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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

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 **11/01**, 2009, and ending **10/31, 2010**

G 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 **WILLIAM F BRYAN TRUST 2311000517**
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O REGIONS BANK TRUST DEPT., P O BOX 2886
City or town, state, and ZIP code
MOBILE, AL 36652-2886

A Employer identification number
62-6179945

B Telephone number (see page 10 of the instructions)
(251) 690-1024

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

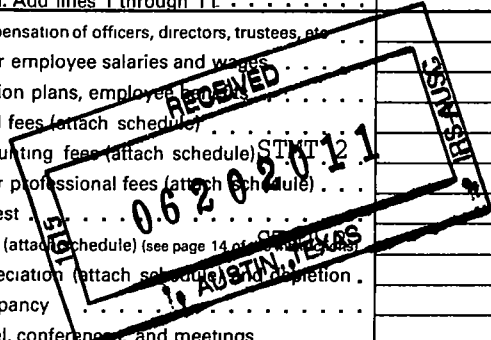
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,413,677.** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 53,190. | 56,573. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -4,224. | | | |
| | b Gross sales price for all assets on line 6a | 729,212. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11 | 48,966. | 56,573. | | |
| | 13 Compensation of officers, directors, trustees, etc. | 3,826. | 2,551. | | 1,275. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 900. | NONE | NONE | 900. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of instructions) | 698. | | | |
| | 19 Depreciation (attach schedule) | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conference, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 5,424. | 2,551. | NONE | 2,175. |
| | 25 Contributions, gifts, grants paid | 126,943. | | | 126,943. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 132,367. | 2,551. | NONE | 129,118. |
| | 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | | -83,401. | | | |
| b Net investment income (if negative, enter -0-) | | | 54,022. | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |



SCANNED 11/07/2011

9/14

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|--|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | NONE | 386,506 | 386,506 | |
| | 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 ▶ | NONE | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | 2,417,199 | 1,980,681 | 2,027,171 | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) | 31,025 | | | |
| | 14 | Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 2,448,224 | 2,367,187 | 2,413,677 | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 2,448,224 | 2,367,187 | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 2,448,224 | 2,367,187 | | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 2,448,224 | 2,367,187 | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|-----------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 2,448,224 |
| 2 | Enter amount from Part I, line 27a | 2 | -83,401 |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 3 | 2,368 |
| 4 | Add lines 1, 2, and 3 | 4 | 2,367,191 |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 5 | 4 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,367,187 |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--|--|--------------------------------------|----------------------------------|
| 1a SEE PART IV DETAIL | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) 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** -4,224.

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 | 127,279. | 2,571,680. | 0.04949254962 |
| 2007 | 123,446. | 2,607,344. | 0.04734549795 |
| 2006 | 124,485. | 2,549,106. | 0.04883476795 |
| 2005 | 108,761. | 2,535,682. | 0.04289220809 |
| 2004 | 96,636. | 2,584,957. | 0.03738398743 |

2 Total of line 1, column (d) **2** 0.22594901104

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** 0.04518980221

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 **4** 2,472,983.

5 Multiply line 4 by line 3 **5** 111,754.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 540.

7 Add lines 5 and 6 **7** 112,294.

8 Enter qualifying distributions from Part XII, line 4 **8** 129,118.
 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | |
|----|--|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 540. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 540. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 540. |
| 6 | Credits/Payments: | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 904. |
| b | Exempt foreign organizations-tax withheld at source | 6b | NONE |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | NONE |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 904. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 364. |
| 11 | Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 364. Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-------------------------------------|-------------------------------------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | <input checked="" type="checkbox"/> |
| 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 | | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year? | | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____ | | |
| 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. | | <input checked="" type="checkbox"/> |
| 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 | | <input checked="" type="checkbox"/> |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | <input checked="" type="checkbox"/> |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | <input checked="" type="checkbox"/> |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | <input checked="" type="checkbox"/> |
| 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? | <input checked="" type="checkbox"/> | |
| 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. | <input checked="" type="checkbox"/> | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 8 | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | <input checked="" type="checkbox"/> | |
| 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 | | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | <input checked="" type="checkbox"/> |

