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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2015 or tax year beginning

11/01, 2015, and ending

10/31, 2016

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 or province, country, and ZIP or foreign postal code

MOBILE, AL 36652-2886

G Check all that apply	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,915,254. (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 instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	58,864	51,789		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,300			
b Gross sales price for all assets on line 6a	823,990			
7 Capital gain net income (from Part IV, line 2)		3,300		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	62,164	55,089		
13 Compensation of officers, directors, trustees, etc	18,447	14,758		3,689
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 instructions)	150	194		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses	19,497	14,952		
25 Contributions, gifts, grants paid	106,800			106,800
26 Total expenses and disbursements Add lines 24 and 25	126,297	14,952	NONE	111,389
27 Subtract line 26 from line 12	-64,133			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0)		40,137		
c Adjusted net income (if negative, enter -0)				

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	29,661.	20,431.	20,431.
	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 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			
	10a Investments - U S and state government obligations (attach schedule)	STMT 4.	117,191.	119,241.
	b Investments - corporate stock (attach schedule)	STMT 5.	1,279,464.	1,241,159.
	c Investments - corporate bonds (attach schedule)	STMT 8.	502,433.	478,483.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)		1,928,749.	1,859,314.
				1,915,254.
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)			NONE
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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		1,928,749.	1,859,314.
	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 instructions)		1,928,749.	1,859,314.
	31 Total liabilities and net assets/fund balances (see instructions)		1,928,749.	1,859,314.

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	1,928,749.
2 Enter amount from Part I, line 27a	2	-64,133.
3 Other increases not included in line 2 (itemize) ► ACCRETION ADJUSTMENT	3	160.
4 Add lines 1, 2, and 3	4	1,864,776.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	5,462.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,859,314.

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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 PUBLICLY TRADED SECURITIES					
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 823,990.		820,690.	3,300.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			3,300.		
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	3,300.	
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 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 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))
2014	105,024.	1,982,975.	0.052963
2013	110,462.	2,093,021.	0.052776
2012	115,574.	2,220,420.	0.052051
2011	117,944.	2,323,039.	0.050771
2010	122,424.	2,377,392.	0.051495
2 Total of line 1, column (d)			2 0.260056
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 0.052011
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 1,921,155.
5 Multiply line 4 by line 3			5 99,921.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 401.
7 Add lines 5 and 6			7 100,322.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 111,389.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	1	401.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	401.
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	401.
6 Credits/Payments		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	184.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	631.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	815.
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	414.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ►	10	404. Refunded ►
	11	10.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b	X	
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?	1c	X	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV.	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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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 instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
14	The books are in care of ► <u>REGIONS BANK, TRUST DEPARTMENT</u> Telephone no ► <u>(251) 690-1024</u> Located at ► <u>11 N. WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP+4 ► <u>36602</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year.		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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 checked="" type="checkbox"/> 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 type="checkbox"/> Yes	<input checked="" 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
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2015 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 2015)		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2015?		
4b			

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/>		5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>		6b	X
If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>		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 instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 601 MARKET STREET, CHATTANOOGA, TN 37402	TRUSTEE 1	18,447.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 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		
3	All other program-related investments. See instructions	
Total. Add lines 1 through 3 ►		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,950,411.
b	Average of monthly cash balances	NONE
c	Fair market value of all other assets (see instructions)	NONE
d	Total (add lines 1a, b, and c)	1,950,411.
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	NONE
3	Subtract line 2 from line 1d	
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	29,256.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	1,921,155.
6	Minimum investment return. Enter 5% of line 5	96,058.

Part XI Distributable Amount (see 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	96,058.
2a	Tax on investment income for 2015 from Part VI, line 5	401.
b	Income tax for 2015. (This does not include the tax from Part VI.)	
c	Add lines 2a and 2b	401.
3	Distributable amount before adjustments. Subtract line 2c from line 1	95,657.
4	Recoveries of amounts treated as qualifying distributions	NONE
5	Add lines 3 and 4	95,657.
6	Deduction from distributable amount (see instructions)	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	95,657.

