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Form 990-PF

## Return of Private Foundation

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

2009

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 10-01-2009, and ending 09-30-2010

**G** Check all that apply  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation WM & CATHERINE BRYCE MEMORIAL FUND R76863001 8336041700	
	Number and street (or P O box number if mail is not delivered to street address) C/O JPMORGAN CHASE BANKNAPO BOX 3038	
	Room/ suite	
City or town, state, and ZIP code MILWAUKEE, WI 53201		

**A Employer identification number**

75-6013845

**B Telephone number (see page 10 of the instructions)**  
(414) 977-1210

**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) **\$** 17,395,708 **J** Accounting method  Cash  Accrual  
 Other (specify) *(Part I, column (d) must be on cash basis.)*

<b>Part I Analysis of Revenue and Expenses</b> <i>(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))</i>		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments	1,012			
<b>4</b>	Dividends and interest from securities. . . . .	397,919	397,919		
<b>5a</b>	Gross rents . . . . .	37,377	37,377		
<b>b</b>	Net rental income or (loss) 4,580				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	154,717			
<b>b</b>	Gross sales price for all assets on line 6a 6,651,825				
<b>7</b>	Capital gain net income (from Part IV, line 2) . . . . .		154,717		
<b>8</b>	Net short-term capital gain . . . . .				
<b>9</b>	Income modifications . . . . .				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold . . . . .				
<b>c</b>	Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b>	Other income (attach schedule) . . . . .	3,672	3,672		
<b>12</b>	<b>Total.</b> Add lines 1 through 11 . . . . .	594,697	593,685		
<b>Revenue</b>					
<b>13</b>	Compensation of officers, directors, trustees, etc	116,002	87,001		29,001
<b>14</b>	Other employee salaries and wages . . . . .				
<b>15</b>	Pension plans, employee benefits . . . . .				
<b>16a</b>	Legal fees (attach schedule) . . . . .	2,240	2,240		0
<b>b</b>	Accounting fees (attach schedule) . . . . .	1,305	0		1,305
<b>c</b>	Other professional fees (attach schedule) . . . . .				
<b>17</b>	Interest . . . . .				
<b>18</b>	Taxes (attach schedule) (see page 14 of the instructions)	32,906	27,406		0
<b>19</b>	Depreciation (attach schedule) and depletion . . . . .				
<b>20</b>	Occupancy . . . . .				
<b>21</b>	Travel, conferences, and meetings . . . . .				
<b>22</b>	Printing and publications . . . . .				
<b>23</b>	Other expenses (attach schedule) . . . . .	15,222	15,222		0
<b>24</b>	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	167,675	131,869		30,306
<b>25</b>	Contributions, gifts, grants paid . . . . .	665,000			665,000
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	832,675	131,869		695,306
<b>Operating and Administrative Expenses</b>					
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-237,978			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-) . . . . .		461,816		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>					
1	Cash—non-interest-bearing . . . . .		258,280	258,280	
2	Savings and temporary cash investments . . . . .	1,620,476	88,796	88,796	
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 ►				
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) . . . . .	5,018,633	7,037,660	8,082,638	
c	Investments—corporate bonds (attach schedule) . . . . .	7,472,871	5,489,989	6,016,528	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .	0	1,000,000	1,000,000	
14	Land, buildings, and equipment basis ► 570,457				
	Less accumulated depreciation (attach schedule) ►	570,457	570,457	1,949,464	
15	Other assets (describe ► )	2	2	2	2
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	14,682,439	14,445,184	17,395,708	
<b>Liabilities</b>					
17	Accounts payable and accrued expenses . . . . .				
18	Grants payable . . . . .				
19	Deferred revenue . . . . .				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule) . . . . .				
22	Other liabilities (describe ► )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>					
	<b>Foundations that follow SFAS 117, check here ►</b>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24	Unrestricted . . . . .				
25	Temporarily restricted . . . . .				
26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ►</b>				
	<b>and complete lines 27 through 31.</b>				
27	Capital stock, trust principal, or current funds . . . . .	14,682,439	14,445,184		
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	0	0		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	14,682,439	14,445,184		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	14,682,439	14,445,184		

**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	14,682,439
2	Enter amount from Part I, line 27a . . . . .	2	-237,978
3	Other increases not included in line 2 (itemize) ►	3	1,892
4	Add lines 1, 2, and 3 . . . . .	4	14,446,353
5	Decreases not included in line 2 (itemize) ►	5	1,169
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	14,445,184

