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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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
Bryson Foundation Limited

Number and street (or P O box number if mail is not delivered to street address) Room/suite
719 Grove Place

City or town, state, and ZIP code
Vero Beach FL 32963

A Employer identification number
35-1854017

B Telephone number (see page 10 of the instructions)
772-589-9945

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) ▶ $ 9,272,921

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	393,686	393,657	393,686	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,805,301			
	b	Gross sales price for all assets on line 6a 4,118,904				
	7	Capital gain net income (from Part IV, line 2)		2,805,301		
	8	Net short-term capital gain			15,427	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	3,198,987	3,198,958	409,113	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	5,725	2,290	2,290	3,435
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 2	5,767	1,668	1,668	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 3	15,033	15,008	15,008	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,525	18,966	18,966	3,435
	25	Contributions, gifts, grants paid	1,119,275			1,119,275
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,145,800	18,966	18,966	1,122,710
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,053,187			
	b	**Net investment income** (if negative, enter -0-)		3,179,992		
	c	**Adjusted net income** (if negative, enter -0-)			390,147	

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Form **990-PF** (2009)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	201,472	24,277	24,277
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 4	4,511,309	6,741,691	8,852,429
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 5)		396,215	396,215
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,712,781	7,162,183	9,272,921
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶** ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,712,781	7,162,183	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,712,781	7,162,183	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,712,781	7,162,183	

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	4,712,781
2	Enter amount from Part I, line 27a	2	2,053,187
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	396,215
4	Add lines 1, 2, and 3	4	7,162,183
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,162,183

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 Attached Schedule	P	Various	Various
b	See Attached Schedule	P	Various	Various
c	Capital Gain Distributions			
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	140,636		125,209	15,427
b	3,975,828		1,188,394	2,787,434
c	2,440			2,440
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				15,427
b				2,787,434
c				2,440
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** 2,805,301

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** 15,427

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	297,265	11,231,449	0.026467
2007	364,251	10,620,753	0.034296
2006	711,197	10,921,238	0.065121
2005	973,792	11,767,603	0.082752
2004	271,999	11,965,365	0.022732

2	**Total** of line 1, column (d)	2	0.231368
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	0.046274
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,855,853
5	Multiply line 4 by line 3	5	409,796
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,800
7	Add lines 5 and 6	7	441,596
8	Enter qualifying distributions from Part XII, line 4	8	1,122,710

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	31,800
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	31,800
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	31,800
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,800		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	79
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	28,079
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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? N/A	4b		
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 page 19 of the instructions) ▶ IN			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶ N/A

14 The books are in care of ▶ Mr. Vaughn Bryson Telephone no ▶ 772-589-9945

719 Grove Place

Located at ▶ Vero Beach, FL ZIP+4 ▶ 32963

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7				

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

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

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Contributed to Various Charitable Organizations	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,439,412
b	Average of monthly cash balances	1b	155,087
c	Fair market value of all other assets (see page 24 of the instructions)	1c	396,215
d	**Total** (add lines 1a, b, and c)	1d	8,990,714
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,990,714
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	134,861
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,855,853
6	**Minimum investment return.** Enter 5% of line 5	6	442,793

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	442,793
2a	Tax on investment income for 2009 from Part VI, line 5	2a	31,800		
b	*Income tax for 2009 (This does not include the tax from Part VI)*	2b			
c	Add lines 2a and 2b			2c	31,800
3	Distributable amount before adjustments Subtract line 2c from line 1			3	410,993
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	410,993
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	410,993

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	1,122,710
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,122,710
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	31,800
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,090,910

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					410,993
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				393,943	
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,122,710					
a Applied to 2008, but not more than line 2a				393,943	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					410,993
e Remaining amount distributed out of corpus		317,774			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		317,774			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		317,774			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008					
e Excess from 2009	317,774				

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

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

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))