Part XII Qualifying Distributions (see 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	111,389.
b	Program-related investments - total from Part IX-B	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	NONE
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	NONE
b	Cash distribution test (attach the required schedule)	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	111,389.
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 instructions)	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	401.

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 instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				95,657.
2 Undistributed income, if any, as of the end of 2015			96,495.	
a Enter amount for 2014 only.				
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 111,389.			96,495.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				14,894.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015 . (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:	NONE			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions			NONE	
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				80,763.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	NONE			

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

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ►				
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years		
	(a) 2015	(b) 2014	(c) 2013	(d) 2012
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)(ii)				
(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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address 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)				
<i>a Paid during the year</i>				
CHATTANOOGA BRANCH OF THE SALVATION ARMY 822 MCCALLIE AVENUE CHATTANOOGA TN 37404	NONE	PC	CHARITABLE	17,800.
BOYS' CLUB OF CHATTANOOGA, INC. P.O. BOX 11567 CHATTANOOGA TN 37401	NONE	PC	CHARITABLE	17,800.
GIRLS INCORPORATED OF CHATTANOOGA 709 S GREENWOOD AVE CHATTANOOGA TN 37404	NONE	PC	CHARITABLE	17,800.
CHATTANOOGA CHRISTIAN SCHOOL JANET K JOBE 3354 CHARGER DRIVE CHATTANOOGA TN 37409	NONE	PC	CHARITABLE	17,800.
TEEN CHALLENGE OF MID-SOUTH, INC P.O. BOX 2280 CHATTANOOGA TN 37409-0280	NONE	PC	CHARITABLE	17,800.
BETHEL BIBLE VILLAGE 3001 HAMILL ROAD HIXSON TN 37343	NONE	PC	CHARITABLE	17,800.
Total			► 3a	106,800.
<i>b Approved for future payment</i>				
Total			► 3b	

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 instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	58,864.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	3,300.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				62,164.	
13	Total Add line 12, columns (b), (d), and (e)			13		62,164.

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

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

15 of 15

Line No. Explain below how each activity for which income is reported in column (e) of Part I.

▼ accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

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

Sign Here	<p>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) is based on all information of which preparer has any knowledge.</p> <p>Julie S. Elmka 05/22/2017</p>		
	TRUST OFFICER		<p>May the IRS discuss this return with the preparer shown below (see instructions)?</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>
	Signature of officer or trustee	Date	Title
Paid Preparer Use Only	<p>Print/Type preparer's name</p> <p>Firm's name ►</p> <p>Firm's address ►</p>	<p>Preparer's signature</p> <p>Firm's EIN ►</p>	<p>Date</p> <p>Check <input type="checkbox"/> if self-employed</p> <p>PTIN</p> <p>Phone no</p>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	58,864.	51,789.
TOTAL	58,864.	51,789.

