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2011

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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	4,549	11,475	11,475
	2	Savings and temporary cash investments	89,820	138,487	138,487
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,195,634	1,431,244	1,620,102
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	265,000		
	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)	1,555,003	1,581,206	1,770,064	
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,555,003	1,581,206	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,555,003	1,581,206	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,555,003	1,581,206		

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	1,555,003
2	Enter amount from Part I, line 27a	2	-79,053
3	Other increases not included in line 2 (itemize) ▶ _____	3	105,256
4	Add lines 1, 2, and 3	4	1,581,206
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	1,581,206

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)
1 a	SEE ATTACHED	P	2011-01-01	2011-12-31
b	SEE ATTACHED	P	2010-01-01	2011-12-31
c	SPDR GOLD	P	2011-01-01	2011-12-31
d	SEE ATTACHED	P	2011-01-01	2011-12-31
e	115 EAGLES CT, WINTERGREEN	D	2006-11-09	2011-11-15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 98,163		102,676	-4,513
b 181,233		148,225	33,008
c 203		203	
d 6,695		6,713	-18
e 237,500		264,323	-26,823

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			-4,513
b			33,008
c			
d			-18
e			-26,823

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	3,881
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	-4,531

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))
2010	51,373	834,430	0 061567
2009	13,334	280,570	0 047525
2008	14,490	279,640	0 051817
2007	8,933	281,940	0 031684
2006	6,710	166,575	0 040282


2 Total of line 1, column (d).	2	0 232875
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 046575
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,586,617
5 Multiply line 4 by line 3.	5	73,897
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	82
7 Add lines 5 and 6.	7	73,979
8 Enter qualifying distributions from Part XII, line 4.	8	86,720

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	82
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	82
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	82
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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	
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	82
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 2012 estimated tax 0	Refunded	11

Part VII-AStatements 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?		Yes	No
		1a		No
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		No
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		
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> VA _____			
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	Yes	
14	The books are in care of JOHN R BRYAN Telephone no (804) 400-6600 Located at 6345 RIDGEWAY ROAD RICHMOND VA ZIP+4 23226			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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 2011?	1c		
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
JOHN R BRYAN 	TTEE	0	0	0
6345 RIDGEWAY ROAD	5 00			
6345 RIDGEWAY ROAD				
RICHMOND,VA 23226				
CARTER A BRYAN 	TTEE	0	0	0
6345 RIDGEWAY ROAD	5 00			
6345 RIDGEWAY ROAD				
RICHMOND,VA 23226				
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

[illegible]

Part IX-A Summary of Direct Charitable Activities

1		
2		
3		
4		

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	

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,488,614
b	Average of monthly cash balances.	1b	122,165
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,610,779
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,610,779
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	24,162
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,586,617
6	Minimum investment return. Enter 5% of line 5.	6	79,331

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	79,331
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	82
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	82
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	79,249
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	79,249
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	79,249

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	86,720
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	86,720
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	82
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	86,638
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				79,249
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				
e	From 2010. 306				
f	Total of lines 3a through e.	306			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 86,720				
a	Applied to 2010, but not more than line 2a				
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 2011 distributable amount.				79,249
e	Remaining amount distributed out of corpus	7,471			
5	Excess distributions carryover applied to 2011 (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	7,777			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	7,777			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				
d	Excess from 2010. . . . 306				
e	Excess from 2011. . . . 7,471				

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 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

JOHN R BRYAN

b

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

2

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

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

a

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

JOHN R BRYAN
6345 RIDGEWAY ROAD
RICHMOND, VA 23226
(804) 400-6600

b

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

LETTER

c

Any submission deadlines

NONE

d

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

CHARITABLE TAX EXEMPT ORGANIZATIONS ONLY

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	85,000
b Approved for future payment				
Total			3b	

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			14	8		
4 Dividends and interest from securities.			14	25,669		
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	3,881		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a AMERIGAS PARTNERS-PTP			14	-429		
b AMERIGAS PARTNERS-PTP			14	19		
c AMERIGAS PARTNERS-PTP			18	1		
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).				29,149		
13 Total. Add line 12, columns (b), (d), and (e).						29,149

[illegible]