Vaughn D. Bryson

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Schedule				1,119,275
Total			▶ 3a	1,119,275
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(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	393,686	
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	2,805,301	
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)		0		3,198,987	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,198,987

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

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

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)
N/A	

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

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

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ Vaughn D. Bryson | 15-11-10 | ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ Ned P. Curtis

Date 05/03/10

Check if self-employed ▶ ☐

Preparer's identifying number (see **Signature** on page 30 of the instructions) P00123847

Firm's name (or yours if self-employed), address, and ZIP code ▶
Curtis, Ward & Associates, P.A.
3055 Cardinal Drive, Suite 202
Vero Beach, FL 32963

EIN ▶ 59-2744719

Phone no 772-234-8400

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 5,725	$ 2,290	$ 2,290	$ 3,435
Total	$ 5,725	$ 2,290	$ 2,290	$ 3,435

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	$ 4,099	$	$	$
Foreign Taxes Withheld	1,668	1,668	1,668	
Total	$ 5,767	$ 1,668	$ 1,668	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Bank Fees	40	25	25	
Indiana Sec of State Filing	10			
Investment Fees	14,983	14,983	14,983	
Penalties				
Total	$ 15,033	$ 15,008	$ 15,008	$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Schedule				
	$ 4,511,309	$ 6,741,691	Cost	$ 8,852,429
Total	$ 4,511,309	$ 6,741,691		$ 8,852,429

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

Description	Beginning of Year	End of Year	Fair Market Value
NULIAC SurvivorUniversal Life Policy	$	$ 396,215	$ 396,215
Total	$ 0	$ 396,215	$ 396,215

Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Basis Adjustment	$ 396,215
Total	$ 396,215

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Vaughn D. Bryson 719 Grove Place Vero Beach FL 32963	Pres/Treas	0.00	0	0	0
Nancy F. Bryson 719 Grove Place Vero Beach FL 32963	Secretary	0.00	0	0	0
William D.Bryson PO Box 2944 Gainesville FL 32601	Director	0.00	0	0	0
Nancy C. Bryson 408 Parkview Crescent Chapel Hill NC 27516	Director	0.00	0	0	0
Jeffrey H. Thomasson 1171 N. Merdian St. Indianapolis IN 46204	Director	0.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
Vaughn D. Bryson	$
Total	$ 0

