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

OMB No 1545-0052

2009

990-PF
Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

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

Name of foundation

**ANNIE C. BASS TRUST B
C/O REGIONS BANK MONTGOMERY**

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

P.O. BOX 2450

Room/suite

City or town, state, and ZIP code

MONTGOMERY AL 36102-2450**A Employer identification number****63-6125834****B Telephone number (see page 10 of the instructions)****334-230-6100****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 foundation**I Fair market value of all assets at end
of year (from Part II, col (c),
line 16) \$****361,963****J Accounting method:** ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (Thetotal 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** ☒ **if the foundation is not required to attach Sch B****3 Interest on savings and temporary cash investments****7****7****4 Dividends and interest from securities****10,979****10,979****5a Gross rents****b Net rental income or (loss)****6a Net gain or (loss) from sale of assets not on line 10****-42,179****b Gross sales price for all assets on line 6a****143,227****7 Capital gain net income (from Part IV, line 2)****0****8 Net short-term capital gain****0****9 Income modifications****10a Gross sales less returns & allowances****b Less. Cost of goods sold****c Gross profit or (loss) (attach schedule)****11 Other income (attach schedule)****Stmt 1****700****12 Total. Add lines 1 through 11****-30,493****10,986****0****13 Compensation of officers, directors, trustees, etc****5,077****5,077****14 Other employee salaries and wages****15 Pension plans, employee benefits****16a Legal fees (attach schedule)****b Accounting fees (attach schedule)****Stmt 2****1,574****1,574****c Other professional fees (attach schedule)****17 Interest****18 Taxes (attach schedule) (see page 14 of the instructions)****Stmt 3****182****47****19 Depreciation (attach schedule) and depletion****20 Occupancy****21 Travel, conferences, and meetings****22 Printing and publications****23 Other expenses (att sch)****24 Total operating and administrative expenses.****Add lines 13 through 23****6,833****5,124****1,574****25 Contributions, gifts, grants paid****20,467****20,467****26 Total expenses and disbursements. Add lines 24 and 25****27,300****5,124****0****22,041****27 Subtract line 26 from line 12****a Excess of revenue over expenses and disbursements****-57,793****b Net investment income (if negative, enter -0-)****5,862****c Adjusted net income (if negative, enter -0-)****0**

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

Form 990-PF (2009)

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			- 9,720	10,923	10,923
	2 Savings and temporary cash investments					
	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 16 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule) See Statement 4			423,117	355,171	350,297
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶ See Statement 5)			11,233	743	743
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			424,630	366,837	361,963
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)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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.					
	27 Capital stock, trust principal, or current funds			424,630	366,837	
	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)			424,630	366,837	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			424,630	366,837	

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	424,630
2 Enter amount from Part I, line 27a	2	- 57,793
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	366,837
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	366,837

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 Worksheet				
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) FMV 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	-42,179
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	-542

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))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)**2****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****4** Enter the net value of noncharitable-use assets for 2009 from Part X, line 5**4****5** Multiply line 4 by line 3**5****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****7** Add lines 5 and 6**7****8** Enter qualifying distributions from Part XII, line 4**8**

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	117
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	117
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	117
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	140
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	140
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	23
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 23 Refunded	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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) AL		
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 2009 or the taxable year beginning in 2009 (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

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)(13)? 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? Website address ► N/A	13	X	

14 The books are in care of ► **REGIONS BANK TRUST DEPARTMENT** Telephone no ► **334-230-6100**
201 MONROE ST, 4TH FLOOR
 Located at ► **MONTGOMERY, AL** ZIP+4 ► **36104**

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.

		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? ☐ 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		
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 ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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 2009 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 2009) N/A	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 2009?	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:

(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)? **N/A** ☐ **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ 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 **X**

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
REGIONS BANK TRUST DEPARTMENT 201 MONROE ST, 4TH FLOOR	MONTGOMERY AL 36104	TRUSTEE 5.00	5,077	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				

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

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAX YEAR.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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	334,619
b	Average of monthly cash balances	1b	8,593
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	343,212
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	343,212
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	5,148
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	338,064
6	Minimum investment return. Enter 5% of line 5	6	16,903

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	16,903
2a	Tax on investment income for 2009 from Part VI, line 5	2a	117
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	117
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,786
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,786
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	16,786

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	22,041
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	22,041
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,041

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				16,786
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			18,553	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 22,041				
a Applied to 2008, but not more than line 2a			18,553	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				3,488
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				13,298
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year PIKE LIBERAL ARTS SCHOOL P.O. BOX 329 TROY AL 36081	NONE	PUBLIC	EDUCATIONAL	20,467
Total			► 3a	20,467
b Approved for future payment N/A				
Total			► 3b	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of officer or trustee <u>Ben C. L. Moore, Reg. Bank</u>		Date <u>05/05/10</u>
	Title <u>Vice President & Joint Officer</u>		
Paid Preparer's Use Only	Preparer's signature <u>Rhonda L. Siden, CPA</u>	Date <u>5-3-10</u>	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code <u>ALDRIDGE, BORDEN & COMPANY, PC</u> <u>74 COMMERCE STREET</u> <u>MONTGOMERY, AL 36104</u>		Preparer's identifying number (see Signature on page 30 of the instructions) <u>P00144818</u> EIN <u>63-0781330</u> Phone no <u>334-834-6640</u>

