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

2012

Open to Public Inspection

For calendar year 2012 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) ▶ $ 13,697,056

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)	3,154,740			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	55	55	55	
4	Dividends and interest from securities	314,281	314,273	314,281	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,817,240			
b	Gross sales price for all assets on line 6a 3,645,961				
7	Capital gain net income (from Part IV, line 2)		1,817,240		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	18,132	17,383	18,132	
12	**Total.** Add lines 1 through 11	5,304,448	2,148,951	336,165	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	30,000			
14	Other employee salaries and wages				
15	Pension plans, employee benefits	3,114	1,245	1,245	1,869
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	5,420	2,168	2,168	3,252
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	9,136	4,436	4,436	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 4	25,139	25,139	25,139	
24	**Total operating and administrative expenses.** Add lines 13 through 23	72,809	32,988	32,988	5,121
25	Contributions, gifts, grants paid	410,450			410,450
26	**Total expenses and disbursements.** Add lines 24 and 25	483,259	32,988	32,988	415,571
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	4,821,189			
b	**Net investment income** (if negative, enter -0-)		2,115,963		
c	**Adjusted net income** (if negative, enter -0-)			303,177	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash – non-interest-bearing	127,253	332,436	332,436
	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	6,650,000	8,736,788	12,968,405
	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)	7,173,468	9,465,439	13,697,056
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	7,173,468	9,465,439	
	30 **Total net assets or fund balances** (see instructions)	7,173,468	9,465,439	
	31 **Total liabilities and net assets/fund balances** (see instructions)	7,173,468	9,465,439	

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	7,173,468
2 Enter amount from Part I, line 27a	2	4,821,189
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,994,657
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	2,529,218
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,465,439

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached	P	Various	Various
b	See Attached	P	Various	Various
c	See Attached	P	Various	Various
d	Capital Gain Distributions			
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	285,411		281,714	3,697
b	447,341		417,060	30,281
c	2,847,745		1,129,947	1,717,798
d	65,464			65,464
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				3,697
b				30,281
c				1,717,798
d				65,464
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 1,817,240

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 3,697

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))
2011	326,787	9,170,378	0.035635
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

2 Total of line 1, column (d)	2	0.277482
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	0.055496
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,907,245
5 Multiply line 4 by line 3	5	605,308
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,160
7 Add lines 5 and 6	7	626,468
8 Enter qualifying distributions from Part XII, line 4	8	415,571

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	42,319
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	42,319
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	42,319
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,846		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	36,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	42,846
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	437
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	90
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 0 Refunded ▶			11	90

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 Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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 2012 or the taxable year beginning in 2012 (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 2012, 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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012) N/A **3b**

			Yes	No
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 2012?	4b		X

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

				Yes	No
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		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 ▶	

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	10,615,320
b	Average of monthly cash balances	1b	61,810
c	Fair market value of all other assets (see instructions)	1c	396,215
d	**Total** (add lines 1a, b, and c)	1d	11,073,345
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	11,073,345
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	166,100
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,907,245
6	**Minimum investment return.** Enter 5% of line 5	6	545,362

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	545,362
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 42,319		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	42,319
3	Distributable amount before adjustments Subtract line 2c from line 1	3	503,043
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	503,043
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	503,043

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	415,571
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	415,571
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	415,571

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

DAA

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					503,043
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009	192,596				
d From 2010	82,972				
e From 2011					
f **Total** of lines 3a through e		275,568			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 415,571					
a Applied to 2011, 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 2012 distributable amount					415,571
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		87,472			87,472
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		188,096			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		188,096			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	105,124				
c Excess from 2010	82,972				
d Excess from 2011					
e Excess from 2012					

DAA

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 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 ▶ X if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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				410,450
Total			▶ 3a	410,450
b Approved for future payment N/A				
Total			▶ 3b	

