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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: Bryson Foundation Limited

A Employer identification number: 35-1854017

Number and street (or P O box number if mail is not delivered to street address): 408 Parkview Crescent | Room/suite:

B Telephone number (see instructions): 772-589-9945

City or town, state, and ZIP code: Chapel Hill NC 27516

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 9,415,496

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	32	19	32	
4	Dividends and interest from securities	265,121	265,121	265,121	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	90,295			
b	Gross sales price for all assets on line 6a 1,664,624				
7	Capital gain net income (from Part IV, line 2)		90,295		
8	Net short-term capital gain			14,007	
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) Stmt 1	19,683	16,192	19,683	
12	**Total.** Add lines 1 through 11	375,131	371,627	298,843	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	30,000	12,000	12,000	18,000
14	Other employee salaries and wages				
15	Pension plans, employee benefits	3,036	1,214	1,214	1,822
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	5,275	2,110	2,110	3,165
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	-7,832	3,019	3,019	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 4	25,571	25,571	25,571	
24	**Total operating and administrative expenses.** Add lines 13 through 23	56,050	43,914	43,914	22,987
25	Contributions, gifts, grants paid	303,800			303,800
26	**Total expenses and disbursements.** Add lines 24 and 25	359,850	43,914	43,914	326,787
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	15,281			
b	**Net investment income** (if negative, enter -0-)		327,713		
c	**Adjusted net income** (if negative, enter -0-)			254,929	

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For Paperwork Reduction Act Notice, see Instructions.

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Form 990-PF (2011) Bryson Foundation Limited 35-1854017 Page 2

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	154,971	127,253	127,253
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 instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
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 5	6,597,879	6,650,000	8,892,028
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 6)	396,215	396,215	396,215
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,149,065	7,173,468	9,415,496
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	7,149,065	7,173,468	
30	**Total net assets or fund balances** (see instructions)	7,149,065	7,173,468	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,149,065	7,173,468	

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	7,149,065
2	Enter amount from Part I, line 27a	2	15,281
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	9,122
4	Add lines 1, 2, and 3	4	7,173,468
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	7,173,468

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 Worksheet			
b				
c				
d				
e				

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

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

	(i) 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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	90,295
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	14,007

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	523,686	9,044,865	0.057899
2009	1,090,910	8,855,853	0.123185
2008	297,265	11,231,449	0.026467
2007	364,251	10,620,753	0.034296
2006	711,197	10,921,238	0.065121

2 **Total** of line 1, column (d)	2	0.306968
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	0.061394
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,170,378
5 Multiply line 4 by line 3	5	563,006
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,277
7 Add lines 5 and 6	7	566,283
8 Enter qualifying distributions from Part XII, line 4	8	326,787

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	6,554
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	6,554
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	6,554
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 8,700		
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	8,700
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,146
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,146 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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ N. Catherine Bryson Telephone no. ▶ 772-589-9945
408 Parkview Crescent
Located at ▶ Chapel Hill NC ZIP+4 ▶ 27516

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

			Yes	No
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		X
	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?	☐ 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 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 2011?	N/A	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?	☐ 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 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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 2011?		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 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 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** No: 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 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 8				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see 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 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 instructions 3	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	8,823,148
b	Average of monthly cash balances	1b	90,665
c	Fair market value of all other assets (see instructions)	1c	396,215
d	**Total** (add lines 1a, b, and c)	1d	9,310,028
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	9,310,028
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	139,650
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,170,378
6	**Minimum investment return.** Enter 5% of line 5	6	458,519

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	458,519
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 6,554		
b	Income tax for 2011. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,554
3	Distributable amount before adjustments Subtract line 2c from line 1	3	451,965
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	451,965
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	451,965

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	326,787
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	326,787
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	326,787

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					451,965
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	317,774				
e From 2010	82,972				
f **Total** of lines 3a through e		400,746			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 326,787					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					326,787
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		125,178			125,178
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		275,568			
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 instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		275,568			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	192,596				
d Excess from 2010	82,972				
e Excess from 2011					

Part XIV Private Operating Foundations (see 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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))

N/A

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 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				303,800
Total			▶ 3a	303,800
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 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	32	
4 Dividends and interest from securities			14	265,121	
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			14	16,192	
8 Gain or (loss) from sales of assets other than inventory			18	90,295	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b See Statement 9				3,491	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		375,131	0

