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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
R A BRYAN FOUNDATION INC

A Employer identification number
56-6044320

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO DRAWER 919

B Telephone number (see instructions)
(919) 734-8400

City or town, state, and ZIP code
GOLDSBORO, NC 275330919

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)* ▶$ 15,931,696

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	86	86	86	
	4	Dividends and interest from securities.	258,658	258,658	258,658	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,158,804			
	b	Gross sales price for all assets on line 6a 12,168,560				
	7	Capital gain net income (from Part IV, line 2) . . .		1,158,804		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,417,548	1,417,548	258,744	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	3,650			3,650
	c	Other professional fees (attach schedule)	5,513	5,513	5,513	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	32,250	32,250	32,250	
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule).	64,879	64,849	64,849	30
	24	**Total operating and administrative expenses.** Add lines 13 through 23	106,292	102,612	102,612	3,680
	25	Contributions, gifts, grants paid.	803,917			803,917
	26	**Total expenses and disbursements.** Add lines 24 and 25	910,209	102,612	102,612	807,597
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	507,339			
	b	**Net investment income** (if negative, enter -0-)		1,314,936		
	c	**Adjusted net income** (if negative, enter -0-) . . .			156,132	

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	812,308	596,127	596,127
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	13,422,906	14,146,425	15,335,569
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,235,214	14,742,552	15,931,696
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **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	14,235,214	14,742,552	
30	**Total net assets or fund balances** (see page 17 of the instructions)	14,235,214	14,742,552	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,235,214	14,742,552	

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	14,235,214
2	Enter amount from Part I, line 27a	2	507,339
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,742,553
5	Decreases not included in line 2 (itemize) ▶	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,742,552

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly traded securities			
b	CRM Small Cap Value Fund	P	2011-12-14	2012-01-05
c	CRM Small Cap Value Fund	P	2011-01-01	2012-01-05
d	Capital gain distributions	P	2011-01-01	2012-12-31
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	11,319,015	0	10,180,122	1,138,893
b	137,373	0	143,042	-5,669
c	659,381	0	686,592	-27,211
d	52,791	0	0	52,791
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	0	0	0	1,138,893
b	0	0	0	-5,669
c	0	0	0	-27,211
d	0	0	0	52,791
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	1,158,804
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	-5,669

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	617,748	15,814,727	0 039062
2010	866,109	14,294,074	0 060592
2009	713,806	12,237,922	0 058327
2008	735,158	16,271,949	0 045179
2007	965,924	19,651,115	0 049154

2	**Total** of line 1, column (d).	2	0 252314
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 050463
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	15,114,948
5	Multiply line 4 by line 3.	5	762,746
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,149
7	Add lines 5 and 6.	7	775,895
8	Enter qualifying distributions from Part XII, line 4.	8	807,597

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	13,149
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	13,149
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	13,149
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,360		
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	13,360
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	211
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 211	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶R A BRYAN JR Telephone no ▶(919) 734-8400

Located at ▶400 PATETOWN ROAD GOLDSBORO NC ZIP+4 ▶27534

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 | |

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		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	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?	1c		No
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)	2b		No
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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)?		**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?	☐ 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
	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?		**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
R A BRYAN JR 764 LAKE WACKENA ROAD GOLDSBORO, NC 27534	President 2 50	0	0	0
STEPHEN C BRYAN 104 DEERBORN DRIVE GOLDSBORO, NC 27534	Director 0 50	0	0	0
R A BRYAN III 801 HOWES POINT PLACE WILMINGTON, NC 28405	Director 0 50	0	0	0
ANN B HUFFMAN 3119 DARIEN DRIVE RALEIGH, NC 27607	Director 0 50	0	0	0

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

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

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. . . . . ▶		0

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	14,282,162
b	Average of monthly cash balances	1b	1,062,963
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,345,125
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,345,125
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,177
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,114,948
6	**Minimum investment return.** Enter 5% of line 5	6	755,747

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	755,747
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,149		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,149
3	Distributable amount before adjustments Subtract line 2c from line 1			3	742,598
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	742,598
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	742,598

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	807,597
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	807,597
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	13,149
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	794,448

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					742,598
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.					
d From 2010.	116,070				
e From 2011.					
f **Total** of lines 3a through e.		116,070			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 807,597					
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.					742,598
e Remaining amount distributed out of corpus		64,999			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		181,069			
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		181,069			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	116,070				
d Excess from 2011. . . .					
e Excess from 2012. . . .	64,999				

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 organization 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 organization 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))

R A BRYAN JR

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				803,917
b *Approved for future payment*				
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	86	
4 Dividends and interest from securities			14	258,658	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,158,804	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,417,548	

13 Total. Add line 12, columns (b), (d), and (e) **13** 1,417,548

(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)

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-04-16 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
THOMAS R HOWELL	THOMAS R HOWELL	2013-04-18	☑	