Form 990-PF (2012) Bryson Foundation Limited 35-1854017 Page **12**

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	55	
4 Dividends and interest from securities			14	314,281	
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	17,383	
8 Gain or (loss) from sales of assets other than inventory			18	1,817,240	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b Savile Row Private European C			18	749	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,149,708	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,149,708

(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	

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

Nancy Catherine Bryson | 6.24.13

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	05/16/13	
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

DAA

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2012

Name of the organization	Employer identification number
Bryson Foundation Limited	35-1854017

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

Caution An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Bryson Foundation Limited

Employer identification number: 35-1854017

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Vaughn Bryson 719 Grove Place Vero Beach FL 32963	$ 3,154,740	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

DAA

Name of organization: Bryson Foundation Limited

Employer identification number: 35-1854017

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ARIAD Pharmaceuticals-90000 shrs	$ 2,012,400	11/26/12
1	Amylin Pharmaceuaticals-37101 sh	$ 1,142,340	07/30/12
		$	
		$	
		$	
		$	

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	$ 17,034	$ 17,034	$ 17,034
Deposits	349	349	349
Savile Row Private European C	749		749
Total	$ 18,132	$ 17,383	$ 18,132

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 5,420	$ 2,168	$ 2,168	$ 3,252
Total	$ 5,420	$ 2,168	$ 2,168	$ 3,252

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	$ 4,700	$	$	$
Foreign Taxes Withheld	4,436	4,436	4,436	
Total	$ 9,136	$ 4,436	$ 4,436	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Investment Fees	25,139	25,139	25,139	
Total	$ 25,139	$ 25,139	$ 25,139	$ 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	$ 6,650,000	$ 8,736,788	Cost	$ 12,968,405
Total	$ 6,650,000	$ 8,736,788		$ 12,968,405

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

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Eli Lilly & Co-trnsf from Credit Suisse	163,423 48	163,423.48	1,422,487.44
Abbott Labs	764,344.17	764,344.17	1,904,674 50
Aberdeen Asia Bond	200,000.00	200,000 00	197,690 94
ARIAD Pharmaceuticals	-	570,437.50	1,726,200 00
Artisan Intl Equity Fd	355,068.17	355,068.17	534,798 02
Artisan Intl Equity Fd	75,000.00	75,000.00	-
Artisan Small Cap Value	131,497 83	131,497.83	149,076 21
CS Commodity Return Str	153,532.72	-	-
Eaton Vance Global Macro Absolute Return	300,000.00	128,601 61	-
Eaton Vance Global Macro Absolute Return			
Eaton Vance Global Macro Absolute Return	100,000 00	100,000 00	275,741 09
Eaton Vance Global Macro Absolute Return	60,000.00	60,000.00	-
Ell Global Property Funds	-	141,278.11	674,650 14
Ell Global Property Funds	-	489,000.00	-
Harbor Intnl Fd	425,019 99	425,019.99	490,019.33
Ishares Iboxx High Yeild Corp EFT	399,835.17	133,416 42	150,386 85
JP Morgan Alerian MLP Index	149,379 89	149,379.89	323,794 74
JP Morgan Alerian MLP Index	149,702 40	149,702 40	-
Matthews Grwth & Income	100,000 00	100,000 00	280,612 38
Matthews Grwth & Income	-	150,000.00	-
RS Emerging Markets	61,852.61	61,852.61	240,192 39
RS Emerging Markets	100,000.00	100,000.00	-
RS Emerging Markets	-	70,000 00	-
RS Global Natural Resources Fd	150,000.00	150,000 00	132,648.44
Schwab S&P 500 select	298,832 28	298,832.28	368,556 28
Pimco Emerging Local Bond Fd	400,000.00	198,962 00	221,562 15
Pimco Total Return Fd	323,957 26	323,957 26	521,388 06
Pimco Total Return Fd	-	185,931 09	-
Royce Value Plus Investor	152,586 20	-	-
Touchstone Sands Capital Growth	-	1,467,100 00	1,469,675 37
AT&T Corp	15,822 20	15,822 20	70,791 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	-
AT&T Corp	-	10,259.91	-
American Tower	16,037 88	16,037 88	65,679 50
American Tower	5,038.86	5,038 86	-
American Tower	17,693 20	17,693.20	-
American Water	8,555 72	8,555 72	63,121 00
American Water	4,344.44	4,344.44	-
American Water	22,022.00	22,022 00	-
Amylin Pharmaceuticals	233,178.19	-	-
Anadarko Pete	-	-	-
Berkshire Hathaway Inc	42,035.00	30,825 67	71,760 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	-	42,940 00
BCE Inc	26,040 64	26,040 64	-
BCE Inc	-	8,670.34	-