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Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) **11** ☐ Yes ☒ No
- 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? **12** ☐ Yes ☒ No
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13** ☒ Yes ☐ No
- Website address ☐ N/A
- 14 The books are in care of ☐ REGIONS BANK Telephone no ☐ (251) 690-1024
- Located at ☐ 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP + 4 ☐ 36602
- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

- | | Yes | No |
|---|-----|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years <input type="checkbox"/> | | |
| 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 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"/> Yes <input checked="" type="checkbox"/> No | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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"/> Yes <input checked="" type="checkbox"/> No | | |

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☒ Yes ☐ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No

| | | |
|----|--|---|
| 5b | | |
| 6b | | X |
| 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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 9 | | 3,826. | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 ☒ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | NONE |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

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

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

| | | | |
|----------|--|-----------|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 2,510,643. ✓ |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 2,510,643. ✓ |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 2,510,643. ✓ |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 37,660. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,472,983. ✓ |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 123,649. ✓ |

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 | 123,649. ✓ |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 540. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 540. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 123,109. ✓ |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 123,109. ✓ |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 123,109. ✓ |

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 | 129,118. ✓ |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 129,118. ✓ |
| 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 | 540. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 128,578. ✓ |

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 | | | | 123,109. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 126,943. | |
| b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u> | | NONE | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | NONE | | | |
| b From 2005 | NONE | | | |
| c From 2006 | NONE | | | |
| d From 2007 | NONE | | | |
| e From 2008 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>129,118.</u> | | | 126,943. | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | NONE | | | |
| d Applied to 2009 distributable amount | | | | 2,175. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions | | NONE | | |
| e Undistributed income for 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. | | | | 120,934. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | NONE | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | NONE | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | NONE | | | |
| b Excess from 2006 | NONE | | | |
| c Excess from 2007 | NONE | | | |
| d Excess from 2008 | NONE | | | |
| e Excess from 2009 | NONE | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5) ☒

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------|---|--------------------------------|----------------------------------|----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 11 | | | | |
| Total | | | ▶ 3a | 126,943. |
| b Approved for future payment | | | | |
| | | | | |
| Total | | | ▶ 3b | |

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

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

| | |
|----------------------|--|
| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.) |
|----------------------|--|

NOT APPLICABLE

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of Exempt Organization

WILLIAM F BRYAN TRUST 2311000517

Employer identification number

62-6179945

Number, street, and room or suite no. If a P.O. box, see instructions.