13 Total. Add line 12, columns (b), (d), and (e) 13 375,131

(See worksheet in line 13 instructions 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 instructions)
N/A	

DAA

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) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☑ Yes ☐ No

N Catherine Bryson | 5-14-12 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Ned P. Curtis, C.P.A.	Ned P. Curtis	05/10/12	
Firm's name ▶ Curtis, Ward & Associates, P.A.		PTIN	P00123847
Firm's address ▶ 3055 Cardinal Drive, Suite 202		Firm's EIN ▶	59-2744719
Vero Beach, FL 32963		Phone no	772-234-8400

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2011

For calendar year 2011, or tax year beginning , and ending

Name: Bryson Foundation Limited

Employer Identification Number: 35-1854017

	(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)	See Attached	P	Various	Various
(2)	See Attached	P	Various	Various
(3)	Call Option	P	Various	Various
(4)	Enterprise Products Partners LP	P	Various	Various
(5)	National Resource LP-F4797 ajd	P	Various	Various
(6)	Enterprise Products LP-F4797 adj	P	Various	Various
(7)	El Paso Pipeline LP-F4797 ajd	P	Various	Various
(8)	Partnership Sec. 1231 Income	P	Various	Various
(9)	Capital Gain Distributions			
(10)				
(11)				
(12)				
(13)				
(14)				
(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)
(1)	370,180		364,191	5,989
(2)	1,270,801		1,209,537	61,264
(3)	7,491			7,491
(4)	3			3
(5)	66			66
(6)	565			565
(7)			601	-601
(8)	497			497
(9)	15,021			15,021
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				5,989
(2)				61,264
(3)				7,491
(4)				3
(5)				66
(6)				565
(7)				-601
(8)				497
(9)				15,021
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
JPMorgan Alerian MLP Indx ETN	$ 16,036	$ 16,036	$ 16,036
Natural Resource Partners LP	156	156	156
Natural Resource Partners LP	-96		-96
Enterprise Products Partners	-227		-227
Natural Resource Partners LP	67		67
Enterprise Products Partners	541		541
El Paso Pipeline Partners LP	-861		-861
El Paso Pipeline Partners LP	4,067		4,067
Total	$ 19,683	$ 16,192	$ 19,683

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 5,275	$ 2,110	$ 2,110	$ 3,165
Total	$ 5,275	$ 2,110	$ 2,110	$ 3,165

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax-refund	$ -10,851	$	$	$
Foreign Taxes Withheld	3,019	3,019	3,019	
Total	$ -7,832	$ 3,019	$ 3,019	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Bank Fees	51	51	51	
Indiana Sec of State Filing Investment Fees	25,520	25,520	25,520	
Total	$ 25,571	$ 25,571	$ 25,571	$ 0

Federal Statements

Statement 5 - 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	$ 6,597,879	$ 6,650,000	Cost	$ 8,892,028
Total	$ 6,597,879	$ 6,650,000		$ 8,892,028

Statement 6 - 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	$ 396,215
Total	$ 396,215	$ 396,215	$ 396,215

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Basis Adjustment	$ 9,122
Total	$ 9,122

Federal Statements

Statement 8 - 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	Treasurer	2.00	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
Jeffrey H. Thomasson 1171 N. Merdian St. Indianapolis IN 46204	Director	0.00	0	0	0
N. Catherine Bryson 408 Parkview Crescent Chapel Hill NC 27516	President	10.00	30,000	0	0

Statement 9 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
Natural Resource Partners L		$	18	$ -96	$
Enterprise Products Partner			18	-227	
Natural Resource Partners L			18	67	
Enterprise Products Partner			18	541	
El Paso Pipeline Partners L			18	-861	
El Paso Pipeline Partners L			18	4,067	
Total		$ 0		$ 3,491	$ 0