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
<b>1 a</b>	SALES IN ACCOUNT OF PUBLICLY TRADED SECURITIES				
<b>b</b>	CLASS ACTION SETTLEMENT		P		
<b>c</b>	Capital Gains Dividends		P		
<b>d</b>					
<b>e</b>					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>	6,648,912		6,497,108	151,804	
<b>b</b>	2,751			2,751	
<b>c</b>	162			162	
<b>d</b>					
<b>e</b>					
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		
<b>a</b>				151,804	
<b>b</b>				2,751	
<b>c</b>				162	
<b>d</b>					
<b>e</b>					
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	154,717
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))
2008	779,611	12,706,904	0 061353
2007	678,312	16,035,181	0 042301
2006	818,218	16,585,650	0 049333
2005	830,586	15,658,384	0 053044
2004	627,562	15,396,894	0 040759
2			2 0 246790
3			3 0 049358
4			4 15,100,067
5			5 745,309
6			6 4,618
7			7 749,927
8			8 695,306

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
<b>b</b>	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		
<b>1</b>		9,236	
<b>c</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
<b>2</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
<b>3</b>	Add lines 1 and 2. . . . .	<b>2</b>	0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>3</b>	9,236
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>4</b>	0
<b>5</b>		<b>5</b>	9,236
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	10,500
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	10,500
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached 	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . 	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . 	<b>10</b>	1,264
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> 	<b>11</b>	0
	1,264	<b>Refunded</b> 	

## **Part VII-A Statements Regarding Activities**

	<b>Yes</b>	<b>No</b>
<b>1a</b>		<b>No</b>
<b>1b</b>		<b>No</b>
<b>1c</b>		<b>No</b>
<b>2</b>		<b>No</b>
<b>3</b>		<b>No</b>
<b>4a</b>		<b>No</b>
<b>4b</b>		
<b>5</b>		<b>No</b>
<b>6</b>	<b>Yes</b>	
<b>7</b>	<b>Yes</b>	
<b>8a</b>		
<b>8b</b>	<b>Yes</b>	
<b>9</b>		<b>No</b>
<b>10</b>		<b>No</b>

**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? . . . . .

**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.*

**c** Did the foundation file **Form 1120-POL** for this year? . . . . .

**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
**(1)** On the foundation ► \$ 0    **(2)** On foundation managers ► \$ 0

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0

**2** Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .

*If "Yes," attach a detailed description of the activities.*

**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* . . . . .

**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

**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.*

**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? . . . . .

**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*

**8a** Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► TX

**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.*

**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* . . . . .

**10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

**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). . . . .	<input type="checkbox"/> 11	<input type="checkbox"/>	<input type="checkbox"/> No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	<input type="checkbox"/> 12	<input type="checkbox"/>	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/>
Website address ► N/A				
14	The books are in care of ► JPMORGAN CHASE BANK NA . . . . . Telephone no ► (817) 856-5118 Located at ► 420 THROCKMORTON FORT WORTH TX . . . . . ZIP +4 ► 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ► 15 and enter the amount of tax-exempt interest received or accrued during the year . . . . .			

**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.		<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>1a</b>	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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/> 1b	<input type="checkbox"/> No
<b>c</b>	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? . . . . .	<input type="checkbox"/> 1c	<input type="checkbox"/> No
<b>2</b>	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))		
<b>a</b>	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) . . . . .	<input type="checkbox"/> 2b	
<b>c</b>	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____		
<b>3a</b>	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>b</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). . . . .	<input type="checkbox"/> 3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input type="checkbox"/> 4a	<input type="checkbox"/> No
<b>b</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? . . . . .	<input type="checkbox"/> 4b	<input type="checkbox"/> No

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input checked="" type="checkbox"/>	<b>5b</b>	
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		<b>6b</b>	<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		<b>7b</b>	

**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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 20 00	116,002	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				
<b>Total number of other employees paid over \$50,000.</b> . . . . .			<input checked="" type="checkbox"/>	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		

**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	14,412,057
b	Average of monthly cash balances. . . . .	1b	917,960
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	15,330,017
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	15,330,017
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	229,950
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,100,067
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	755,003

**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	755,003
2a	Tax on investment income for 2009 from Part VI, line 5. . . . .	2a	9,236
b	Income tax for 2009 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	9,236
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	745,767
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	745,767
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	745,767

**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	695,306
b	Program-related investments—total from Part IX-B. . . . .	1b	0
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	695,306
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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). . . . .	6	695,306
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

