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

OMB No. 1545-0052

Treated as a Private Foundation

2008

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

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 changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

WILLIAM F BRYAN TRUST 2311000517

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

C/O REGIONS BANK TRUST DEPT., P O BOX 2886

City or town, state, and ZIP code

MOBILE, AL 36652-2886

A Employer identification number

62-6179945

B Telephone number (see page 10 of the instructions)

(251) 690-1024

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI 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.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input 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	93,536.	93,536.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-15,079.			
b Gross sales price for all assets on line 6a	1,010,953.			
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				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	3,192.			STMT 2
12 Total. Add lines 1 through 11	81,649.	93,536.		
13 Compensation of officers, directors, trustees, etc.	4,976.	3,317.		1,659.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	4,262.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	9,238.	3,317.	NONE	1,659.
25 Contributions, gifts, grants paid	126,522.			126,522.
26 Total expenses and disbursements. Add lines 24 and 25	135,760.	3,317.	NONE	128,181.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-54,111.			
b Net investment income (if negative, enter -0-)		90,219.		
c Adjusted net income (if negative, enter -0-)				

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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments			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.	2,475,002.
	b	Investments - corporate stock (attach schedule)				
	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)	STMT 6	187,958.	31,025.	31,025.	
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)		2,502,337.	2,448,224.	2,506,027.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		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	Total net assets or fund balances (see page 17 of the instructions)		2,502,337.	2,448,224.	
31	Total liabilities and net assets/fund balances (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) <u>SEE STATEMENT 7</u>	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.)
1a SEE PART IV DETAIL					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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.			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 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.			8 128,181.

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)			
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	902.
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 <input checked="" type="checkbox"/> 206. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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	▶ <input type="checkbox"/>		
	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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		
1b		X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No

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? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see 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	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	Total (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.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,571,680.
6	Minimum investment return. 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	Distributable amount as adjusted. 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.
6	Adjusted qualifying distributions. 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 <u>06</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>128,181.</u>				
a Applied to 2007, but not more than line 2a			127,442.	
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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				
Total			▶ 3a	126,522.
b Approved for future payment				
Total			▶ 3b	

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	93,536.	
		18	-15,079.	
			3,192.	
			81,649.	

[illegible]

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)	
97.00		96.96 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 95.00				P	08/12/1998	11/20/2008
							2.00	
112.00		111.6 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 109.00				P	08/12/1998	12/22/2008
							3.00	
32.00		31.56 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 31.00				P	08/12/1998	01/20/2009
							1.00	
201.00		201.05 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 197.00				P	08/12/1998	02/20/2009
							4.00	
154.00		153.71 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 151.00				P	08/12/1998	03/20/2009
							3.00	
295.00		295.34 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 289.00				P	08/12/1998	04/20/2009
							6.00	
136.00		135.92 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 133.00				P	08/12/1998	05/20/2009
							3.00	
292.00		291.93 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 286.00				P	08/12/1998	06/22/2009
							6.00	
253.00		252.76 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 248.00				P	08/12/1998	07/20/2009
							5.00	
506.00		506.22 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 496.00				P	08/12/1998	08/20/2009
							10.00	
78.00		78.14 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 77.00				P	08/12/1998	09/21/2009
							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		Gain or (loss)	
187.00		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	
251.00		251.38 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 242.00				P	04/25/2000	11/20/2008
							9.00	
253.00		252.85 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 244.00				P	04/25/2000	12/22/2008
							9.00	
254.00		254.32 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 245.00				P	04/25/2000	01/20/2009
							9.00	
256.00		255.81 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 247.00				P	04/25/2000	02/20/2009
							9.00	
257.00		257.3 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 248.00				P	04/25/2000	03/20/2009
							9.00	
259.00		258.8 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 250.00				P	04/25/2000	04/20/2009
							9.00	
260.00		260.31 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 251.00				P	04/25/2000	05/20/2009
							9.00	
262.00		261.83 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 252.00				P	04/25/2000	06/22/2009
							10.00	
263.00		263.35 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 254.00				P	04/25/2000	07/20/2009
							9.00	
265.00		264.89 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 255.00				P	04/25/2000	08/20/2009
							10.00	

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		Gain or (loss)	
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		Gain or (loss)	
56.00		56.15 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 51.00				P	03/25/1997	08/17/2009
56.00		56.44 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 52.00				P	03/25/1997	09/15/2009
63.00		62.86 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 58.00				P	03/25/1997	10/15/2009
410.00		410.25 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 407.00				P	03/04/1999	11/17/2008
406.00		405.81 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 403.00				P	03/04/1999	12/15/2008
400.00		399.88 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 397.00				P	03/04/1999	01/15/2009
471.00		471.01 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 468.00				P	03/04/1999	02/17/2009
414.00		414.18 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 411.00				P	03/04/1999	03/16/2009
1,533.00		1532.88 GOVERNMENT NATL MTG ASSN POOL #5 PROPERTY TYPE: SECURITIES 1,522.00				P	03/04/1999	04/15/2009
400.00		400.12 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 397.00				P	03/04/1999	05/15/2009
392.00		391.72 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 389.00				P	03/04/1999	06/15/2009

