DOMESTIC DIVIDENDS	469.	469.
TOTAL	93,536.	93,536.

## FORM 990PF, PART I - OTHER INCOME

=====

## DESCRIPTION

-----

FEDERAL TAX REFUND

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

TOTALS

3,192.

-----

3,192.

=====

## FORM 990PF, PART I - TAXES

=====

## DESCRIPTION

-----

FED EXCISE TAX EXT 4,262.

TOTALS 4,262.

=====

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

STATEMENT 3

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
USTB 12/11/2008		
USTB 01/08/2009		
USTN 4.75% 11/15/2009	97,641.	107,586.
USTN 6% 08/15/2009	96,914.	108,570.
USTN 5% 08/15/2011	104,011.	104,246.
USTN 4.875% 02/15/2012	100,066.	105,746.
USTN 5.75% 08/15/2010	120,493.	126,201.
USTN 5% 02/15/2011		
UST 3.5% 02/15/2010		
USTN 4% 04/15/2010	271,090.	279,738.
UST 4.875% 05/15/2009		
UST 5.125% 06/30/2011	100,383.	107,320.
UST 4.625% 11/15/2009	100,344.	100,152.
UST 4.5% 05/15/2010	100,734.	102,297.
UST 4.875% 06/30/2009		
UST 4.625% 07/31/2009		
USTN 5.5% 05/15/2009	8,605.	9,438.
GNMA 6% 07/20/2028	19,131.	21,353.
GNMA 6.5% 03/20/2015	8,659.	10,136.
GNMA 6% 04/15/2024	15,978.	17,359.
GNMA 6% 02/15/2014		
USTN 5.5% 02/15/2008		
USTN 5.625% 05/15/2008		
UST 3% 11/15/2007		
UST 3.5% 08/15/2008		
UST 4.625% 02/29/2008		
USTB 12/24/2009	748,825.	749,948.
USTB 02/04/2010	399,479.	399,936.
USTB 02/18/2010	124,846.	124,976.

WILLIAM F BRYAN TRUST 2311000517

62-6179945

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

DESCRIPTION  
- - - - -

ENDING  
BOOK VALUE  
FMV  
- - - - -

TOTALS

2,417,199.  
- - - - -  
2,475,002.  
- - - - -

WILLIAM F BRYAN TRUST 2311000517

62-6179945

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST / FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PIONEER TREASURY RESERVES CL Y F	31,025.	31,025.	31,025.
TOTALS	31,025.	31,025.	31,025.

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

DESCRIPTION

AMOUNT

ROUNDING ADJ 2.

TOTAL 2.

STATEMENT 7

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

TN

STATEMENT 8

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

601 MARKET STREET  
CHATTANOOGA, TN

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 4,976.

TOTAL COMPENSATION:

4,976.

=====

## RECIPIENT NAME:

CHATTANOOGA BRANCH OF THE  
SALVATION ARMY

## ADDRESS:

800 MCCALLIE AVENUE  
CHATTANOOGA, TN 37404

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

CHARITABLE

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,087.

## RECIPIENT NAME:

BOYS' CLUB OF CHATTANOOGA, INC.

## ADDRESS:

P.O. BOX 11567  
CHATTANOOGA, TN 37401

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

CHARITABLE

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,087.

## RECIPIENT NAME:

GIRLS INCORPORATED OF CHATTANOOGA

## ADDRESS:

709 S GREENWOOD AVE  
CHATTANOOGA, TN 37404

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

CHARITABLE

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,087.

RECIPIENT NAME:

CHATTANOOGA CHRISTIAN SCHOOL  
JANET KELLEY JOBE

ADDRESS:

3354 CHARGER DRIVE  
CHATTANOOGA, TN 37409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,087.

RECIPIENT NAME:

TEEN CHALLENGE OF CHATT.

ADDRESS:

P.O. BOX 3396  
CHATTANOOGA, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,087.

RECIPIENT NAME:

BETHEL BIBLE VILLAGE

ADDRESS:

3001 HAMILL ROAD  
HIXSON, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 21,087.

TOTAL GRANTS PAID:

126,522.