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

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Cameron Intnl	25,664 55	-	39,522 00
Cameron Intnl	-	40,026 49	-
CenturyTel	33,560.00	33,560.00	66,504 00
CenturyTel	19,026.65	19,026.65	-
CenturyTel	5,133.10	5,133.10	-
Cenovus Energy(spinoff frm Encana)	23,156 66	23,156 66	57,018 00
Cenovus Energy	10,631.43	10,631.43	-
Cenovus Energy	22,167 90	22,167 90	-
Chesapeake Energy	-	-	-
Chesapeake Energy	-	-	-
Chesapeake Energy	-	-	-
Comcast Corp	18,468.60	6,464.01	65,380 00
Comcast Corp	6,475.32	6,475.32	-
Comcast Corp	-	28,503 20	-
DTE Energy	-	32,158.08	36,030.00
Devon Energy	13,971.92	-	-
Edison Intl	-	34,318 05	33,892 50
Entergy Corp	-	23,150 33	22,312 50
Exxon Mobil	22,424 00	22,424 00	82,222 50
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	23,268.00	23,268.00	30,964.50
FMC Technologies	-	0.00	-
FMC Technologies	-	-	-
Frontier Communicatons/Citizens Comm	14,850 00	-	-
Frontier Communicatons/Citizens Comm	12,340 00	-	-
Frontier Communicatons/Citizens Comm	12,534 80	-	-
Frontier Communicatons/Citizens Comm	3,763.15	-	-
Frontier Communicatons/Citizens Comm	22,782.60	-	-
Hess Corp	29,696.20	-	-
ITC Holdings	29,221.28	29,221.28	76,910 00
ITC Holdings	-	7,614.93	-
ITC Holdings	-	6,931.07	-
National Fuel	14,464.00	-	-
National Fuel	8,225 06	-	-
National Grid	31,586 45	-	-
Nstar Ben Int	17,399 00	-	-
Nisource Inc	-	31,724 68	37,335 00
Nisource Inc	-	5,038.94	-
Occidental Pete Corp	-	32,158.91	57,457 50
Occidental Pete Corp	-	16,824.64	-
Occidental Pete Corp	-	17,749.08	-
OGE Energy	14,231.49	-	-
Oneok Inc	11,141 64	-	64,125.00
Oneok Inc	2,841 83	-	-
Oneok Inc	6,602 32	4,951.74	-
Oneok Inc	16,701.24	16,701.24	-
PG&E Corp	-	13,408.95	12,054 00
PPL Corp	41,531 40	-	17,178 00