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/11

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
Academy for Performing Arts, Vero Beach, FL	None	Private	Unrestricted	100.00
Alachua Conservation Trust, Gainesveill, FL	None	Private	Unrestricted	10,000 00
American School of London, England	None	Private	Unrestricted	500.00
Atlantic Classical Orchestra, Vero Beach, FL	None	Private	Unrestricted	$175,000
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	$500
Carolina for Kibera, Chapel Hill, NC	None	Private	Unrestricted	$250
Child Care Resources, Vero Beach, FL	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 Tree Library 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	$1,000
Gifford Yourth Center, Vero Beach, FL	None	Private	Unrestricted	$100
Grow Radio/No 9 Productions, Gainesville, FL	None	Private	Unrestricted	$10,000
Habitat for Humanity-Alachua, Gainesville, FL	None	Private	Unrestricted	$1,000
Habitat for Humanity-Indian River, Vero Beach, FL	None	Private	Unrestricted	$5,000
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
Hospice of Little Traverse Bay, Petoskey, MI	None	Private	Unrestricted	$100
Indian River Community Foundation, Vero Beach, FL	None	Private	Unrestricted	$5,000
Indian River Mental Health Assn., Vero Beach, FL	None	Private	Unrestricted	$2,500
Indian River Symphonic Association, Vero Beach, FL	None	Private	Unrestricted	$1,000
Interfaith Council, Chapel Hill NC	None	Private	Unrestricted	$500
Interlochen Center for the Arts, Interlochen, MI	None	Private	Unrestricted	$1,000
Interlochen Public Radio, Interlochen, MI	None	Private	Unrestricted	$200
McKee Botanical Gardens, Vero Beach, FL	None	Private	Unrestricted	$200
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
Orange County Partnership for Young Children, Chapel Hill, NC	None	Private	Unrestricted	$1,500
Phillips Performing Arts Center, Gainesville, FL	None	Private	Unrestricted	$500
Redlands Christian Migrant Assoc , 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
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
United Way Greater Triangle, Raleigh, NC	None	Private	Unrestricted	$5,000
UNC Arts & Sciences KKG, Chapel Hill, NC	None	Private	Unrestricted	$20,000

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/11

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
Vero Beach Museum of Art, Vero Beach, FL	None	Private	Unrestricted	$5,000
WQCS Public Radio, Fort Pierce, FL	None	Private	Unrestricted	$100
WUFT Public Radio, Gainesville, FL 350	None	Private	Unrestricted	$350
WUNC Public Radio, Chapel Hill, NC	None	Private	Unrestricted	$350