Part XVII

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

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

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

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				
	*****			2012-07-15	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature WILLIAM E HARDY		Date 2012-07-24	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name HARRIS HARDY & JOHNSTONE PC			Firm's EIN
9201 ARBORETUM PKWY STE 200					
Firm's address RICHMOND, VA 23236			Phone no (804) 560-0560		

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No


Additional Data

Software ID:
Software Version:
EIN: 30-0214725
Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FAISON SCHOOL FOR AUTISM 1701 BYRD AVENUE RICHMOND,VA 23230	NONE	PUBLIC	GENERAL OPERATING	50,000
ST ANN'S EPISCOPAL CHURCHPO BOX 44 KENNEBUNKPORT,ME 04046	NONE	RELIGIOUS	GENERAL OPERATING	1,000
ROSMYPO BOX 5542 RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	1,000
HOME AGAINPO BOX 5222 RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	1,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE,MD 208505168	NONE	PUBLIC	GENERAL OPERATING	1,000
THE STEWARD SCHOOL11600 GAYTON ROAD RICHMOND,VA 232383423	NONE	EDUCATIONAL	GENERAL OPERATING	1,000
ANNA JULIA COOPER SCHOOL ANNA JULIA COOPER EPISCOPAL SCHOOL1716 N 22ND ST RICHMOND,VA 23223	NONE	PUBLIC	GENERAL OPERATING	13,000
ALZHEIMERS ASSOCIATIONPO BOX 96011 WASHINGTON,DC 200906011	NONE	PUBLIC	GENERAL OPERATING	1,000
AMERICAN HEART ASSOCIATIOPO BOX 78851 PHOENIX,AZ 850628851	NONE	PUBLIC	GENERAL OPERATING	1,000
SPECIAL OLYMPICSPPO BOX 90019 RICHMOND,VA 232259019	NONE	PUBLIC	GENERAL OPERATING	1,000
ST JAMES'S CHILDREN CENTER 1205 WEST FRANKLIN ST RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	1,000
LOUIS T GRAVES MEMORIAL LOUIS T GRAVES MEMORIAL PUBLIC LIBRARYPO BOX 3891 KENNEBUNKPORT,ME 040460391	NONE	PUBLIC	GENERAL OPERATING	1,000
VCU MASSEY CANCER CENTERPO BOX 980214 RICHMOND,VA 232860441	NONE	PUBLIC	GENERAL OPERATING	1,000
KENNEBUNKPORT PARKS & RECREATION CONSOLIDATED SCHOOLPO BOX 566 KENNEBUNKPORT,ME 04046	NONE	PUBLIC	GENERAL OPERATING	1,000
CHILDRENS HOSPITAL FOUND CHILDRENS HOSPITAL FOUNDATIONPO BOX 26384 RICHMOND,VA 232868196	NONE	PUBLIC	GENERAL OPERATING	1,000
AMERICAN RED CROSSPO BOX 96454 WASHINGTON,DC 200906454	NONE	PUBLIC	GENERAL OPERATING	1,000
JAMES RIVER WRITERS320 HULL STREET 136 RICHMOND,VA 23224	NONE	PUBLIC	GENERAL OPERATING	1,000
ST JAMES EPISCOPAL CHURC ST JAMES EPISCOPAL CHURCH 1205 WEST FRANKLIN ST RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	1,000
COMMONWEALTH PARENTING4121 COX RD 101 GLEN ALLEN,VA 23060	NONE	PUBLIC	GENERAL OPERATING	1,000
SCAN STOP CHILD ABUSE NOW103 E GRACE ST RICHMOND,VA 23219	NONE	PUBLIC	GENERAL OPERATING	1,000
FEED MORE CENTRAL VIRGINIA FOOD BANK 1415 RHODMILLER STREET RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	1,000
VIRGINIA ATHLETICS FOUNDPO BOX 400833 CHARLOTTESVILLE,VA 229044833	NONE	PUBLIC	GENERAL OPERATING	1,000
ST ANDREWS SCHOOL227 SOUTH CHERRY ST RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	1,000
ELIJAH HOUSE ACADEMY6255 WARWICK ROAD RICHMOND,VA 23224	NONE	PUBLIC	GENERAL OPERATING	1,000
Total  3a				85,000

TY 2011 Accounting Fees Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST
EIN: 30-0214725