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/09

FEDERAL STATEMENTS

Part XV Supplementary Information

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)				
Academy for Performing Arts, Vero Beach, FL	None	Private	Unrestricted	100 00
Alachua Conservation Trust, Gainesveill, FL	None	Private	Unrestricted	1,000 00
American School of London, England	None	Private	Unrestricted	500 00
Atlantic Classical Orchestra, Vero Beach, FL	None	Private	Unrestricted	$200,000
Benjamin Harrison Home, Indianapolis, IN	None	Private	Unrestricted	$200
Berry College, Rome, GA	None	Private	Unrestricted	$10,000
Boys and Girls Clubs, Vero Beach, FL	None	Private	Unrestricted	$100
Brebeuf Preparatory School, Indianapolis, IN	None	Private	Unrestricted	$500
Camp Daggett, Petoskey, MI	None	Private	Unrestricted	$100
Camp Quality, Petoskey, MI	None	Private	Unrestricted	$1,000
Chicago Tribune Christmas Fund, Chicago, IL	None	Private	Unrestricted	$100
Child Care Resources, Vero Beach, FL	None	Private	Unrestricted	$42,200
Christel House, Watanabe School, Indianapolis, IN	None	Private	Unrestricted	$5,000
Civic Media Center, Gainesville, FL	None	Private	Unrestricted	$2,000
Crooked Tree Arts Center, Petoskey, MI	None	Private	Unrestricted	$100
Crooked TreeLibrary Petoskey, MI	None	Private	Unrestricted	$100
Dollars for Scholars, Vero Beach, FL	None	Private	Unrestricted	$1,000
Environmental Learning Center, Vero Beach, FL	None	Private	Unrestricted	$126,000
Gifford Yourth Center, Vero Beach, FL	None	Private	Unrestricted	$100
Habitat for Humanity-Alachua, Gainesville, FL	None	Private	Unrestricted	$1,000
Habitat for Humanity-Indian River, Vero Beach, FL	None	Private	Unrestricted	$5,100
Harn Museum of Art, Gainesville, FL	None	Private	Unrestricted	$500
Hippodrome Theater, Gainesville, FL	None	Private	Unrestricted	$1,000
Homeless Family Center, Vero Beach, FL	None	Private	Unrestricted	$100
Indian River Community Foundation, Vero Beach, FL	None	Private	Unrestricted	$6,000
Indian River Mental Health Assn., Vero Beach, FL	None	Private	Unrestricted	$1,000
Indian River State College Fdn , Vero Beach, FL	None	Private	Unrestricted	$100
Indian River Symphonic Association, Vero Beach, FL	None	Private	Unrestricted	$1,000
Interlochen Public Radio, Interlochen, MI	None	Private	Unrestricted	$200
McKee Botanical Gardens, Vero Beach, FL	None	Private	Unrestricted	$100
MPS National Society, Burham, NC	None	Private	Unrestricted	$10,000
Nature Conservancy of FL, Altamonte Springs, FL	None	Private	Unrestricted	$10,000
Northern Michigan Hospital Fdn , Petoskey, MI	None	Private	Unrestricted	$5,000
Pace Center for Girls, Fort Pierce, FL	None	Private	Unrestricted	$100
Phillips Performing Arts Center, Gainesville, FL	None	Private	Unrestricted	$500
Redlands Christian Migrant Assoc , Vero Beach, FL	None	Private	Unrestricted	$5,000
Riverside Theatre, Vero Beach, FL	None	Private	Unrestricted	$5,000
Saint Francis House, Gainesville, FL	None	Private	Unrestricted	$1,000
Salvation Army, Vero Beach, FL	None	Private	Unrestricted	$100
Special Equestrians, Vero Beach, FL	None	Private	Unrestricted	$100
Stanford University Business School, Palo Alto, CA	None	Private	Unrestricted	$250
Sun-Up of Indian River, Vero Beach, FL	None	Private	Unrestricted	$100
United Way-Alachua, Gainesville, FL	None	Private	Unrestricted	$5,000
University of North Carolina-KKG Professorship, Chapel Hill, NC	None	Private	Unrestricted	$20,000

Bryson Foundation Limited
EIN Number: 35-1854017
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FEDERAL STATEMENTS

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
University of North Carolina-Medical Genetics, Chapel Hill, NC	None	Private	Unrestricted	$250,000
University of North Carolina-Rams Club, (Boshamer) Chapel Hill, NC	None	Private	Unrestricted	$325,000
University of North Carolina-Public Health, Chapel Hill, NC	None	Private	Unrestricted	$69,625
Vero Beach Museum of Art, Vero Beach, FL	None	Private	Unrestricted	$5,000
VNA/Hospice Foundation, Vero Beach, FL	None	Private	Unrestricted	$100
Volunteer Ambualnce Squad, Vero Beach, FL	None	Private	Unrestricted	$100
Walloon Lake Trust, Petoskey, MI	None	Private	Unrestricted	$500
Women's Resource Center, Petoskey, MI	None	Private	Unrestricted	$150
WQCS Public Radio, Fort Pierce, FL	None	Private	Unrestricted	$100
WUFT Public Radio, Gainesville, FL 350	None	Private	Unrestricted	$350

1,119,275.00

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/09
Attachment to Schedule D