303,800.00

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/11
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)	
11/6/2009	CS Commodity Return Str	32,226 895	282,629 87	-	-	5/2/2011	14,720 314	150,000 00	20,902 85	LT
11/3/2008	Pimco Total Return Fd	9,369 758	95,009.35	-	-	3/17/2011	9,369 758	102,130.36	7,121 01	LT
11/6/2009	Pimco Total Return Fd	91,575.091	1,000,000 00	-	-	11/25/2011	61,908.675	672,869 64	(3,173 10)	LT
12/13/2007	AT&T Corp	300.000	11,405 46	-	-	3/24/2011	300 000	8,412 57	(2,992 89)	LT
6/2/2008	AT&T Corp	500 000	19,777.75	-	-	3/24/2011	100 000	2,855.36	(1,100.19)	LT
1/27/2011	Cameron Intnl	-	-	700 000	35,930 37	12/6/2011	200.000	10,648.29	382 47	ST
12/17/2009	CMS Energy	400.000	6,219 36	-	-	5/6/2011	400 000	7,936 84	1,717.48	LT
1/15/2010	DTE Energy	650 000	28,482 03	-	-	2/9/2011	650 000	30,005.96	1,523 93	LT
7/23/2010	El Paso Pipeline	400 000	12,370 24	-	-	8/25/2011	400 000	13,223.02	852.78	LT
9/20/2010	El Paso Pipeline	600.000	19,308 78	-	-	8/25/2011	600.000	19,834.54	525 76	ST
12/23/2010	Enbridge Inc	400 000	21,861.72	400.000	-	8/25/2011	800 000	24,529.68	2,667 96	ST
10/8/2010	Enterprise Products	400 000	16,252.32	-	-	2/11/2011	400 000	17,159.54	907.22	ST
8/11/2006	EQT Corp/Equitable Res Inc	400.000	14,186 40	-	-	8/10/2011	400 000	21,300.54	7,114 14	LT
7/11/2006	EQT Corp/Equitable Res Inc	100.000	5,144.00	-	-	8/10/2011	100 000	5,372.73	228 73	LT
10/19/2009	EQT Corp/Equitable Res Inc	700 000	31,024 00	-	-	8/10/2011	175 000	9,402.29	1,646.29	LT
7/26/2011	FirstEnergy Corp	-	-	800.000	35,724 88	10/18/2011	800.000	34,862.68	(862 20)	ST
10/4/2005	Frontier Communicatons/Citizens Comm	3,000.000	40,500 00	-	-	9/27/2011	1,900 000	11,710 61	(13,939.39)	LT
3/15/2010	Halliburton Co	350 000	10,688.97	-	-	1/27/2011	350 000	13,840.80	3,151 83	ST
8/27/2010	Halliburton Co	500 000	14,113 00	-	-	1/27/2011	500.000	19,772.57	5,659 57	ST
8/29/2011	Halliburton Co	-	-	650 000	26,468.33	10/7/2011	650 000	18,555.45	(7,912.88)	ST
1/24/2011	Nalco Holding	-	-	100.000	2,997.38	7/25/2011	100.000	3,585.16	587 78	ST
1/25/2011	Nalco Holding	-	-	400.000	11,700 44	7/25/2011	400 000	14,340 64	2,640.20	ST
10/19/2009	Nstar Ben Int	500.000	15,655 00	-	-	2/8/2011	500 000	22,136 37	6,481 37	LT
11/9/2010	Natural Resouce Partners LP	500.000	14,232.20	-	-	10/31/2011	500 000	14,763 86	531 66	ST
8/24/2010	Occidental Pete Corp	250.000	18,853.68	-	-	8/29/2011	250 000	20,573.03	1,719.35	LT
1/31/2011	Occidental Pete Corp	-	-	350 000	33,792.61	8/29/2011	350 000	28,802.24	(4,990 37)	ST
5/3/2011	Occidental Pete Corp	-	-	200.000	20,740.22	9/15/2011	200.000	16,019 54	(4,720 68)	ST
5/12/2010	OGE Energy	200.000	7,457.16	-	-	1/26/2011	200 000	8,968 95	1,511 79	ST
11/8/2010	OGE Energy	400 000	18,182 52	-	-	1/26/2011	400 000	17,937.89	(244 63)	ST
1/5/2006	Oneok Inc	1,100 000	30,639 51	-	-	5/18/2011	700.000	48,420 44	28,922 57	LT
9/16/2008	Petrol Brasileiro	100.000	4,145.43	-	-	10/7/2011	100 000	2,068.11	(2,077 32)	LT
2/16/2011	Portland General	-	-	400.000	9,160.96	8/18/2011	400 000	9,328.30	167 34	ST
10/23/2008	Scana Corp	500 000	15,774 05	-	-	3/24/2011	500 000	19,451 52	3,677 47	LT
6/17/2009	Scana Corp	100.000	3,138.77	-	-	3/24/2011	100.000	3,890.30	751.53	LT
4/13/2010	Scana Corp	300.000	11,437 47	-	-	3/24/2011	300 000	11,670.91	233 44	ST
9/27/2006	Schlumberger	150 000	9,027 15	-	-	12/19/2011	150.000	10,037 02	1,009 87	LT
9/29/2006	Schlumberger	100.000	6,110.84	-	-	12/19/2011	100 000	6,691.35	580.51	LT
1/23/2007	Schlumberger	100.000	5,822 57	-	-	12/19/2011	100 000	6,692.65	870 08	LT
8/31/2010	Schlumberger	550 000	30,055 85	-	-	12/20/2011	350 000	23,424 39	4,297.94	LT

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/11
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)	
10/19/2009	Southwestern Energy	400 000	18,449.00	-	-	6/10/2011	400.000	17,305 98	(1,143.02)	LT
1/21/2011	Telefonica SA	-	-	1,100 000	21,636 51	3/21/2011	1,100.000	25,849.83	4,213.32	ST
1/25/2011	Telefonica SA	-	-	100.000	7,342 35	3/21/2011	100.000	2,349.98	(4,992 37)	ST
3/1/2006	Transocean Ltd	279 080	21,557.90	-	-	1/25/2011	279 080	21,797 01	239.11	LT
8/23/2007	Transocean Ltd	139 920	14,459.10	-	-	1/25/2011	139.920	10,928 18	(3,530.92)	LT
3/3/2010	Transocean Ltd	81 000	6,494.11	-	-	1/25/2011	81.000	6,326 35	(167.76)	ST
5/6/2010	Transocean Ltd	50.000	3,499.63	-	-	1/25/2011	50.000	3,905.15	405 52	ST
10/19/2009	Ultra Petroleum	200 000	10,764.00	-	-	1/7/2011	200 000	9,485 33	(1,278 67)	LT
8/23/2010	Verizon	800 000	24,223 04	-	-	1/21/2011	800 000	27,528 10	3,305 06	ST
2/15/2011	Vivo Participacoes SA	-	-	500.000	16,610.35	10/7/2011	500.000	19,599 56	2,989.21	ST
10/19/2009	Weatherford Intl	600.000	11,838.00	-	-	3/8/2011	600 000	12,679.79	841.79	LT
			$ 1,930,790.23		**$ 222,104.40**			**$1,640,981.42**	**$ 67,252.56**	