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

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
PPL Corp	19,514.74	16,726.92	-
Penn West Energy	6,771.69	-	31,494.00
Penn West Energy	35,676.52	-	-
Penn West Energy	-	16,753 80	-
Penn West Energy	-	19,107.32	-
Pinnacle West	16,640.00	16,640 00	30,588 00
Pinnacle West	3,496 13	3,496 13	-
Qualcomm Inc	-	9,545 18	30,929 80
Qualcomm Inc	-	22,154 83	-
RTS Reaves Utility Income Fd	-	-	-
Reaves Utility Income Fd	-	43,938 00	42,876 00
Scana Corp	29,320.06	29,320.06	31,948 00
Schlumberger	10,929.40	10,929 40	27,719.44
Schlumberger	-	14,438 34	-
Seadrill Ltd	-	-	-
Seadrill Ltd	-	-	-
South Jersey Industries	14,583 75	14,583 75	80,528 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	-
South Jersey Industries	-	4,850 52	-
Teco Energy	37,245 13	37,245 13	31,844 00
Telefonica SA	45,659.20	-	59,150 00
Transcanada	15,200.00	-	-
Transcanada	1,997 55	-	-
Transcanada	43,676 20	28,389 53	-
Transcanada	-	4,458 90	-
Transcanada	-	22,463 00	-
Transocean Ltd	-	-	-
Union PAC Corp	30,263.67	30,263 67	75,432 00
Union PAC Corp	-	11,281.43	-
Union PAC Corp	-	25,013.74	-
Valero Energy	-	32,383.40	34,120.00
Williams Cos	14,905.40	14,905 40	81,850 00
Williams Cos	14,939 96	9,499 75	-
Williams Cos	-	17,151 90	-
Williams Cos	-	14,599 45	-
Williams Cos	-	13,004 84	-
Wisconsin Energy Corp	14,862.00	9,288 75	28,558.75
Wisconsin Energy Corp	11,684.04	11,684.04	-
WPX Energy	-	0 00	
Money Market	221,232.32	212,914.49	212,914.49
Savile Row Private European Credit, LLC	-	71,101 00	71,101 00
***TOTAL** Securities*	6,650,000 37	8,736,788.04	12,968,404 81

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 5 - Other Decreases

Description	Amount
Basis Adjustment	$ 2,529,218
Total	$ 2,529,218

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	1.00	0	0	0
William D.Bryson PO Box 2944 Gainesville FL 32601	Director	1.00	0	0	0
Jeffrey H. Thomasson 1171 N. Merdian St. Indianapolis IN 46204	Director	1.00	0	0	0
N. Catherine Bryson 408 Parkview Crescent Chapel Hill NC 27516	President	10.00	30,000	0	0

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

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
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	$225,000
Berry College, Rome, GA	None	Private	Unrestricted	$10,000
Brebeuf Preparatory School, Indianapolis, IN	None	Private	Unrestricted	$500
Camp Daggett, Petoskey, MI	None	Private	Unrestricted	$500
Child Care Resources, Vero Beach, FL	None	Private	Unrestricted	$5,000
Civic Media Center, Gainesville, FL	None	Private	Unrestricted	$2,000
Dollars for Scholars, Vero Beach, FL	None	Private	Unrestricted	$1,000
Environmental Learning Center, Vero Beach, FL	None	Private	Unrestricted	$1,000
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
Indian River Community Foundation, Vero Beach, FL	None	Private	Unrestricted	$5,000
Indian River Medical Center , Vero Beach, FL	None	Private	Unrestricted	$42,000
Indian River Symphonic Association, Vero Beach, FL	None	Private	Unrestricted	$1,000
Interfaith Council, Chapel Hill NC	None	Private	Unrestricted	$500
Kidzu Children's Museum, Chapel Hill, NC	None	Private	Unrestricted	$5,000
National MPS Society, Durham, NC	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
Riverside Theatre, Vero Beach, FL	None	Private	Unrestricted	$25,000
Saint Francis House, Gainesville, FL	None	Private	Unrestricted	$1,000
Stanford University Business School, Palo Alto, CA	None	Private	Unrestricted	$250
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
Vero Beach Museum of Art, Vero Beach, FL	None	Private	Unrestricted	$5,000
WUFT Public Radio, Gainesville, FL 350	None	Private	Unrestricted	$350
WUNC Public Radio, Chapel Hill, NC	None	Private	Unrestricted	$350

410,450.00

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Bryson Foundation Limited	Employer identification number (EIN) or 35-1854017
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions. 408 Parkview Crescent	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Chapel Hill NC 27516	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ N. Catherine Bryson
408 Parkview Crescent
Chapel Hill NC 27516

Telephone No ▶ 772-589-9945 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 42,846
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,846
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 36,000

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