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

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

MOBILE, AL 36652-2886

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► REGIONS BANK

Telephone No. ► (251) 690-1024FAX No. ► 251-690-1351

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year _____ or
 ► ☒ tax year beginning 11/01, 2009, and ending 10/31, 2010.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | |
|---|----|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ 540. |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ 904. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|--------------------------|------------------------------|--------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 173.00 | | 172.94 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 169.00 | | | | 08/12/1998 4.00 | 11/20/2009 |
| 27.00 | | 27.07 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 27.00 | | | | 08/12/1998 | 12/21/2009 |
| 85.00 | | 84.99 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 83.00 | | | | 08/12/1998 2.00 | 01/20/2010 |
| 173.00 | | 172.87 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 169.00 | | | | 08/12/1998 4.00 | 02/22/2010 |
| 188.00 | | 188.1 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 184.00 | | | | 08/12/1998 4.00 | 03/22/2010 |
| 99.00 | | 98.69 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 97.00 | | | | 08/12/1998 2.00 | 04/20/2010 |
| 251.00 | | 251.22 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 246.00 | | | | 08/12/1998 5.00 | 05/20/2010 |
| 26.00 | | 25.83 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 25.00 | | | | 08/12/1998 1.00 | 06/21/2010 |
| 332.00 | | 331.91 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 325.00 | | | | 08/12/1998 7.00 | 07/20/2010 |
| 26.00 | | 25.56 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 25.00 | | | | 08/12/1998 1.00 | 08/20/2010 |
| 25.00 | | 24.72 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 24.00 | | | | 08/12/1998 1.00 | 09/20/2010 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|--|--------------------|--------------------------|------------------------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 215.00 | | 215.19 GOV'T NAT'L MTGE ASSN II GTD PASS PROPERTY TYPE: SECURITIES 211.00 | | | | 08/12/1998 4.00 | 10/20/2010 |
| 270.00 | | 269.55 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 260.00 | | | | 04/25/2000 10.00 | 11/20/2009 |
| 271.00 | | 271.12 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 261.00 | | | | 04/25/2000 10.00 | 12/21/2009 |
| 273.00 | | 272.7 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 263.00 | | | | 04/25/2000 10.00 | 01/20/2010 |
| 274.00 | | 274.3 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 264.00 | | | | 04/25/2000 10.00 | 02/22/2010 |
| 332.00 | | 331.92 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 320.00 | | | | 04/25/2000 12.00 | 03/22/2010 |
| 278.00 | | 277.83 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 268.00 | | | | 04/25/2000 10.00 | 04/20/2010 |
| 279.00 | | 279.45 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 269.00 | | | | 04/25/2000 10.00 | 05/20/2010 |
| 281.00 | | 281.09 GOVERNMENT NATIONAL MORTGAGE ASSN PROPERTY TYPE: SECURITIES 271.00 | | | | 04/25/2000 10.00 | 06/21/2010 |
| 17,586.00 | | 17585.83 GOVERNMENT NATIONAL MORTGAGE AS PROPERTY TYPE: SECURITIES 16,954.00 | | | | 04/25/2000 632.00 | 07/20/2010 |
| 63.00 | | 63.35 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 58.00 | | | | 03/25/1997 5.00 | 11/16/2009 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|--|--------------------|--------------------------|------------------------------|---------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 57.00 | | 57.44 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 53.00 | | | | 03/25/1997 4.00 | 12/15/2009 |