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,645			1,645

TY 2011 Compensation Explanation

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST
EIN: 30-0214725

Person Name	Explanation
JOHN R BRYAN	
CARTER A BRYAN	

**TY 2011 Investments Corporate
Stock Schedule**

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST
EIN: 30-0214725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS	1,431,244	1,620,102

TY 2011 Investments - Other Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST
EIN: 30-0214725

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
115 EAGLES CT, ROSELAND, VA CONDO	FMV		

TY 2011 Other Expenses Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	75			75
CARRYING & MAINTENANCE FEES -	8,147	8,147		

TY 2011 Other Income Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AMERIGAS PARTNERS-PTP	-429		
AMERIGAS PARTNERS-PTP	19		
AMERIGAS PARTNERS-PTP	1		

TY 2011 Other Increases Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST
EIN: 30-0214725

Description	Amount
ADJUST BOOK/TAX BASIS FOR SALE OF DONATED ASSET	105,256

TY 2011 Other Professional Fees Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST
EIN: 30-0214725

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY - HAMILTON P	12,017	12,017		
INVESTMENT ADVISORY - HAMILTON P	642	642		

TY 2011 Substantial Contributors Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Name	Address
JOHN R AND CARTER A BRYAN	6345 RIDGEWAY ROAD RICHMOND, VA 232263201

TY 2011 Taxes Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	98			
FOREIGN TAX WITHHELD - FIDELITY	565	565		
FOREIGN TAX WITHHELD - FIDELITY	13	13		

T.N. 20-024725

Hamilton Point Investment Advisors, LLC
REALIZED GAINS AND LOSSES
John R. and Carter A. Bryan Charitable Trust
Equity Diversified 95
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-01-09	01-07-11	514.403	T Rowe Price Emerg Mkt Stock	10,025.00	18,084.50		8,059.50
10-21-08	01-07-11	78.944	T Rowe Price Emerg Mkt Stock	1,470.35	2,775.38		1,305.03
11-24-10	01-07-11	535.766	T Rowe Price Emerg Mkt Stock	18,525.00	18,835.54	310.54	
09-27-10	01-07-11	463.466	T Rowe Price Emerg Mkt Stock	15,375.00	16,293.75	918.75	
03-29-10	01-07-11	230.946	T Rowe Price Emerg Mkt Stock	7,157.43	8,119.20	961.77	
02-21-08	02-10-11	110.619	Loomis Sayles Funds I Small Cap Value Ins	2,525.00	3,053.14		528.14
07-01-08	02-10-11	60.592	Loomis Sayles Funds I Small Cap Value Ins	1,375.00	1,672.37		297.37
01-12-10	02-10-11	16.438	Loomis Sayles Funds I Small Cap Value Ins	357.23	453.70		96.47
05-01-09	02-10-11	158.207	Loomis Sayles Funds I Small Cap Value Ins	2,664.56	4,466.69		1,702.04
01-12-10	02-10-11	159.569	Loomis Sayles Funds I Small Cap Value Ins	3,467.77	4,404.19		936.42
06-02-08	03-11-11	15.00	National Oilwell Varco Inc	1,250.28	1,127.00		-123.28
01-12-10	03-11-11	45.00	National Oilwell Varco Inc	2,101.40	3,381.01		1,279.61
02-22-10	03-11-11	30.00	National Oilwell Varco Inc	1,355.75	2,254.00		898.25
09-14-08	03-11-11	25.00	National Oilwell Varco Inc	815.62	1,878.34		1,062.72
05-01-09	03-11-11	85.00	National Oilwell Varco Inc	2,585.05	6,386.35		3,801.30
03-29-10	07-15-11	25.00	Bard C R Inc	2,169.20	2,785.39		616.19
04-30-10	07-15-11	100.00	Bard C R Inc	8,663.59	11,441.56		2,477.97
08-13-10	07-15-11	25.00	Bard C R Inc	2,100.72	2,785.39		684.66
02-21-08	07-15-11	5.00	ITT Corp	287.06	280.99		-6.07
12-20-06	07-15-11	20.00	ITT Corp	1,119.40	1,123.97		4.57
03-29-10	07-15-11	45.00	ITT Corp	2,437.95	2,528.94		90.99
05-04-10	07-15-11	15.00	ITT Corp	811.65	842.98		31.33
05-13-10	07-15-11	50.00	ITT Corp	2,643.95	2,809.93		165.98
02-21-10	07-15-11	25.00	ITT Corp	1,296.70	1,404.97		108.27
01-12-10	07-15-11	40.00	ITT Corp	2,003.35	2,247.95		244.60
06-29-10	07-15-11	25.00	ITT Corp	1,121.20	1,404.97		283.77
02-23-04	07-15-11	60.00	ITT Corp	2,293.80	3,371.92		1,078.12
12-31-10	07-15-11	100.00	ITT Corp	5,205.75	5,619.86	414.11	
09-27-10	07-15-11	75.00	ITT Corp	3,538.20	4,214.83	676.63	
06-24-10	08-11-11	15.00	SPDR Gold Trust Gold	1,832.25	2,554.56		722.31
05-13-10	08-11-11	35.00	SPDR Gold Trust Gold	4,229.28	5,960.63		1,731.35
07-30-10	08-11-11	40.00	SPDR Gold Trust Gold	4,650.73	6,812.15		2,161.42
05-04-10	08-11-11	20.00	SPDR Gold Trust Gold	2,301.94	3,406.07		1,104.13
01-12-10	08-11-11	10.00	SPDR Gold Trust Gold	1,110.38	1,703.04		592.66
03-29-10	08-15-11	74.780	T Rowe Price Emerg Mkt Stock	2,317.57	2,401.56		83.99
01-12-10	08-15-11	198.606	T Rowe Price Emerg Mkt Stock	6,150.80	6,378.23		228.23
05-04-10	08-15-11	117.018	T Rowe Price Emerg Mkt Stock	3,525.00	3,758.04		233.03
06-24-10	08-15-11	469.552	T Rowe Price Emerg Mkt Stock	13,750.00	15,079.65		1,329.65
02-22-10	08-15-11	139.276	T Rowe Price Emerg Mkt Stock	4,025.00	4,472.85		447.85