**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)

	<b>(a)</b> Corpus	<b>(b)</b> Years prior to 2008	<b>(c)</b> 2008	<b>(d)</b> 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				745,767
<b>2</b> Undistributed income, if any, as of the end of 2008				
<b>a</b> Enter amount for 2008 only. . . . .			604,058	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004. . . . .				
<b>b</b> From 2005. . . . .				
<b>c</b> From 2006. . . . .				
<b>d</b> From 2007. . . . .				
<b>e</b> From 2008. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ► \$ _____ 695,306			604,058	
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .	0			
<b>d</b> Applied to 2009 distributable amount. . . . .			91,248	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. . . . .				654,519
<b>7</b> 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) . . . . .	0			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005. . . . .				
<b>b</b> Excess from 2006. . . . .				
<b>c</b> Excess from 2007. . . . .				
<b>d</b> Excess from 2008. . . . .				
<b>e</b> Excess from 2009. . . . .				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 organization 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))

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

**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

JPMORGAN CHASE BANK NA  
420 THROCKMORTON  
FORT WORTH, TX 76102  
(817) 856-5118

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

NAME & PURPOSE OF ORGANIZATION, AMOUNT & PURPOSE OF REQUEST, LIST OF BOARD MEMBERS

c Any submission deadlines

SEPTEMBER

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

LIMITED TO RECOGNIZED 501(c)(3) CHARITIES OPERATED IN THE STATE OF TEXAS

**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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	665,000
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		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
<b>1</b> Program service revenue					
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	1,012	
<b>4</b> Dividends and interest from securities. . . . .			14	397,919	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .			16	4,580	
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			14	3,672	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	154,717	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .			0	561,900	
<b>13</b> Total Add line 12, columns (b), (d), and (e). . . . .				561,900	

(See worksheet in line 13 instructions on page 28 to verify calculations )

**B: Relationship of Activities to the Accomplishment of Exempt Purposes**  
Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See Part XVI-A, Item 26, for additional information.)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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 or**

**b Other transactions**

**(2) Purchases of assets from a noncharitable exempt organization.** . . . . .

**(3) Rental of facilities, equipment, or other assets.** . . . . .

**(4) Reimbursement arrangements.** . . . . .

**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.

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

2011-02-08

Dat

Tit

<b>Paid Preparer's Use Only</b>	Preparer's Signature 	Date	Check if self-employed <input type="checkbox"/> 	Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code 		EIN 	Phone no 

**Additional Data**

**Software ID:** 09000028  
**Software Version:** 2009.05000  
**EIN:** 75-6013845  
**Name:** WM & CATHERINE BRYCE MEMORIAL FUND  
 R76863001 8336041700

**Form 990PF Part XV Line 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)				
<b>a Paid during the year</b>				
ALL CHURCH HOME FOR CHLDNACH CHILD & FAMILY SERVICES1424 SUMMIT AVE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	120,000
AMERICAN CANCER SOCIETY INC 8115 DATAPPOINT DR SAN ANTONIO, TX 78229	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	200,000
BATTERED WOMEN'S FOUNDATION 4166 WILLMAN AE NORTH RICHLAND HILLS, TX 76180	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
CATHOLIC CHARITIES DIOCESE OF FT WORTH2701 BURCHILL RD N FORT WORTH, TX 76105	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000
CHILD STUDY CENTER917 LAMAR ST FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000
FORT WORTH COUNTRY DAY SCHOOL INC4200 COUNTRY DAY SCHOOL RD FORT WORTH, TX 76109	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000
HANDICAPPED RESOURCE ASSOCIATION - TEXAS WAIT LIST PROJECT1635 W DIVISION ST STE A ARLINGTON, TX 76012	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000
HAPPY HILL FARM CHILDRENS HOME INC3846 N HWY 144 GRANBURY, TX 76048	NONE	PUBLIC CHARITY	SCHOLARSHIP FUND SUPPORT	10,000
MENTAL HEALTH ASSOC OF TARRANT COUNTY3136 W 4th St FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000
MOTHER'S MILK BANK OF NORTH TEXAS INC1300 W LANCASTER FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000
NORTH TEXAS PUBLIC BROADCASTING INC3000 HARRY HINES BLVD DALLAS, TX 75201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000
ST ANDREW'S EPISCOPAL CHURCH 917 LAMAR ST FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000
TARRANT AREA FOOD BANK2600 CULLEN ST FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000
UNITED COMMUNITY CENTER INC (CAPITAL CAMPAIGN)3101 AVENUE J FORT WORTH, TX 76105	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
UNIV OF NORTH TEXAS HEALTH 3500 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000
<b>Total . . . . .</b>				665,000