| 176.00 | | 176.43 GNMA I & II - SINGLE ISSUER POOL PROPERTY TYPE: SECURITIES 161.00 | | | | 03/25/1997 15.00 | 01/15/2010 |
| 49.00 | | 48.86 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 45.00 | | | | 03/25/1997 4.00 | 02/16/2010 |
| 52.00 | | 52.18 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 48.00 | | | | 03/25/1997 4.00 | 03/15/2010 |
| 43.00 | | 43.31 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 40.00 | | | | 03/25/1997 3.00 | 04/15/2010 |
| 44.00 | | 43.95 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 40.00 | | | | 03/25/1997 4.00 | 05/17/2010 |
| 44.00 | | 43.78 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 40.00 | | | | 03/25/1997 4.00 | 06/15/2010 |
| 53.00 | | 52.53 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 48.00 | | | | 03/25/1997 5.00 | 07/15/2010 |
| 68.00 | | 67.85 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 62.00 | | | | 03/25/1997 6.00 | 08/16/2010 |
| 70.00 | | 69.88 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 64.00 | | | | 03/25/1997 6.00 | 09/15/2010 |
| 67.00 | | 67.23 GNMA I & II - SINGLE ISSUER POOL # PROPERTY TYPE: SECURITIES 62.00 | | | | 03/25/1997 5.00 | 10/15/2010 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|--------------------------|------------------------------|---------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 376.00 | | 375.55 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 373.00 | | | | 03/04/1999 3.00 | 11/16/2009 |
| 402.00 | | 401.71 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 399.00 | | | | 03/04/1999 3.00 | 12/15/2009 |
| 897.00 | | 896.88 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 890.00 | | | | 03/04/1999 7.00 | 01/15/2010 |
| 386.00 | | 385.78 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 383.00 | | | | 03/04/1999 3.00 | 02/16/2010 |
| 2,716.00 | | 2715.81 GOVERNMENT NATL MTG ASSN POOL #5 PROPERTY TYPE: SECURITIES 2,696.00 | | | | 03/04/1999 20.00 | 03/15/2010 |
| 370.00 | | 370.1 GOVERNMENT NATL MTG ASSN POOL #502 PROPERTY TYPE: SECURITIES 367.00 | | | | 03/04/1999 3.00 | 04/15/2010 |
| 337.00 | | 337.12 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 335.00 | | | | 03/04/1999 2.00 | 05/17/2010 |
| 356.00 | | 355.63 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 353.00 | | | | 03/04/1999 3.00 | 06/15/2010 |
| 296.00 | | 295.68 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 294.00 | | | | 03/04/1999 2.00 | 07/15/2010 |
| 313.00 | | 312.81 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 311.00 | | | | 03/04/1999 2.00 | 08/16/2010 |
| 275.00 | | 274.94 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 273.00 | | | | 03/04/1999 2.00 | 09/15/2010 |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|--------------------------|------------------------------|---------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 238.00 | | 238.14 GOVERNMENT NATL MTG ASSN POOL #50 PROPERTY TYPE: SECURITIES 236.00 | | | | 03/04/1999 2.00 | 10/15/2010 |
| 100,000.00 | | 100000. UNITED STATES TREAS NT DTD 8/15/ PROPERTY TYPE: SECURITIES 104,012.00 | | | | 01/30/2001 -4,012.00 | 08/15/2010 |
| 125,000.00 | | 125000. UNITED STATES TREASURY 3.5% 02 PROPERTY TYPE: SECURITIES 125,000.00 | | | | 07/13/2006 | 02/15/2010 |
| 275,000.00 | | 275000. UNITED STATES TREASURY NOTE 4% 0 PROPERTY TYPE: SECURITIES 275,000.00 | | | | 12/29/2005 | 04/15/2010 |
| 100,000.00 | | 100000. UNITED STATES TREASURY 4.625% PROPERTY TYPE: SECURITIES 100,344.00 | | | | 12/12/2006 -344.00 | 11/15/2009 |
| 100,000.00 | | 100000. UNITED STATES TREASURY 4.5% 05 PROPERTY TYPE: SECURITIES 100,734.00 | | | | 08/23/2007 -734.00 | 05/15/2010 |
| TOTAL GAIN (LOSS) | | | | | | ----- -4,224. ===== | |