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) AMERICAN CENTURY LARGE CO	P	03/25/08	04/20/09
(2) AMERICAN CENTURY LARGE CO	P	03/25/08	10/20/09
(3) AMERICAN CENTURY LARGE CO	P	03/25/08	12/22/09
(4) AMERICAN FDS EUROPACIFIC GROWTH	P	12/29/08	07/20/09
(5) AMERICAN FDS EUROPACIFIC GROWTH	P	12/29/08	10/20/09
(6) AMERICAN FDS EUROPACIFIC GROWTH	P	12/29/08	12/22/09
(7) FIDELITY ADVISOR DIVERSIFIED	P	Various	04/20/09
(8) FIDELITY ADVISOR DIVERSIFIED	P	Various	04/20/09
(9) MFS RESEARCH INTL FUND	P	06/26/08	07/20/09
(10) MFS RESEARCH INTL FUND	P	06/26/08	10/20/09
(11) MFS RESEARCH INTL FUND	P	06/26/08	12/22/09
(12) PIMCO FOREIGN BD	P	Various	07/20/09
(13) PIMCO FOREIGN BD	P	Various	07/20/09
(14) PIMCO FOREIGN BD	P	07/20/09	10/20/09
(15) PIONEER BOND FUND	P	03/18/94	07/20/09

(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)
(1) 3,302		5,755	-2,453
(2) 1,715		2,256	-541
(3) 3,341		4,358	-1,017
(4) 1,102		916	186
(5) 1,336		936	400
(6) 1,383		985	398
(7) 5,838		10,597	-4,759
(8) 1,500		2,530	-1,030
(9) 1,242		1,814	-572
(10) 1,391		1,701	-310
(11) 1,208		1,533	-325
(12) 14,171		15,030	-859
(13) 4,008		3,923	85
(14) 125		113	12
(15) 12,850		13,978	-1,128

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-2,453
(2)			-541
(3)			-1,017
(4)			186
(5)			400
(6)			398
(7)			-4,759
(8)			-1,030
(9)			-572
(10)			-310
(11)			-325
(12)			-859
(13)			85
(14)			12
(15)			-1,128

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) PIONEER BOND FUND	P	03/18/94	12/22/09
(2) PIONEER MID CAP VALUE	P	09/08/88	07/20/09
(3) PIONEER MID CAP VALUE	P	09/08/88	10/20/09
(4) PIONEER MID CAP VALUE	P	09/08/88	12/22/09
(5) PIONEER SMALL CAP VALUE	P	08/15/07	04/20/09
(6) PIONEER SMALL CAP VALUE	P	08/15/07	07/20/09
(7) PIONEER SMALL CAP GROWTH	P	09/26/08	04/20/09
(8) PIONEER SMALL CAP GROWTH	P	09/26/08	07/20/09
(9) PIONEER SMALL CAP GROWTH	P	09/26/08	10/20/09
(10) PIONEER SMALL CAP GROWTH	P	09/26/08	12/22/09
(11) PIONEER LARGE CAP GROWTH	P	08/15/07	04/20/09
(12) PIONEER LARGE CAP GROWTH	P	08/15/07	07/20/09
(13) PIONEER LARGE CAP GROWTH	P	08/15/07	10/20/09
(14) PIONEER LARGE CAP GROWTH	P	08/15/07	12/22/09
(15) PIONEER SELECT MID CAP GROWTH	P	12/26/06	07/20/09

(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)
(1) 20,835		21,596	-761
(2) 44		66	-22
(3) 646		839	-193
(4) 1,067		1,380	-313
(5) 1,303		2,858	-1,555
(6) 286		524	-238
(7) 1,192		1,709	-517
(8) 344		420	-76
(9) 359		388	-29
(10) 1,108		1,190	-82
(11) 7,045		11,482	-4,437
(12) 463		660	-197
(13) 735		940	-205
(14) 4,099		5,059	-960
(15) 168		219	-51

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-761
(2)			-22
(3)			-193
(4)			-313
(5)			-1,555
(6)			-238
(7)			-517
(8)			-76
(9)			-29
(10)			-82
(11)			-4,437
(12)			-197
(13)			-205
(14)			-960
(15)			-51