## TY 2009 Accounting Fees Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	1,305	0		1,305

**TY 2009 All Other Program  
Related Investments Schedule**

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Category	Amount
N/A	0

**TY 2009 Investments Corporate Bonds Schedule**

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND  
R76863001 8336041700

EIN: 75-6013845

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS TRUST HIGH YIELD FUND INSTITUTIONAL SHS - 53614.22 SHS	300,000	385,486
AMERICAN CENTURY INFLATION ADJUSTED BOND FUND - 32473.11 SHS	350,000	392,925
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 6.94% - 47113.44 SHS	375,023	378,792
DREYFUS/LAUREL FDS TR PRM EMGRN MK I - 11009 SHS	154,566	163,043
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 2.95% - 32557.9 SHS	328,473	381,579
JPMORGAN INTERNATIONAL CURRENCY INCOME FUND 1.28% - 14127.89 SHS	153,146	156,537
NATIONSBANK CORP SUB NOTES 7 3/4% AUG 15 2015 DTD 9/5/95 - 35000 SHS	39,924	40,564
NORFOLK SOUTHERN CORP NOTES 7.70% MAY 15 2017 DTD 5/19/97 - 5000 SHS	5,582	6,390
U S A BOND STRIPPED PRIN PMT ZERO CPN MAY 15 2017 DTD 05/16/87 - 25000 SHS	19,493	22,014
U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/86 - 235000 SHS	275,868	308,163
U S A BONDS 8 7/8% AUG 15 2017 DTD 8/15/87 - 30000 SHS	42,500	43,619
ARROW ELECTRONICS INC 6 7/8% JUN 01 2018 DTD 06/03/1998 - 10000 SHS	10,816	11,413
POTAST CP SASKATCHEWAN INC NTS 7 3/4% MAY 31 2011 - 10000 SHS (ST)	10,735	10,471
FNMA GTD MTGE PASS THRU CTF 7% DEC 1 2015 - 7999.26 SHS	8,321	8,638
UNION PACIFIC CORP NOTES 6 1/2% APR 15 2012 DTD 4/18/2002 - 2000 SHS	2,071	2,158
HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002 - 15000 SHS	13,350	16,220
SBC COMMUNICATIONS INC NOTES 5 7/8% AUG 15 2012 DTD 8/19/2002 - 20000 SHS	21,005	21,768
VERIZON GLOBAL FUNDING CORP NOTES 7 3/8% SEP 1 2012- 15000 SHS	16,369	16,811
WELLPOINT HEALTH NETWORK NOTES 6 3/8% JAN 15 2012 - 10000 SHS	10,255	10,647
WELLS FARGO COMPANY NOTES 5% NOV 15 2014 DTD 11/6/2002 - 40000 SHS	38,161	43,189
GOLDMAN SACHS GROUP INC NOTES 5 1/4% APR 1 2013 DTD 3/31/2003 - 35000 SHS	35,488	37,809
DEUTSCHE TELEKOM INT FIN NOTES 5 1/4% JUL 22 2013 DTD 7/22/2003 - 5000 SHS	4,926	5,485
AMERICAN EXPRESS NOTES 4 7/8% JUL 15 2013 DTD 7/24/2003 - 30000 SHS	29,831	32,459
FNMA CTF 6% JUL 1 2033 DTD 6/1/2003 POOL NO 254795 - 8909.83 SHS	9,077	9,771
DAIMLERCHRYSLER NA HOLDINGS NOTES 6 1/2% NOV 15 2013 - 15000 SHS	16,675	17,157
U S A NOTES 4 1/4% NOV 15 2013 DTD 11/15/2003 - 120000 SHS	121,425	133,350
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 - 30000 SHS	30,129	31,331
FHLMC REMICS SER 2781 CL PC 5% JAN 15 2033 DTD 04/01/2004 - 45000 SHS	45,253	48,312
U S A NOTES 4 1/4% AUG 15 2014 DTD 8/15/2004 - 85000 SHS	86,642	95,844
KIMBERLY-CLARK CORPORATION 4 7/8% AUG 15 2015 DTD 8/11/2005 - 10000 SHS	10,087	11,495
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005 - 40000 SHS	39,881	42,626
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 - 15000 SHS	14,624	17,695
COMCAST CORP 6 1/2% JAN 15 2017 DTD 7/14/2006 - 20000 SHS	21,602	23,792
FREDDIE MAC GOLD PARTIC CTF 5% FEB 1 2019 POOL B12368 - 37865.16 SHS	37,812	40,438
FED HOME LOAN BANK 5% DEC 21 2015 DTD 11/4/2005 - 30000 SHS	28,757	34,884
FANNIE MAE 7% JAN 1 2031 DTD 1/1/2001 POOL NO 566955 - 7349.52 SHS	7,548	8,348
GNMA POOL NO 781079 7.50% AUG 15 2029 AUG 8/1/1999 - 7045.96 SHS	7,375	8,067
FANNIE MAE GOLD PARTIC CTF 4.5% JAN 1 2019 POOL B11755 - 49000.18 SHS	49,597	52,047
OHIO POWER COMPANY 4.85% JAN 15 2014 DTD 7/11/2003 - 5000 SHS	5,011	5,440
FANNIE MAE 5.5% SER 2005-59 CL PC MAR 25 2031 DTD 06/01/2005 - 75000 SHS	73,336	78,872
MERRILL LYNCH MED TERM NOTE 6.05% AUG 15 2012 - 10000 SHS	9,903	10,733
SUNTRUST BANKS SR NOTES 6% SEP 11 2017 DTD 09/10/2007 - 10000 SHS	10,187	10,831
GE CAP CORP MED TERM NOTES 5 5/8% SEP 15 2017 - 40000 SHS	38,776	44,684
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007 - 15000 SHS	15,469	17,703
TRANSOCEAN INC 5 1/4% MAR 15 2013 DTD 12/11/2007 - 5000 SHS	4,900	5,259
CSX CORP NOTES 6 1/4% APR 01 2015 DTD 03/27/2008 - 10000 SHS	9,941	11,703
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 - 5000 SHS	4,998	5,945
JOHN DEERE CAP CP MED TERM NOTE 5.35% APR 03 2018 - 10000 SHS	9,857	11,590
ALLSTATE LF GLB FN TRST MED TERM NTS 5 3/8% APR 30 2013 - 15000 SHS	14,803	16,577