Short Term	**$ 370,180.02**	**$ 5,989.25**
Long Term	**$1,270,801.40**	**$ 61,263.32**
Total Gain/Loss		**$ 67,252.56**

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/11
Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Eli Lilly & Co-	(7,491.07)	-	
Eli Lilly & Co-trnsf from Credit Suisse	163,423.48	163,423.48	1,198,673.52
Abbott Labs	764,344.17	764,344.17	1,635,112 17
Aberdeen Asia Bond	0.00	200,000.00	185,790 40
Artisan Intl Equity Fd	355,068 17	355,068 17	431,274.70
Artisan Intl Equity Fd	75,000 00	75,000.00	-
Artisan Small Cap Value	131,497.83	131,497 83	144,900 13
Eaton Vance Global Macro Absolute Return	300,000 00	300,000.00	438,712 98
Eaton Vance Global Macro Absolute Return	100,000 00	100,000 00	-
Eaton Vance Global Macro Absolute Return	-	60,000.00	-
Harbor Intnl Fd	425,019.99	425,019 99	413,739 76
Ishares Iboxx High Yeild Corp EFT	-	399,835.17	431,768 04
JP Morgan Alerian MLP Index	149,379.89	149,379.89	328,088.43
JP Morgan Alerian MLP Index	-	149,702.40	-
Matthews Grwth & Income	100,000 00	100,000 00	94,479 30
RS Emerging Markets	61,852.61	61,852.61	152,263.06
RS Emerging Markets	100,000 00	100,000 00	-
RS Global Natural Resources Fd	-	150,000 00	125,059 37
Schwab S&P 500 select	305,949.61	298,832.28	325,040.40
Pimco Emerging Local Bond Fd	400,000 00	400,000 00	407,707.91
Pimco Total Return Fd	95,009 35	-	-
Pimco Total Return Fd	1,000,000.00	323,957 26	322,473 94
Royce Value Plus Investor	152,586 20	152,586 20	160,588 98
AT&T Corp	11,405.46	-	-
AT&T Corp	19,777.75	15,822 20	54,432 00
AT&T Corp	5,484 86	5,484.86	-
AT&T Corp	17,507 28	17,507 28	-
AT&T Corp	14,048.45	14,048 45	-
American Tower	16,037 88	16,037.88	51,008 50
American Tower	5,038 86	5,038 86	-
American Tower	-	17,693 20	-
American Water	8,555.72	8,555 72	54,162 00
American Water	4,344.44	4,344 44	-
American Water	22,022.00	22,022 00	-
Amylin Pharmaceuticals	233,178.19	233,178 19	295,880.00
Berkshire Hathaway Inc	42,035 00	42,035 00	76,300 00
Berkshire Hathaway Inc	12,978.84	12,978 84	-
Berkshire Hathaway Inc	3,108.89	3,108 89	-
Berkshire Hathaway Inc	3,509.88	3,509.88	-
BCE Inc	14,990 70	14,990.70	54,171.00
BCE Inc	26,040 64	26,040 64	-
Cameron Intnl	-	25,664 55	24,595 00
CenturyTel	33,560.00	33,560 00	63,240.00
CenturyTel	19,026.65	19,026.65	-
CenturyTel	-	5,133 10	-
CMS Energy	6,219 36	-	-
Cenovus Energy(spinoff frm Encana)	23,156.66	23,156 66	56,440 00
Cenovus Energy	-	10,631 43	-
Cenovus Energy	-	22,167.90	-
Comcast Corp	18,468.60	18,468 60	30,823.00