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	NET INVESTMENT INCOME
FEDERAL ESTIMATES	150.	
FOREIGN TAX - QUAL DIV		173.
FOREIGN TAX - NONQUAL DIV		21.
TOTALS	150.	194.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA 3/15/16 5%	13,301.	5,085.	5,206.
UST 8/15/23 6.25%	13,068.	24,677.	22,291.
UST 5/15/43 2.875%	24,677.	6,908.	48,117.
UST 1/31/20 1.25%	6,908.	48,518.	48,276.
UST 7/31/17 2.375%	48,518.	10,719.	
UST 5/15/23 1.75%	10,719.		
UST 5/15/26 1.625%		37,306.	36,341.
UST 7/15/19 .75%		8,001.	7,953.
TOTALS	117,191.	119,241.	120,067.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NEXTERA ENERGY INC	20,190.	20,190.	25,600.
OXFORD PETRO	22,449.	9,804.	10,499.
PNC BANK CORP	19,493.	19,493.	19,120.
PEPSICO INC	19,072.	19,072.	21,440.
PFIZER INC	29,933.	29,933.	28,222.
PROCTER & GAMBLE CO	22,403.		
PRUDENTIAL FINANCIAL INC	31,392.	31,392.	30,524.
RAYTHEON CO	20,211.	8,295.	10,929.
REGAL ENTMT GR CL A	21,434.	10,425.	11,831.
REPUBLIC SVCS INC CL A	21,107.	21,107.	27,368.
SCHLUMBERGER LTD	32,256.	32,256.	31,605.
SPECTRA ENERGY	21,757.		
TARGET CORP	20,261.	22,805.	19,726.
3M CO	30,025.	30,025.	33,060.
US BANCORP DEL	21,445.	21,445.	21,485.
VERIZON COMMUNICATIONS	21,343.	21,343.	22,126.
WASTE MGMT INC	19,077.	19,077.	25,804.
WELLS FARGO & CO	30,885.	37,376.	31,195.
XILINX INC	21,547.	21,547.	26,452.
INVESCO LTD	21,198.		
ACE LTD	20,595.	9,695.	21,122.
LYONDELLBASELL IND CL A			
AMERICAN CENT SM CAP	36,422.		
ARTISAN MID CAP	35,934.		
JP MORGAN MID CAP	37,101.		
INVESCO INT'L GRWTH R5	44,575.		
MFS RESH INTL CL I	44,449.		
VIRTUS EMERGING MARKETS OPP-I	15,465.		
RS SMALL CAP GRWTH	36,364.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALTRIA GROUP INC	18,864.	20,828.	
COCA COLA CO	22,222.	22,218.	
HELMERICH & PAYNE INC	11,366.	10,602.	
MICROSOFT CORP	21,552.	25,286.	
QUALCOMM INC	20,816.	27,282.	
SOUTHERN CO	10,220.	11,139.	
WALMART STORES INC	28,457.	30,109.	
WEST ROCK CO	11,101.	10,578.	
EATON CORP PLC	20,962.	21,299.	
INVESCO LD	13,447.	10,225.	
CHUBB LIMITED	28,572.	32,004.	
ISHARES RUSSELL 2000 ETF	65,030.	61,976.	
ISHARES MSCI EMERGING MKT	34,974.	34,355.	
ISHARES MSCI ACWI EX US ETF	60,473.	59,088.	
ISHARES INT'L SELECT DIV ETF	40,443.	39,140.	
TOTALS	1,279,464.	1,241,159.	1,288,897.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLM 11/1/34 5%	6,621.	5,070.	5,113.
FHLM 6/1/30 3%	7,047.	6,042.	6,094.
FHLM 7/1/30 2.5%	13,893.	12,044.	12,223.
FHLM 10/1/40 4%	6,880.	5,576.	5,618.
FHLM 6/1/45 3.5%	7,074.	6,394.	6,529.
FHLM 5/1/42 4.5%	7,056.	5,535.	5,577.
FNMA 2/1/26 3.5%	13,566.	10,828.	10,846.
FNMA 4/1/41 4.5%	13,668.	10,541.	10,600.
FNMA 10/1/41 5%	13,421.	10,321.	10,353.
FNMA 4/1/28 2.5%	6,897.	5,825.	5,870.
FNMA 8/1/43 3%	14,174.	12,741.	13,037.
FNMA 5/1/35 5.5%	6,700.	5,189.	5,247.
FNMA 12/1/26 3%	6,599.	5,226.	5,253.