Date of Purchase	Investment	# of Shares	Cost or Acquistion Value	Purchase Shares	Purchase Amount	Date Sold	Sales Shares	Proceeds	Gain/ (loss)	
	Eli Lilly & Co-trnsf from Credit !	137,842.000	781,035.25	-	-	10/22/2009	100,000 00	3,498,910 05	2,932,293.74	LT
12/24/2007	Rainier Small/Mid Cap Growth Equity I	2,407.653	97,389 55	-	-	10/14/2009	2,407 65	61,852.61	(35,536.94)	LT
10/4/2005	AT&T Corp	1,200.000	30,042.49	-	-	10/19/2009	1,200 00	31,012 82	970.33	LT
12/13/2007	AT&T Corp	300.000	11,405.46	-	-	11/12/2009	-	-	0 00	LT
7/10/2007	America Movil ADR	300 000	19,760.01	-	-	3/17/2009	300 00	7,959 71	(11,800.31)	LT
7/10/2007	America Movil ADR	200.000	13,149.26	-	-	3/17/2009	200.00	5,306 47	(7,842 79)	LT
2/13/2008	America Movil ADR	100.000	5,842 09	-	-	3/17/2009	100.00	2,653.24	(3,188 86)	LT
11/28/2008	Burlington Northern Santa Fe	150.000	10,985 55	-	-	10/19/2009	150 00	12,842 66	1,857.11	ST
4/29/2009	Calpine Corp	-	-	1,200 00	9,700.32	9/9/2009	1,200 00	13,192 93	3,492.61	ST
7/11/2007	Commscope Inc	500 000	29,403 55	-	-	4/7/2009	500.00	7,048.16	(22,355 39)	LT
1/11/2008	Commscope Inc	300 000	13,418 40	-	-	4/7/2009	300 00	6,393.16	(7,025 24)	LT
7/8/2008	Commscope Inc	200.000	10,303.38	-	-	5/5/2009	200 00	4,983.53	(5,319 85)	ST
11/20/2008	Commscope Inc	200.000	2,218 00	-	-	5/5/2009	200 00	4,983 53	2,765.53	ST
6/2/2008	ConocoPhillips	200.000	18,352 00	-	-	3/17/2009	200 00	7,329 47	(11,022.53)	ST
7/6/2009	Diamond Offshore Drilling	-	-	50 00	4,174 96	7/29/2009	50 00	4,548 56	373.60	ST
10/4/2005	Energen Corp	800 000	33,888.00	-	-	10/19/2009	700.00	31,870.17	2,218.17	LT
8/11/2006	Edison Intl	600.000	25,397.70	-	-	10/19/2009	600.00	19,810 04	(5,587.66)	LT
8/16/2006	Edison Intl	200.000	8,464 00	-	-	10/19/2009	200 00	6,603 35	(1,860 65)	LT
10/28/2005	Exelon Corp	500 000	26,393.00	-	-	3/19/2009	500 00	21,613.78	(4,779.23)	LT
2/3/2006	Exelon Corp	200 000	11,280 00	-	-	3/19/2009	200.00	9,248 61	(2,031.39)	LT
9/6/2006	Exelon Corp	500.000	29,824.70	-	-	10/19/2009	50 00	2,462 93	(519 54)	LT
12/13/2007	General Electric	500 000	18,790 00	-	-	10/19/2009	500 00	8,369 78	(10,420 22)	LT
3/20/2008	General Electric	500.000	17,392 75	-	-	10/19/2009	500 00	8,369 78	(9,022 97)	LT
3/17/2009	Integrys Energy Grp Ind	-	-	1,200.00	27,576 72	10/6/2009	1,200.00	42,468 82	14,892.10	ST
3/19/2009	Integrys Energy Grp Ind	-	-	600 00	14,751 42	10/19/2009	600 00	20,970 17	6,218 75	ST
8/14/2008	Nalco Holding	50.000	1,116 50	-	-	11/2/2009	50 00	1,135.60	19.10	LT
8/22/2008	Nalco Holding	100 000	2,199 43	-	-	11/2/2009	100 00	2,271 19	71.76	LT
1/12/2007	National Grid	100.000	7,005 13	-	-	10/19/2009	100 00	4,667 88	(2,337.25)	LT
1/18/2007	National Grid	100 000	7,192 40	-	-	10/19/2009	100 00	4,667.88	(2,524.52)	LT
6/2/2008	National Grid	600.000	44,804 52	-	-	10/19/2009	150 00	7,001 82	(4,199 31)	LT
10/19/2005	Occidental Pete	400.000	14,427 84	-	-	10/19/2009	400 00	32,383 17	17,955.33	LT
10/28/2005	Occidental Pete	400.000	14,998 56	-	-	10/19/2009	400 00	32,383 17	17,384 61	LT
2/8/2008	PPL Corp	300 000	14,500 23	-	-	10/19/2009	300 00	9,067 89	(5,432.34)	LT
9/27/2006	Schlumberger	350 000	21,063 35	-	-	10/19/2009	200 00	13,115 66	1,079 46	LT