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/11
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Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Comcast Corp	6,475 32	6,475.32	-
DTE Energy	28,482.03	-	-
Devon Energy	13,971 92	13,971 92	12,400 00
El Paso Pipeline	12,370 24	-	-
El Paso Pipeline	19,308 78	-	-
Enbridge Inc	21,861.72	-	-
Enterprise Products	16,252.32	-	-
Exxon Mobil	22,424 00	22,424.00	80,522 00
Exxon Mobil	11,370.00	11,370 00	-
Exxon Mobil	11,622 86	11,622.86	-
Exxon Mobil	8,984.08	8,984 08	-
EQT Corp/Equitable Res Inc	14,186.40	-	-
EQT Corp/Equitable Res Inc	5,144.00	-	-
EQT Corp/Equitable Res Inc	31,024 00	23,268.00	28,764.75
FirstEnergy Corp	-	-	-
Frontier Communicatons/Citizens Comm	40,500 00	14,850.00	33,990 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	3,763 15	-
Frontier Communicatons/Citizens Comm	22,782.60	22,782 60	-
Halliburton Co	10,688 97	-	-
Halliburton Co	14,113 00	-	-
Halliburton Co	-	-	-
Hess Corp	-	29,696.20	28,400.00
ITC Holdings	29,221.28	29,221.28	60,704.00
Nalco Holding	-	-	-
Nalco Holding	-	-	-
National Fuel	-	14,464 00	22,232 00
National Fuel	-	8,225 06	-
National Grid	-	31,586.45	33,936.00
Nstar Ben Int	15,655 00	-	-
Nstar Ben Int	17,399 00	17,399.00	23,480.00
Natural Resouce Partners LP	14,232 20	-	-
Occidental Pete Corp	18,853 68	-	-
Occidental Pete Corp	-	-	-
Occidental Pete Corp	-	-	-
OGE Energy	7,457.16	-	-
OGE Energy	18,182.52	-	-
OGE Energy	-	14,231.49	17,013 00
Oneok Inc	30,639.51	11,141 64	112,697 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	-
PPL Corp	-	41,531 40	64,724 00
PPL Corp	-	19,514.74	-
Penn West Energy	6,771 69	6,771 69	49,500 00
Penn West Energy	-	35,676.52	-
Petrol Brasileiro	4,145 43	-	-
Portland General	-	-	-
Pinnacle West	16,640.00	16,640 00	28,908 00

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EIN Number: 35-1854017
FYE: 12/31/11
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Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Pinnacle West	3,496.13	3,496.13	-
Scana Corp	15,774 05	-	-
Scana Corp	3,138.77	-	-
Scana Corp	11,437.47	-	-
Scana Corp	-	29,320.06	31,542.00
Schlumberger	9,027.15	-	-
Schlumberger	6,110.84	-	-
Schlumberger	5,822 57	-	-
Schlumberger	30,055 85	10,929 40	13,662 00
South Jersey Industries	14,583 75	14,583.75	85,215 00
South Jersey Industries	6,634.16	6,634 16	-
South Jersey Industries	18,362.00	18,362.00	-
South Jersey Industries	14,139.72	14,139 72	-
Southwestern Energy	18,449 00	-	-
Teco Energy	37,245.13	37,245.13	36,366.00
Telefonica SA	-	-	-
Telefonica SA	-	-	-
Telefonica SA	-	45,659.20	43,728.00
Transcanada	-	15,200 00	63,321 50
Transcanada	-	1,997 55	-
Transcanada	-	43,676 20	-
Transocean Ltd	21,557 90	-	-
Transocean Ltd	14,459.10	-	-
Transocean Ltd	6,494 11	-	-
Transocean Ltd	3,499 63	0.00	-
Ultra Petroleum	10,764 00	-	-
Union PAC Corp	-	30,263 67	31,782 00
Verizon	24,223 04	-	-
Vivo Participacoes SA	-	-	-
Weatherford Intl	11,838 00	-	-
Williams Cos	-	14,905 40	33,020 00
Williams Cos	-	14,939.95	-
Wisconsin Energy Corp	14,862.00	14,862 00	34,960 00
Wisconsin Energy Corp	-	11,684 04	-
Money Market	235,594 86	221,232 32	221,232.32
***TOTAL** Securities.*	6,597,878 50	6,650,000 37	8,892,027.99