GLAXOSMITHKLINE CAP INC 5.65% MAY 15 2018 DTD 05/13/2008 - 10000 SHS	10,101	11,880
EATON CORP NOTES 5.6% MAY 15 2018 DTD 05/20/2008 - 10000 SHS	9,723	11,594
KRAFT FOODS INC NOTES 6 1/8% AUG 23 2018 DTD 05/22/2008 - 10000 SHS	11,549	11,817
FANNIE MAE SER 2005-58 CL EP 5.5% JUL 25 2035 DTD 06/01/2005 - 21311.12 SHS	20,885	23,867
RIO TINTO FIN USA LTD NOTES 6 1/2% JUL 15 2018 DTD 06/27/2008 - 5000 SHS	5,892	6,030
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 - 5000 SHS	5,080	6,023
FHLMC REMIC SER 2709 CLASS PE 5% DEC 15 2022 DTD 11/01/2003 - 25000 SHS	24,839	27,519
FANNIE MAE SER 2004-2 CL QJ 4% JAN 25 2016 DTD 01/01/2004 - 3981.79 SHS	3,916	3,994
SIMON PROPERTY GROUP LP 5 1/4% DEC 01 2016 DTD 12/12/2006 - 15000 SHS	14,132	16,768
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 - 10000 SHS	9,369	11,028
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 - 10000 SHS	13,380	14,320
BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/07/2008 - 10000 SHS	10,864	10,891
SEMPRA ENERGY 9.8% FEB 15 2019 DTD 11/20/2008 - 5000 SHS	4,978	6,971
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009 - 10000 SHS	11,006	12,670
AMGEN INC SR NOTES 5.7% FEB 01 2019 DTD 01/16/2009 - 10000 SHS	10,365	11,951
PRIN LIFE INC FDG MED TERM NOTE 5.3% APR 24 2013 - 10000 SHS	9,849	10,820
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009 - 15000 SHS	15,435	17,993
U S A TREASURY NOTES 1 3/4% JAN 31 2014 DTD 01/22/2009 - 20000 SHS	19,859	20,653
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 - 10000 SHS	10,740	11,344
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 - 15000 SHS	15,561	17,222
CATERPILLAR FINANCIAL SE MED TRM NOTE 7.15% FEB 15 2019 - 10000 SHS	10,510	12,883
PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009 - 5000 SHS	5,459	5,846
MIDAMERICAN ENERGY CO 5.3% MAR 15 2018 DTD 03/25/2008 - 20000 SHS	19,944	23,024
BAXTER INTERNATIONAL INC 4% MAR 01 2014 DTD 02/26/2009 - 10000 SHS	9,972	10,936
WYETH 5.45% APR 01 2017 DTD 03/27/2007 - 10000 SHS	10,081	11,649
PROGRESS ENERGY INC 6.05% MAR 15 2014 DTD 03/19/2009 - 10000 SHS	9,972	11,386
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009 - 5000 SHS	4,991	6,500
FHLMC REMIC SER 3150 CL EQ 5% MAY 15 2026 DTD 05/01/2006 - 25000 SHS	23,375	27,552
HOSPIRA INC NOTES 6.4% MAY 15 2015 DTD 05/08/2009 - 5000 SHS	4,990	5,795
HRPT PROPERTIES TRUST 5 3/4% FEB 15 2014 DTD 10/30/2003 - 15000 SHS	14,487	15,888
TRAVELLERS COS INC SR NOTES 5.9% JUN 02 2019 DTD 06/02/2009 - 10000 SHS	11,117	11,635
BURLINGTON NORTH SANTA FE 5 3/4% MAR 15 2018 DTD 03/14/2008 - 10000 SHS	10,144	11,602
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009 - 10000 SHS	10,850	11,637
ERP OPERATING LP 5 3/4% JUN 15 2017 DTD 06/04/2007 - 5000 SHS	4,958	5,630
KEY BANK NA 7% FEB 01 2011 DTD 02/01/2001 - 10000 SHS	10,184	10,181
SUB SVC EL & GAS MED TERM NOTE 5 3/8% SEP 01 2013 - 10000 SHS	11,008	11,162
FANNIE MAE SER 2004-2 CL QJ 4% JAN 25 2016 DTD 01/01/2004 - 3981.79 SHS	3,916	3,994
PROGRESS ENERGY INC 6.05% MAR 15 2014 DTD 03/19/2009 - 10000 SHS	9,972	11,386
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009 - 5000 SHS	4,991	6,500
FED HOME LN MTG CORP PARTN CTF 6.50% DUE 11/01/2016 - 7327.85 SHS	7,529	7,880
FED HOME LN MTG CORP PARTN CTF 6.50% DUE 11/01/2019 - 27199.11 SHS	27,161	28,899
FED HOME LN MTG CORP PARTN CTF 6.50% DUE 02/15/2017 - 27199.11 SHS	23,114	26,333
FED HOME LN MTG CORP PARTN CTF 6.50% DUE 02/15/2018 - 27199.11 SHS	33,114	36,833
FED HOME LN MTG CORP PARTN CTF 6.00% DUE 08/01/2022 - 43044.7 SHS	43,542	47,057
FED HOME LN MTG CORP PARTN CTF 6.00% DUE 08/01/2023 - 43044.7 SHS	42,380	45,765
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2017 - 03/15/2017 50000 SHS	52,675	54,579
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2018 - 03/15/2018 50000 SHS	52,675	54,579
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2019 - 03/15/2019 50000 SHS	52,675	54,579
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2020 - 03/15/2020 50000 SHS	52,675	54,579
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2021 - 03/15/2021 50000 SHS	52,675	54,579
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2022 - 03/15/2022 50000 SHS	52,675	54,579
FED HOME LN MTG CORP MULTICLASS MTG 6.00% DUE 03/15/2023 - 03/15/2023 500		