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/09
Attachment to Schedule D

Date of Purchase	Investment	# of Shares	Cost or Acquistion Value	Purchase Shares	Purchase Amount	Date Sold	Sales Shares	Proceeds	Gain/ (loss)	
10/4/2005	Sempra Energy	700 000	32,431.00	-	-	10/19/2009	300.00	15,737.59	1,838 59	LT
10/4/2005	South Jersey Industries	200 000	5,748.00	-	-	3/20/2009	200.00	6,636 24	888.24	LT
10/7/2005	South Jersey Industries	1,000 000	29,167.50	-	-	3/20/2009	500.00	16,590 60	2,006 85	LT
1/5/2007	Spectra Energy Corp*	1,400.000	33,320.45	-	-	3/19/2009	1,400.00	18,096 29	(15,224 16)	LT
8/28/2007	Spectra Energy Corp	300.000	6,896.61	-	-	3/19/2009	300.00	3,877.78	(3,018 83)	LT
9/21/2007	Spectra Energy Corp	300.000	7,500.42	-	-	3/19/2009	300 00	3,877.78	(3,622.64)	LT
01/0709	Spectra Energy Corp	-	-	200.00	3,321 80	3/19/2009	200 00	2,585.18	(736.62)	ST
9/2/2009	Sunoco Inc	-	-	300.00	8,317 23	10/19/2009	300 00	8,910.34	593.11	ST
9/9/2009	Sunoco Inc	-	-	600.00	15,507 36	10/19/2009	600 00	17,820 68	2,313 32	ST
5/5/2008	Teco Energy	200.000	3,258 30	-	-	10/19/2009	200.00	2,813 93	(444.38)	LT
6/2/2008	Teco Energy	2,500 000	49,006 75	-	-	10/19/2009	600.00	8,441.78	(3,319 85)	LT
11/15/2007	Total SA ADR	500.000	41,679 85	-	-	12/11/2009	500 00	31,166 39	(10,513.46)	LT
6/2/2008	VodaFone Group	1,500.000	49,095 00	-	-	10/19/2009	1,500.00	32,411.01	(16,683.99)	LT
	TOTAL		**$ 1,600,146.98**		**$ 83,349.81**			**$4,116,464.14**	**$ 2,802,861.40**	

Short Term Gain/(Loss):	**$ 15,427.14**
Long Term Gain/(Loss):	**$ 2,787,434.27**
Total Gain/(Loss):	**$ 2,802,861.40**