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WILLIAM F BRYAN TRUST 2311000517  
 Schedule D Detail of Short-term Capital Gains and Losses

62-6179945

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
250000. UNITED STATES TREASURY BILL DTD 07/10/08	07/09/2008	01/08/2009	247,428.00	247,428.00	
100000. UNITED STATES TREASURY BILL DTD 06/05/08	12/08/2008	06/04/2009	99,892.00	99,892.00	
<b>TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>			<b>347,320.00</b>	<b>347,320.00</b>	
<b>Totals</b>					
			<b>347,320.00</b>	<b>347,320.00</b>	<b>NONE</b>

WILLIAM F BRYAN TRUST 2311000517  
Schedule D Detail of Long-term Capital Gains and Losses

62-6179945

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
96. 96 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	11/20/2008	97.00	95.00		2.00
111. 6 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	12/22/2008	112.00	109.00		3.00
31. 56 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	01/20/2009	32.00	31.00		1.00
201. 05 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	02/20/2009	201.00	197.00		4.00
153. 71 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	03/20/2009	154.00	151.00		3.00
295. 34 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	04/20/2009	295.00	289.00		6.00
135. 92 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	05/20/2009	136.00	133.00		3.00
291. 93 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	06/22/2009	292.00	286.00		6.00
252. 76 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	07/20/2009	253.00	248.00		5.00
506. 22 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	08/20/2009	506.00	496.00		10.00
78. 14 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	09/21/2009	78.00	77.00		1.00
187. 1 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE 188012/1998	10/20/2009	187.00	183.00		4.00
251. 38 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED4/25/2000	11/20/2008	251.00	242.00		9.00
252. 85 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED4/25/2000	12/22/2008	253.00	244.00		9.00
254. 32 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED4/25/2000	01/20/2009	254.00	245.00		9.00
255. 81 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED4/25/2000	02/20/2009	256.00	247.00		9.00
<b>Totals</b>					

WILLIAM F BRYAN TRUST 2311000517  
Schedule D Detail of Long-term Capital Gains and Losses

62-6179945

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
257.3 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	03/20/2009	257.00	248.00	9.00
258.8 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	04/20/2009	259.00	250.00	9.00
260.31 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	05/20/2009	260.00	251.00	9.00
261.83 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	06/22/2009	262.00	252.00	10.00
263.35 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	07/20/2009	263.00	254.00	9.00
264.89 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	08/20/2009	265.00	255.00	10.00
266.44 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	09/21/2009	266.00	257.00	9.00
267.99 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	4/25/2000	10/20/2009	268.00	258.00	10.00
53.43 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	11/17/2008	53.00	49.00	4.00
53.72 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	12/15/2008	54.00	49.00	5.00
57.06 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	01/15/2009	57.00	52.00	5.00
60.41 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	02/17/2009	60.00	55.00	5.00
56.22 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	03/16/2009	56.00	51.00	5.00
54.95 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	04/15/2009	55.00	50.00	5.00
55.25 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	05/15/2009	55.00	51.00	4.00
55.55 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	06/15/2009	56.00	51.00	5.00
55.84 GNMA I & II - SINGLE					
ISSUER POOL #366736	03/25/1997	07/15/2009	56.00	51.00	5.00
<b>Totals</b>	<b>ISSUER POOL #366736</b>				

WILLIAM F BRYAN TRUST 2311000517  
Schedule D Detail of Long-term Capital Gains and Losses

62-6179945

	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
56.44	GNMA I & II - SINGLE ISSUER POOL #366736	03/25/1997	08/17/2009	56.00	51.00	5.00
62.86	GNMA I & II - SINGLE ISSUER POOL #366736	03/25/1997	09/15/2009	56.00	52.00	4.00
410.25	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	10/15/2009	63.00	58.00	5.00
405.81	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	11/17/2008	410.00	407.00	3.00
399.88	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	12/15/2008	406.00	403.00	3.00
471.01	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	01/15/2009	400.00	397.00	3.00
414.18	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	02/17/2009	471.00	468.00	3.00
1532.88	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	03/16/2009	414.00	411.00	3.00
400.12	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	04/15/2009	1,533.00	1,522.00	11.00
391.72	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	06/15/2009	392.00	389.00	3.00
385.66	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	07/15/2009	386.00	383.00	3.00
415.11	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	08/17/2009	415.00	412.00	3.00
376.73	GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	09/15/2009	1,364.00	1,354.00	10.00
100000.00	UNITED STATES TREASURY NOTE 4.75% DTD 11/16/98 DUE 03/20/2002		11/15/2008	100,000.00	100,000.00	3.00
100000.00	UNITED STATES TREASURY NOTE 5.50% DTD 5/15/99 DUE 04/30/2001		05/15/2009	100,000.00	101,922.00	-1,922.00
100000.00	UNITED STATES TREAS NOTES	09/10/2003	08/15/2009	100,000.00	113,711.00	-13,711.00
<b>Totals</b>	<b>TREASURY</b>	<b>3.5%</b>	<b>02/15/2010</b>			

WILLIAM F BRYAN TRUST 2311000517  
**Schedule D Detail of Long-term Capital Gains and Losses**

62-6179945