**TY 2009 Investments Corporate  
Stock Schedule**

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ABBOTT LABORATORIES - 475 SHS	22,666	24,814
ALEXION PHARMACEUTICALS INC - 100 SHS	5,454	6,436
AMAZON COM INC - 90 SHS	12,421	17,277
APACHE CORP - 200 SHS	19,444	19,552
APOLLO GROUP INC CL A - 100 SHS	4,202	5,135
APPLE INC. - 165 SHS	21,820	46,819
BB & T CORP - 225 SHS	4,216	5,418
CVS/CAREMARK CORPORATION - 465 SHS	13,771	14,634
CAMPBELL SOUP COMPANY - 100 SHS	7,230	7,150
CARDINAL HEALTH INC - 300 SHS	8,899	9,912
CELGENE CORPORATION - 275 SHS	14,348	15,843
CISCO SYSTEMS INC - 1515 SHS	30,408	33,179
COCA-COLA CO - 150 SHS	0	0
COLGATE PALMOLIVE CO - 90 SHS	10,214	9,992
DEERE & CO - 225 SHS	8,202	15,701
WALT DISNEY CO - 875 SHS	23,389	28,963
DOW CHEMICAL CO - 200 SHS	5,216	5,492
E I DU PONT DE NEMOURS & CO - 700 SHS	27,069	31,234
FREEPORT-MCMORAN COPPER & GOLD INC CL B - 320 SHS	20,413	27,325
GENERAL ELECTRIC CO - 600 SHS	9,181	9,750
GENERAL MILLS INC - 200 SHS	5,486	7,308
HEWLETT-PACKARD CO - 405 SHS	9,627	17,038
INTERNATIONAL BUSINESS MACHINES CORP - 190 SHS	19,392	25,487
JOHNSON CONTROLS INC - 725 SHS	16,870	22,113
LOWES COMPANIES INC - 400 SHS	9,234	8,916
MATTHEWS PACIFIC TIGER FD - 7741 SHS	151,520	178,585
MICROSOFT CORP - 1875 SHS	41,657	45,919
MORGAN STANLEY - 380 SHS	9,574	9,378
NIKE INC B - 150 SHS	8,677	12,021
NORFOLK SOUTHERN CORP - 530 SHS	23,371	31,540