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)	
386.00		385.66 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 383.00				P	03/04/1999	07/15/2009
							3.00	
415.00		415.11 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 412.00				P	03/04/1999	08/17/2009
							3.00	
1,364.00		1364.27 GOVERNMENT NATL MTG ASSN POOL #5 PROPERTY TYPE: SECURITIES 1,354.00				P	03/04/1999	09/15/2009
							10.00	
377.00		376.73 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 374.00				P	03/04/1999	10/15/2009
							3.00	
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				P	01/30/2001	05/15/2009
							-1,922.00	
100,000.00		100000. US TREAS NOTES 6% 08/15/2009 PROPERTY TYPE: SECURITIES 113,711.00				P	09/10/2003	08/15/2009
							-13,711.00	
50,531.00		50000. UNITED STATES TREASURY 3.5% 02/ PROPERTY TYPE: SECURITIES 49,299.00				P	05/19/2005	10/20/2009
							1,232.00	
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%	P	07/20/2007	06/30/2009	
							-195.00	
100,000.00		100000. UNITED STATES TREASURY PROPERTY TYPE: SECURITIES 100,750.00		4.625%	P	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 -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	3,192.

TOTALS	3,192.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FED EXCISE TAX EXT	4,262.

TOTALS	4,262.
	=====

WILLIAM F BRYAN TRUST 2311000517

62-6179945

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		
USTN 6% 08/15/2009		
USTN 5% 08/15/2011	97,641.	107,586.
USTN 4.875% 02/15/2012	96,914.	108,570.
USTN 5.75% 08/15/2010	104,011.	104,246.
USTN 5% 02/15/2011	100,066.	105,746.
UST 3.5% 02/15/2010	120,493.	126,201.
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		
GNMA 6% 07/20/2028	8,605.	9,438.
GNMA 6.5% 03/20/2015	19,131.	21,353.
GNMA 6% 04/15/2024	8,659.	10,136.
GNMA 6% 02/15/2014	15,978.	17,359.
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	ENDING
	BOOK VALUE -----	FMV ---
TOTALS	----- 2,417,199. =====	----- 2,475,002. =====

WILLIAM F BRYAN TRUST 2311000517

62-6179945

FORM 990PF, PART II - OTHER INVESTMENTS

[illegible]

COST/

FMV

C O R F

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

|||

PIONEER TREASURY RESERVES CL Y F

31,025.

31,025.

TOTALS

31,025.

31,025.

11
30
19
30
01
30
30
30
32
32
30
J3
10
10
J1

11
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9
8
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5
4
3
2
1

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

DESCRIPTION	AMOUNT
-----	-----
ROUNDING ADJ	2.

TOTAL	2.
	=====

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

TN

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.
=====

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

=====

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.

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

=====

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.

=====

[illegible]

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
96.96 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	11/20/2008		97.00	95.00	2.00
111.6 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	12/22/2008		112.00	109.00	3.00
31.56 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	01/20/2009		32.00	31.00	1.00
201.05 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	02/20/2009		201.00	197.00	4.00
153.71 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	03/20/2009		154.00	151.00	3.00
295.34 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	04/20/2009		295.00	289.00	6.00
135.92 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	05/20/2009		136.00	133.00	3.00
291.93 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	06/22/2009		292.00	286.00	6.00
252.76 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	07/20/2009		253.00	248.00	5.00
506.22 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	08/20/2009		506.00	496.00	10.00
78.14 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	09/21/2009		78.00	77.00	1.00
187.1 GOV'T NAT'L MTGE					
ASSN II GTD PASS THRU CTF MULTIPLE	10/20/2009		187.00	183.00	4.00
251.38 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	11/20/2008		251.00	242.00	9.00
252.85 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	12/22/2008		253.00	244.00	9.00
254.32 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	01/20/2009		254.00	245.00	9.00
255.81 GOVERNMENT NATIONAL					
MORTGAGE ASSN POOL# 2901 15-YR FIXED	02/20/2009		256.00	247.00	9.00
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

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
56.15 GNMA I & II - SINGLE					
Totals ISSUER POOL #366736					

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date 03/25/1997	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	05/15/2009	400.00	397.00	3.00
385.66 GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	06/15/2009	392.00	389.00	3.00
415.11 GOVERNMENT NATL MTG ASSN POOL #502983 6%	03/04/1999	07/15/2009	386.00	383.00	3.00
1364.27 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. UNITED STATES TREASURY NOTE 4.75% DTD 11/16/98 DUE 03/20/2002	03/04/1999	10/15/2009	377.00	374.00	3.00
100000. UNITED STATES TREASURY NOTE 5.50% DTD 5/15/99 DUE 05/30/2001	09/10/2003	11/15/2008	100,000.00	100,000.00	
100000. US TREAS NOTES 50000. UNITED STATES	09/10/2003	05/15/2009	100,000.00	101,922.00	-1,922.00
Totals		08/15/2009	100,000.00	113,711.00	-13,711.00
TREASURY 3.5% 02/15/2010					

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
100000. UNITED STATES TREASURY 4.875% 05/15/20	05/16/2006	10/20/2009	50,531.00	49,299.00	1,232.00
100000. UNITED STATES TREASURY 4.875% 06/30/20	07/13/2006	05/15/2009	100,000.00	100,000.00	
100000. UNITED STATES TREASURY 4.625% 07/31/20	07/20/2007	06/30/2009	100,000.00	100,195.00	-195.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES	08/23/2007	07/31/2009	100,000.00	100,750.00	-750.00
			663,633.00	678,712.00	-15,079.00
Totals			663,633.00	678,712.00	-15,079.00