FNMA 8/1/42 3.5%	13,918.	11,733.	11,883.
FNMA 8/1/40 4%	13,410.	10,649.	10,691.
AT&T INC 5/15/18 5 . 6%	6,590.	6,428.	6,352.
AT&T INC 5/15/35 4 . 5%	6,487.	5,560.	5,956.
AMERICAN EXPRESS	6,995.	5,996.	6,138.
ANHEUSER-BUSCH INBEV	7,082.	12,005.	12,093.
APPLE INC	6,923.	5,934.	5,992.
BRANCH BANKING & TRUST	6,978.	5,981.	6,002.
CA INC	6,545.	6,447.	6,598.
CATERPILLAR INC	7,179.	5,736.	5,662.
CISCO SYSTEMS INC	7,185.	6,008.	6,040.
CITIGROUP INC	10,989.	8,992.	9,144.
COMCAST CORP	6,816.	5,527.	5,551.
JOHN DEERE CAP CORP	7,036.	6,023.	6,131.
DEUTSCHE BANK	6,983.	5,985.	5,915.
FORD MOTOR CREDIT	6,960.	11,891.	12,002.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CAP	6,756.	5,521.	5,679.
GILEAD SCIENCES INC	6,983.	5,987.	6,289.
GOLDMAN SACHS GROUP	7,043.	5,628.	5,621.
INTEL CORP	7,218.	6,158.	6,391.
INT'L BUSINESS MACHINES	14,184.	4,984.	5,309.
JP MORGAN CHASE	6,794.	5,478.	5,542.
LOCKHEED MARTIN CORP	6,184.	5,301.	5,938.
MARATHON OIL CORP	7,314.	5,487.	5,793.
MERRILL LYNCH & CO INC	6,688.	5,347.	5,379.
BANK OF AMERICA	6,898.	5,732.	6,070.
MOLSON COORS BREWING CO	6,931.	5,941.	6,737.
MORGAN STANLEY SERIES	6,694.	5,439.	5,505.
MORGAN STANLEY 3.7%	7,020.	6,016.	6,285.
PFIZER INC	6,813.	5,488.	5,537.
PRUDENTIAL FINANCIAL	7,653.	5,402.	5,467.
ROYAL BANK OF CANADA	13,978.	11,981.	12,008.
TARGET CORP	7,517.	6,256.	6,129.
TORONTO DOMINION BANK	7,166.	6,095.	6,126.
TOYOTA MOTOR CREDIT	7,269.	6,195.	6,419.
UNITED HEALTH GROUP INC	7,014.	6,006.	6,024.
VERIZON COMMUNICATIONS	6,616.	5,506.	6,004.
WACHOVIA CORP	7,558.	5,216.	5,135.
WALMART STORES INC	6,426.	6,392.	6,929.
WALGREENS BOOTS ALLIANCE	6,854.	5,875.	6,310.
WELLS FARGO & CO	6,980.	5,982.	6,202.
FHLM 12/01/45 3.5%		11,083.	11,205.
FHLM 12/01/26 3%		5,669.	5,636.
FNMA 11/01/45 3.5%		5,831.	5,880.
AMGEN IC 8/19/23 2.25%		6,989.	6,836.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ASTRAZENECA PLC	6,000.	6,036.	
BANK OF MONTREAL	5,999.	5,977.	
CHEVRON CORP 11/09/17	9,000.	9,019.	
CISCO SYSTEMS INC 9/20/26 2.5%	5,998.	5,952.	
FIFTH THIRD BANK	6,008.	6,061.	
GLAXOSMITHKLINE CAP PLC	9,047.	9,023.	
KROGER CO/THE CALLABLE	5,985.	5,820.	
ORACLE CORP 5.75%	5,302.	5,328.	
PEPSICO INC 10/13/17	5,992.	6,003.	
SHELL INT FIN	5,987.	5,969.	
TEVA PHARMACEUTICALS	6,018.	5,904.	
VALERO ENERGY CORP	5,935.	5,872.	
TOTALS	440,223.	478,483.	485,859.

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

DESCRIPTION	AMOUNT
AMORTIZATION ADJUSTMENT	5,449.
ROUNDING	13.
TOTAL	5,462.

STATEMENT 11

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	1,863,046.		
FEBRUARY	1,865,749.		
MARCH	1,945,278.		
APRIL	1,963,895.		
MAY	1,982,493.		
JUNE	2,013,797.		
JULY	2,046,335.		
AUGUST	2,046,942.		
SEPTEMBER	1,939,076.		
OCTOBER	1,915,253.		
NOVEMBER	1,924,311.		
DECEMBER	1,898,753.		
TOTAL	23,404,928.		
AVERAGE FMV	1,950,411.		

STATEMENT 12