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVELLUS SYSTEMS INC - 300 SHS	7,576	7,974
OCCIDENTAL PETROLEUM CORP - 400 SHS	29,641	31,320
ORACLE CORP - 700 SHS	15,455	18,795
PACCAR INC - 400 SHS	14,424	19,260
PARKER-HANNIFIN CORP - 125 SHS	6,008	8,758
PEPSICO INC - 215 SHS	12,825	14,285
PFIZER INC - 1800 SHS	27,318	30,906
PROCTER & GAMBLE CO - 510 SHS	30,704	30,585
PUBLIC SERVICE ENTERPRISE GROUP - 200 SHS	6,559	6,616
QUALCOMM INC - 555 SHS	21,105	25,049
SPDR S&P 500 ETF TRUST - 2680 SHS	298,774	305,868
SCHLUMBERGER LTD - 240 SHS	10,933	14,786
SOUTHERN CO - 300 SHS	9,331	11,172
SPRINT NEXTEL CORP - 1900 SHS	8,028	8,797
STAPLES INC - 675 SHS	15,129	14,121
SYSCO CORP - 200 SHS	6,263	5,704
UNITED TECHNOLOGIES CORP - 365 SHS	20,779	25,999
V F CORP - 100 SHS	5,730	8,102
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 200 SHS	10,178	12,894
CITIGROUP INC - 4100 SHS	17,124	16,031
WELLS FARGO & CO - 850 SHS	21,323	21,348
THORNBURG VALUE FUND FD CL I - 4925.74 SHS	135,000	152,452
BANK OF AMERICA CORP - 1550 SHS	38,167	20,310
GOLDMAN SACHS GROUP INC - 120 SHS	11,699	17,350
DEVON ENERGY CORP - 150 SHS	10,196	9,711
EOG RESOURCES INC - 150 SHS	11,778	13,946
HONEYWELL INTERNATIONAL INC - 300 SHS	12,394	13,182
VERIZON COMMUNICATIONS INC - 640 SHS	19,182	20,858
COACH INC - 200 SHS	7,696	8,592
AETNA INC - 475 SHS	15,071	15,015

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND - 1613 SHS	66,810	99,861
US BANCORP DEL - 675 SHS	18,556	14,594
DODGE & COX INTERNATIONAL STOCK - 9827.19 SHS	260,363	329,604
ISHARES RUSSELL MIDCAP INDEX FUND - 2955 SHS	224,043	267,043
ADVANCED AUTO PARTS INC - 150 SHS	6,271	8,802
YUM BRANDS INC - 450 SHS	15,664	20,727
NABORS INDUSTRIES LTD - 100 SHS	1,920	1,806
COMCAST CORP CL A - 400 SHS	6,793	7,232
CARNIVAL CORPORATION - 200 SHS	7,190	7,637
GOOGLE INC CL A - 22 SHS	6,438	11,567
WELLPOINT INC - 100 SHS	5,542	5,664
JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 - 5637.11 SHS	77,341	82,020
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 - 4153.51 SHS	95,115	85,853
JPM MARKET EXPANSION INDEX FD SEL SH CL FD 3708 - 36092.96 SHS	234,243	339,635
JPMORGAN ASIA 3 FUND SELECT SHARE CLASS FUND 1134 - 16538.35 SHS	380,000	588,104
JPMORGAN SMALL CAP CORE FUND SELECT SHARE CLASS FUND 690 - 4835.88 SHS	150,009	152,330
EATON VANCE SPL INVT TR VALUE FD CL I - 17267.84 SHS	225,000	287,337
JPMORGAN US LARGE CAP CORE PLUS FUND SELECT FUND 1002 - 8376.87 SHS	130,000	155,642
AT&T INC - 350 SHS	13,443	10,010
STARWOOD HOTELS & RESORTS - 100 SHS	2,095	5,255
HARTFORD CAPITAL APPRECIATION FUND - 7482.99 SHS	165,000	231,075
BANK OF NEW YORK MELLON CORP - 240 SHS	7,078	6,271
CME GROUP INC CLASS A COMMON STOCK - 30 SHS	8,380	7,814
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 28987.86 SHS	300,020	299,734
INVESCO LTD - 300 SHS	5,797	6,369
JPM TR I US LARGE CAP VALUE PLUS SEL SH CL FD 1513 - 26658.77 SHS	225,000	314,307
PHILIP MORRIS INTERNATIONAL - 165 SHS	2,323	9,243
SPDR GOLD TRUST - 2638 SHS	300,037	337,427
ACE LTD NEW - 145 SHS	6,655	8,446
CREDIT SUISSE ARN SPX 9/29/11 10%PYMT - 150000 SHS	147,000	152,415