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/08
Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Eli Lilly & Co-trnsf from Credit Suisse	781,035 25	214,418 94	1,351,337 82
Abbott Labs	764,344 17	764,344 17	1,569,975 21
Artisan Intl Equity Fd	355,068.17	355,068.17	449,326 03
Artisan Intl Equity Fd	-	75,000.00	-
Artisan Small Cap Value	163,422 29	163,422 29	332,389 29
Artisan Small Cap Value	-	150,000 00	-
CS Commodity Return Str	-	425,000.00	416,277.08
Harbor Internl Fd	-	450,000 00	458,268 37
Rainier Small/Mid Cap Growth Equity Instl Fd	97,389 55	-	-
RS Emerging Markets	-	61,852 61	166,767 27
RS Emerging Markets	-	100,000.00	-
Schwab S&P 500 select	434,557 98	434,557.98	409,066 05
Pimco Emerging Local Bond Fd	-	400,000 00	403,245 43
Pimco Total Return Fd	95,009.35	95,009 35	1,090,204 37
Pimco Total Return Fd	-	1,000,000 00	-
Vanguard Inflation Protected Sec	-	400,000 00	393,612 78
AT&T Corp	30,042 49	-	
AT&T Corp	11,405 46	11,405 46	47,651 00
AT&T Corp	19,777 75	19,777 75	-
AT&T Corp	5,484 86	5,484 86	-
AT&T Corp	-	17,507 28	-
America Movil ADR	19,760.01	-	-
America Movil ADR	13,149 26	-	-
America Movil ADR	5,842.09	-	-
American Water	10,694 65	10,694.65	40,338.00
American Water	4,344 44	4,344 44	-
American Water	-	22,022 00	-
Amylin Pharmaceuticals	233,178 19	233,178 19	368,940 00
Berkshire Hathaway Inc	42,035 00	42,035 00	62,434 00
Berkshire Hathaway Inc	12,978 84	12,978 84	-
Berkshire Hathaway Inc	3,108 89	3,108 89	-
BP Amoco PLC	-	53,660 00	57,970 00
Burlington Northern Santa Fe	10,985 55	-	-
Frontier Communicatons/Citizens Comm	40,500.00	40,500 00	66,385 00
Frontier Communicatons/Citizens Comm	12,340 00	12,340 00	-
Frontier Communicatons/Citizens Comm	12,534 80	12,534 80	-
Frontier Communicatons/Citizens Comm	-	3,763 15	-
Frontier Communicatons/Citizens Comm	-	22,782 60	-
Calpine Corp	-	11,810 00	18,700 00
Calpine Corp	-	7,830 20	-
Camerson Intnl	-	10,241 50	10,450 00
CenturyTel	-	33,560.00	56,125 50
CenturyTel	-	19,026 65	-
CMS Energy	-	6,219.36	6,264 00
Cenovus Energy(spinoff frm Encana)	-	23,156 66	20,160 00
Commscope Inc	29,403 55	-	-
Commscope Inc	13,418.40	-	-
Commscope Inc	10,303 38	-	-
Commscope Inc	2,218 00	-	-
ConocoPhillips	18,352 00	-	-