WILLIAM F. BRYAN TRUST 23110000517

62-6179945

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|----------------------|---|-----------------------------|
| | ----- | ----- |
| SECURITIES DIV & INT | 53,190. | 56,573. |
| | ----- | ----- |
| TOTAL | 53,190. | 56,573. |
| | ===== | ===== |

FORM 990PF PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------------------|---|-----------------------------|---------------------------|------------------------|
| TAX PREPARATION FEE (NON-ALLOC | 900. | | | 900. |
| TOTALS | 900. | NONE | NONE | 900. |

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|-------------------------------|--|
| FEDERAL ESTIMATES - PRINCIPAL | 698. |
| | ----- |
| TOTALS | 698. |
| | ===== |

WILLIAM F. BRYAN TRUST 2311000517

62-6179945

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

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|-------------------------------|-------------------------|----------------------|---------------|
| USTB DTD 11/19/09 11/18/10 | | | |
| USTB DTD 9/23/10 3/24/11 | | 399,578. | 399,980. |
| USTN 5% 08/15/2011 | 97,641. | 399,636. | 399,776. |
| USTN 4.875% 02/15/2012 | 96,914. | 97,641. | 103,758. |
| USTN 5.75% 08/15/2010 | 104,011. | 96,914. | 105,941. |
| USTN 5% 02/15/2011 | 100,066. | | |
| UST 3.5% 02/15/2010 | 120,493. | 100,066. | 101,387. |
| USTN 4% 04/15/2010 | 271,090. | | |
| UST 5.125% 06/30/2011 | 100,383. | | |
| UST 4.625% 11/15/2009 | 100,344. | 100,383. | 103,254. |
| UST 4.5% 05/15/2010 | 100,734. | | |
| GNMA 6% 07/20/2028 | 8,605. | 7,018. | 7,931. |
| GNMA 6.5% 03/20/2015 | 19,131. | | |
| GNMA 6% 04/15/2024 | 8,659. | 7,939. | 9,558. |
| GNMA 6% 02/15/2014 | 15,978. | 9,068. | 9,929. |
| USTB 12/24/2009 | 748,825. | | |
| USTB 02/04/2010 | 399,479. | | |
| USTB 02/18/2010 | 124,846. | | |
| UST INFL INDX BND 1.375% 2018 | | 255,572. | 275,906. |
| FHLB DTD 1/27/10 2.3% | | 102,245. | 102,500. |
| FHLB DTD 1/18/10 1.875% | | 103,011. | 103,500. |
| FHLMC DTD 9/10/10 1.75% | | 100,957. | 101,719. |
| FANNIE MAE DTD 8/6/10 1% | | 100,498. | 101,063. |
| FANNIE MAE DTD 9/27/10 1.625% | | 100,155. | 100,969. |
| TOTALS | 2,417,199. | 1,980,681. | 2,027,171. |

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2311000517

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STATEMENT 4

WILLIAM F BRYAN TRUST 2311000517

62-6179945

FORM 990PF, PART II - OTHER INVESTMENTS
=====

| DESCRIPTION | COST/ FMV C OR F | BEGINNING BOOK VALUE |
|----------------------------------|------------------------|-------------------------|
| ----- | ----- | ----- |
| PIONEER TREASURY RESERVES CL Y F | | 31,025. |
| | | ----- |
| TOTALS | | 31,025. |
| | | ===== |

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

| DESCRIPTION ----- | AMOUNT ----- |
|----------------------|-----------------|
| OID ADJUSTMENTS | 2,368. |
| | ----- |
| TOTAL | 2,368. |
| | ===== |

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

DESCRIPTION

AMOUNT

ROUNDING ADJ

4.

TOTAL

4.
=====

STATEMENT 7

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

TN

STATEMENT 8

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

OFFICER NAME:

REGIONS BANK

ADDRESS:

601 MARKET STREET

CHATTANOOGA, TN

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,826.

TOTAL COMPENSATION:

3,826.

=====

STATEMENT 9

RECIPIENT NAME:

CHATTANOOGA BRANCH OF THE
SALVATION ARMY

ADDRESS:

800 MCCALLIE AVENUE
CHATTANOOGA, TN 37404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 21,157.

RECIPIENT NAME:

BOYS' CLUB OF CHATTANOOGA, INC.

ADDRESS:

P.O. BOX 11567
CHATTANOOGA, TN 37401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 21,157.

RECIPIENT NAME:

GIRLS INCORPORATED OF CHATTANOOGA

ADDRESS:

709 S GREENWOOD AVE
CHATTANOOGA, TN 37404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 21,157.

RECIPIENT NAME:

CHATTANOOGA CHRISTIAN SCHOOL

JANET KELLEY JOBE

ADDRESS:

3354 CHARGER DRIVE

CHATTANOOGA, TN 37409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 21,157.

RECIPIENT NAME:

TEEN CHALLENGE OF CHATT.

ADDRESS:

P.O. BOX 3396

CHATTANOOGA, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 21,157.

RECIPIENT NAME:

BETHEL BIBLE VILLAGE

ADDRESS:

3001 HAMILL ROAD

HIXSON, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 21,158.

TOTAL GRANTS PAID:

126,943.
=====