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TYCO INTERNATIONAL LTD - 175 SHS	6,333	6,428
TIME WARNER INC NEW - 933 SHS	24,965	28,596
COVIDIEN PLC - 175 SHS	6,388	7,033
HSBC SPX MKT PLS NOTE 01/27/11 - 60000 SHS	59,400	69,648
MS SPX OPT ENTRY REN 12/16/10 - 100000 SHS	98,900	109,635
HSBC EAFE BREN 10/06/10 - 150000 SHS	148,500	152,295
BARC ASIA BSKT BREN 10/27/10 - 150000 SHS	148,500	170,700
MERCK AND CO INC - 950 SHS	31,328	34,970
SOUTHWESTERN EXPOSITION & FAIR STOCK SHOW *** WORTHLESS SECURITY *** - 1 SHS	0	0
JPMORGAN RESEARCH MARKET NEUTRAL FUND - SEL - 14769.59 SHS	232,030	228,929
GS EAFE NOTE 01/24/11 - 150000 SHS	148,725	144,438
HSBC EAFE BREN 02/17/11 - 150000 SHS	148,500	144,225
BERKSHIRE HATHAWAY INC DEL CL B - 150 SHS	10,834	12,402
BARC BREN DJUBSF3 1/24/12 - 150000 SHS	147,750	154,500
HIGHBRIDGE DYNAMIC COMMODITIES STRATEGY FUND - SE - 10455.32 SHS	149,197	171,676
GS MID CALLABLE CONTINGENT 06/17/11 - 160000 SHS	158,464	162,451
GS MID CALLABLE CONTINGENT 7/01/11 - 160000 SHS	158,544	160,666
CS SPX NOTE 05/02/11 - 150000 SHS	148,800	145,845
GS EAFE NOTE 04/25/11 - 150000 SHS	148,155	140,102
NEXTERA ENERGY INC - 200 SHS	9,997	10,878
BNP BREN ASIA BASKET 08/22/11 - 150000 SHS	148,500	156,030
DB BREN SPX 08/29/11 - 150000 SHS	148,500	151,395
CS SARN SPX 09/21/12 - 150000 SHS	147,750	147,480
JUNIPER NETWORKS INC - 450 SHS	9,241	13,658
EXXON MOBIL CORP - 380 SHS	12,874	23,480
METLIFE INC - 300 SHS	11,351	11,535
MARVELL TECHNOLOGY GROUP LTD - 400 SHS	8,179	7,004
PRUDENTIAL FINANCIAL INC - 225 SHS	8,815	12,191
CONOCOPHILLIPS - 325 SHS	15,385	18,665
BIOGEN IDEC INC - 100 SHS	5,984	5,612

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
BAIDU INC SPONS ADR - 80 SHS	7,364	8,210
TD AMERITRADE HOLDING CORPORATION - 400 SHS	6,438	6,460
MASTERCARD INC - CLASS A - 40 SHS	7,482	8,960

## TY 2009 Investments - Other Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUNDS	AT COST	1,000,000	1,000,000

## TY 2009 Legal Fees Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	0	0		0
RE EXPENSE-LEGAL	2,240	2,240		0

## TY 2009 Other Assets Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MINERAL PROPERTIES	2	2	2

## TY 2009 Other Decreases Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Description	Amount
ADJUSTMENTS TO CARRYING VALUE / TAX COST	1,169

## TY 2009 Other Expenses Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MINERAL FEE	906	906		0
REAL ESTATE FEE	7,878	7,878		0
FARM/RANCH FEE	1,402	1,402		0
RE INSURANCE	64	64		0
RE EXPENSE-UTILITIES	353	353		0
RE MGMT FEES	0	0		0
OTHER EXPENSES	147	147		0
RE INSURANCE	3,892	3,892		0
RE MGMT FEES	0	0		0
RE EXPENSE-REPAIR	199	199		0
RE INSURANCE	381	381		0

## TY 2009 Other Income Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACCRETION/oid	3,672	3,672	3,672

**TY 2009 Other Increases Schedule****Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Description	Amount
ADJUSTMENTS: MUTUAL FUND TIMING/FACTORING DIFFERENCE	1,892

## TY 2009 Taxes Schedule

**Name:** WM & CATHERINE BRYCE MEMORIAL FUND

R76863001 8336041700

**EIN:** 75-6013845

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED EXCISE TAX-CURRENT YEAR	5,500	0		0
FOREIGN TAX WITHHELD	1,885	1,885		0
RE TAXES	16,594	16,594		0
AD VALOREM TAXES	44	44		0
RE TAXES	8,849	8,849		0
AD VALOREM TAXES	22	22		0
RE TAXES	12	12		0