File: 30-0214725

Hamilton Point Investment Advisors, LLC
REALIZED GAINS AND LOSSES
John R. and Carter A. Bryan Charitable Trust
Equity Diversified 95
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-12-10	10-19-11	219.566	ICAP Funds Inc MainStay Intl F	6,500.00	5,832.19		-667.81
11-24-10	10-19-11	545.775	ICAP Funds Inc MainStay Intl F	15,525.00	14,497.06	-1,027.94	
03-29-10	10-19-11	502.061	ICAP Funds Inc MainStay Intl F	8,525.00	8,023.45		-501.55
09-27-10	10-19-11	349.077	ICAP Funds Inc MainStay Intl F	9,806.25	9,272.30		-533.95
11-24-10	10-19-11	531.822	Matthews Pac Tiger Fund	12,200.00	11,258.67	-941.33	
09-27-10	10-19-11	257.305	Matthews Pac Tiger Fund	5,900.00	5,447.15		-452.85
07-30-10	10-19-11	340.798	Matthews Pac Tiger Fund	7,000.00	7,214.69		214.69
03-29-10	10-19-11	372.796	Matthews Pac Tiger Fund	7,400.00	7,892.09		492.09
01-17-10	10-19-11	116.157	Matthews Pac Tiger Fund	2,280.16	2,459.04		178.88
03-11-11	12-20-11	700.00	Akamai Technologies Inc	25,149.29	19,324.25	-5,825.04	
TOTAL GAINS						3,281.86	35,293.58
TOTAL LOSSES						7,794.31	-2,285.50
TOTAL REALIZED GAIN/LOSS				250,900.82	279,396.44	-4,512.45	33,008.08

TIN: 30-0304725

Hamilton Point Investment Advisors, LLC
REALIZED GAINS AND LOSSES
John R. and Carter A. Bryan Charitable Trust #2
Equity Income 95
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-02-11	06-16-11	50.00	Automatic Data Processing Inc	2,493.95	2,584.06	90.11	
03-02-11	12-08-11	45	AmeriGas Partners LP	2,045.07	1,947.22	-97.85	
03-14-11	12-08-11	50	AmeriGas Partners LP	2,174.42	2,163.57	-10.85	
TOTAL GAINS						90.11	0.00
TOTAL LOSSES						-108.70	0.00
TOTAL REALIZED GAIN/LOSS				6,713.44	6,694.85	-18.59	0.00