Bryson Foundation Limited
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Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Copano Energy	18,480.60	18,480 60	23,910 00
Copano Energy	5,366.30	5,366 30	-
Diamond Offshore Drilling	-	28,705.08	29,526.00
Enbridge Inc	4,340 96	4,340 96	4,622 00
Encana Corp	23,157 54	12,294.95	25,912 00
Encana Corp	4,139.22	2,069 61	-
Encana Corp	-	1,820.54	-
Encana Corp	-	2,126 93	-
Encana Corp	-	6,277 00	-
Energen Corp	33,888 00	4,236 00	32,760 00
Energen Corp	11,070 00	11,070.00	-
Energen Corp	11,570 64	11,570.64	-
Exxon Mobil	22,424.00	22,424 00	40,914 00
Exxon Mobil	11,370.00	11,370 00	-
Edison Intl	25,397.70	-	-
Edison Intl	8,464 00	-	-
EQT Corp/Equitable Res Inc	14,186.40	14,186 40	52,704 00
EQT Corp/Equitable Res Inc	5,144 00	5,144 00	-
EQT Corp/Equitable Res Inc	-	31,024 00	-
Exelon Corp	26,393 00	-	-
Exelon Corp	11,280 00	-	-
Exelon Corp	29,824 70	26,842 23	21,991 50
FPL Grp	-	26,235 00	26,410.00
General Electric	18,790 00	-	-
General Electric	17,392 75	-	-
ITC Holdings	4,038.04	4,038 04	52,090 00
ITC Holdings	-	32,873 94	-
Nalco Holding	1,116 50	-	-
Nalco Holding	2,199 43	-	-
National Grid	7,005.13	-	-
National Grid	7,192 40	-	-
National Grid	44,804 52	33,603 39	35,347 00
National Grid	-	8,362.60	-
Nisource Inc	-	11,144.00	12,304.00
Nstar Ben Int	-	15,655 00	18,400 00
Occidental Pete	14,427 84	-	-
Occidental Pete	14,998.56	-	-
Oneok Inc	30,639 51	30,639.51	89,140 00
Oneok Inc	2,841 83	2,841 83	-
Oneok Inc	6,602.32	6,602 32	-
Oneok Inc	16,701 24	16,701 24	-
Oneok Partners	24,605 16	24,605.16	24,920 00
Peabody Energy	-	10,367 50	11,302 50
PPL Corp	14,500.23	-	-
PPL Corp	24,059 60	24,059 60	32,310 00
PPL Corp	9,418 04	9,418.04	-
PPL Corp	10,116.94	10,116.94	-
PPL Corp	3,202 52	3,202 52	-
Petrol Brasileiro	4,145.43	4,145 43	4,768 00
Pinnacle West	-	16,640.00	21,948 00

Bryson Foundation Limited
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Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Pinnacle West	-	3,496 13	-
Scana Corp	15,774 05	15,774 05	22,608 00
Scana Corp	-	3,138 77	-
Schlumberger	21,063 35	9,027 15	22,781 50
Schlumberger	6,110 84	6,110 84	-
Schlumberger	5,822 57	5,822 57	-
Sempra Energy	32,431.00	18,532.00	78,372 00
Sempra Energy	5,861 79	5,861 79	-
Sempra Energy	18,691.44	18,691.44	-
Sempra Energy	32,302.98	32,302 98	-
NV Energy Com/Sierra PAC	13,125 00	13,125 00	30,950 00
NV Energy Com/Sierra PAC	8,890.00	8,890.00	-
NV Energy Com/Sierra PAC	13,550.00	13,550 00	-
South Jersey Industries	5,748 00	-	-
South Jersey Industries	29,167 50	14,583 75	45,816 00
South Jersey Industries	6,634.16	6,634 16	-
South Jersey Industries	-	18,362.00	-
Southwest Gas	-	7,752 00	8,559 00
Southwestern Energy	-	18,449 00	19,280 00
Spectra Energy Corp*	33,320.45	-	-
Spectra Energy Corp	6,896.61	-	-
Spectra Energy Corp	7,500.42	-	-
Teco Energy	3,258.30	-	-
Teco Energy	49,006 75	37,245.13	30,818 00
Telefonica SA	-	7,379 23	25,056 00
Telefonica SA	-	17,170 84	-
Total SA ADR	41,679 85	-	-
Transocean Ltd	21,557 90	21,557 90	34,693 20
Transocean Ltd	14,459 10	14,459 10	-
VodaFone Group	49,095.00	-	-
Ultra Petroleum	-	10,764 00	9,972 00
Verizon	-	2,993.07	3,313 00
Weatherford Intl	-	11,838 00	10,746 00
Williams Cos	24,950 00	24,950.00	52,700 00
Williams Cos	11,240.00	11,240 00	-
Williams Cos	11,939 45	11,939 45	-
Williams Cos	11,216 05	11,216.05	-
Money Market	212,037.08	99,597 86	99,597 86
***TOTAL** Securities:*	4,511,309.06	6,741,691 35	8,852,428 76