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) PIONEER SELECT MID CAP GROWTH	P	12/26/06	10/20/09
(2) PIONEER SELECT MID CAP GROWTH	P	12/26/06	12/22/09
(3) PIONEER GROWTH FUND	P	03/23/05	07/20/09
(4) PIONEER GROWTH FUND	P	03/23/05	10/20/09
(5) PIONEER GROWTH FUND	P	03/23/05	12/22/09
(6) PIONEER SER TR II GROWTH	P	08/15/07	10/20/09
(7) PIONEER SER TR II GROWTH	P	Various	12/22/09
(8) PIONEER CULLEN VALUE FUND	P	10/25/05	10/20/09
(9) PIONEER CULLEN VALUE FUND	P	10/25/05	12/22/09
(10) PIONEER VALUE FUND	P	12/26/06	04/20/09
(11) PIONEER VALUE FUND	P	Various	07/20/09
(12) PIONEER VALUE FUND	P	08/15/07	10/20/09
(13) PIONEER VALUE FUND	P	Various	12/22/09
(14) REGIONS FDS GROWTH	P	03/23/05	04/20/09
(15) REGIONS FDS VALUE	P	10/25/05	04/20/09

(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)
(1) 763		848	-85
(2) 1,241		1,344	-103
(3) 1,209		1,204	5
(4) 651		579	72
(5) 4,199		3,613	586
(6) 649		1,024	-375
(7) 8,114		9,975	-1,861
(8) 788		891	-103
(9) 3,380		3,771	-391
(10) 4,175		8,727	-4,552
(11) 10,374		19,169	-8,795
(12) 863		1,384	-521
(13) 1,625		2,482	-857
(14) 5,918		6,944	-1,026
(15) 1,749		2,529	-780

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-85
(2)			-103
(3)			5
(4)			72
(5)			586
(6)			-375
(7)			-1,861
(8)			-103
(9)			-391
(10)			-4,552
(11)			-8,795
(12)			-521
(13)			-857
(14)			-1,026
(15)			-780

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2009
For calendar year 2009, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) RMK MID CAP VALUE	P	09/08/88	04/20/09
(2) REGIONS FDS AGGR GRW	P	Various	04/20/09
(3) CAPITAL GAIN DISTRIBUTIONS			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 1,246		2,151	-905
(2) 2,037		3,016	-979
(3) 40			40
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-905
(2)			-979
(3)			40
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
FEDERAL INCOME TAX REFUND	\$ 700	\$	\$
Total	\$ 700	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 1,574	\$	\$	\$ 1,574
Total	\$ 1,574	\$ 0	\$ 0	\$ 1,574

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PRIOR YEAR FEDERAL TAX PAYMENT	\$ 135	\$	\$	\$
FOREIGN TAXES	47	47		
Total	\$ 182	\$ 47	\$ 0	\$ 0

Federal Statements**Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
RMK SELECT FIXED INCOME FUND	\$ 52,700	\$	Cost	\$
PIONEER OAD RIDGE LARGE CAP GROWTH	43,217		Cost	
PIONEER SMALL CAP VALUE FUND	14,381		Cost	
AMER CENT LG CO VAL FD	37,545	25,177	Cost	19,525
FIDELITY ADV DIVERS INTL FD CL A	13,127		Cost	
RMK SELECT GROWTH FD CL A	31,600		Cost	
RMK SELECT VALUE FD CL A	16,830		Cost	
RMK SELECT MID CAP GROWTH FD CL A	12,967		Cost	
PIMCO FOREIGN HEDGED BOND FD A	17,885	19,348	Cost	20,825
PIONEER BOND FUND CL A	93,643	138,349	Cost	141,557
PIONEER VALUE FD CL A	44,205	12,444	Cost	9,803
RMK SELECT MID CAP VALUE FD CL A	12,539		Cost	
AMERICAN FDS EUROPACIFIC GROWTH	7,979	7,495	Cost	10,531
MFS RESEARCH INTERNAT	13,193	10,938	Cost	10,664
PIONEER OAK RIDGE SMALL CAP GROWTH	11,306		Cost	
AMERICAN CENTURY DIVERSIFIED		28,421	Cost	28,314
AMERICAN CENTURY S CAP VAL		7,015	Cost	7,005
PIMCO TOTAL RETURN		18,460	Cost	18,862
PIONEER CULLEN VALUE FUND CL A		19,948	Cost	19,739
PIONEER GROWTH FUND A		19,260	Cost	21,140
PIONEER LARGE CAP GROWTH		25,075	Cost	21,157
PIONEER MID CAP VALUE		8,103	Cost	7,025
PIONEER SELECT MID CAP GROWTH		7,539	Cost	7,077
PIONEER SMALL CAP GROWTH FUND		7,599	Cost	7,073

Federal Statements**Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Total	\$ 423,117	\$ 355,171		\$ 350,297

Statement 5 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
INCOME RECEIVABLE	\$ 11,233	\$ 743	\$ 743
Total	\$ 11,233	\$ 743	\$ 743