Firm's name ▶ THOMAS R HOWELL CPA PLLC

Firm's EIN ▶

Firm's address ▶ PO BOX 10952 GOLDSBORO, NC 275320952

Phone no (919) 432-1113

Form 990PF Part XV Line 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*				
3HC HOME HEALTH & HOSPICE 2402 WAYNE MEMORIAL DRIVE GOLDSBORO, NC 27534		Public	Medical	70,000
ALZHEIMER'S NARFE WAYNE COUNTY CHAPTER GOLDSBORO, NC 27530		Public	Medical	500
AMERICAN CANCER SOCIETY WAYNE COUNTY CHAPTER GOLDSBORO, NC 27530		Public	Medical	3,500
AMERICAN DIABETES ASSOCIATION 2418 BLUE RIDGE ROAD RALEIGH, NC 27607		Public	Medical	200
ARTS COUNCIL OF WAYNE COUNTY 102 N JOHN STREET GOLDSBORO, NC 27530		Public	Education	1,000
ARTS NC STATE UNIVERSITY 2450 ALUMNI DRIVE RALEIGH, NC 27606		Public	Education	30,100
B E BRYAN SCHOLARSHIP FUND 634 HENDERSON STREET MOUNT OLIVE, NC 28365		Public	Education	100
BAPTIST CHILDRENS HOME OF NC PO BOX 98 THOMASVILLE, NC 27361		Public	Charitable	20,000
BARTON COLLEGE PO BOX 5000 WILSON, NC 27893		Public	Education	16,667
BETHEL CHURCH 2308 N WILLIAM STREET GOLDSBORO, NC 27530		Public	Religion	300
BOY SCOUT TROOP #7 PO BOX 1436 GOLDSBORO, NC 27533		Public	Charitable	50
BOY SCOUTS OF AMERICA PO BOX 1436 GOLDSBORO, NC 27533		Public	Charitable	300
BOYS & GIRLS CLUBS OF WAYNE COUNTY 1401 ROYAL AVENUE GOLDSBORO, NC 27530		Public	Charitable	5,250
BRANCH POPE MEMORIAL SCHOLARSHIP FUND 202 PERKINS STREET GOLDSBORO, NC 27530		Public	Education	100
CAMPBELL UNIVERSITY PO BOX 567 BUIES CREEK, NC 27506		Public	Education	189,000

Form 990PF Part XV Line 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*				
CENTER STAGE THEATER 139 S CENTER STREET GOLDSBORO,NC 27530		Public	Education	100
COMMUNITY SOUP KITCHEN 112 W OAK STREET GOLDSBORO,NC 27530		Public	Education	500
CRIME STOPPERS 308 N WILLIAM STREET GOLDSBORO,NC 27530		Public	Education	500
DUKE COMPREHENSIVE CANCER CENTER DUMC BOX 3917 DURHAM,NC 27710		Public	Medicine	60,000
FELLOWSHIP OF CHRISTIAN ATHLETES 740 GREENVILLE BLVD STE 400 GREENVILLE,NC 27834		Public	Religion	1,000
FIRST BAPTIST CHURCH 125 S JOHN STREET GOLDSBORO,NC 27530		Public	Religion	30,000
FIRST BAPTIST CHURCH OF WILMINGTON 505 N 5TH AVENUE WILMINGTON,NC 28401		Public	Religion	12,000
FIRST PRESBYTERIAN CHURCH 1101 E ASH STREET GOLDSBORO,NC 27530		Public	Religion	10,000
FOUNDATION OF WAYNE COMMUNITY COLLEGE 3000 WAYNE MEMORIAL DRIVE GOLDSBORO,NC 27534		Public	Education	700
FRIENDS OF ARTS NC STATE 2450 ALUMNI DRIVE RALEIGH,NC 27606		Public	Education	500
GEORGE WHITFIELD BASEBALL CLINIC 216 HARDINGWOOD DRIVE GOLDSBORO,NC 27534		Public	Charitable	200
GOLDSBORO BALLET 782 S NC HIGHWAY 111 GOLDSBORO,NC 27530		Public	Education	600
GOLDSBORO ROTARY CLUB PO BOX 212 GOLDSBORO,NC 27533		Public	Charitable	100
GREATER WAYNE CHILDRENS FOUNDATION 2706 MEDICAL OFFICE PLACE GOLDSBORO,NC 27534		Public	Education	3,000
GUILFORD COLLEGE 5800 WEST FRIENDLY AVENUE GREENSBORO,NC 27401		Public	Education	6,000

Form 990PF Part XV Line 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*				
HGDC COMMUNITY CRISIS CENTER 607 S SLOCUMB STREET GOLDSBORO,NC 27530		Public	Charitable	400
HIGH POINT UNIVERSITY 833 MONTLIEU AVENUE HIGH POINT,NC 27262		Public	Education	2,000
INDEPENDENT COLLEGE FUND 879-A WASHINGTON ST RALEIGH,NC 27605		Public	Education	2,000
KAPPA SIGMA ENDOWMENT FUND PO BOX 5643 CHARLOTTESVILLE,VA 22905		Public	Education	100
MACULAR DEGENERATION RESEARCH PO BOX 1952 CLARKSBURG,MD 20871		Public	Medical	100
MOUNT OLIVE COLLEGE 634 HENDERSON STREET MOUNT OLIVE,NC 28365		Public	Education	20,000
MUSCULAR DYSTROPHY ASSOCIATION 353 EAST SIX FORKS ROAD RALEIGH,NC 27609		Public	Medical	200
NC STATE ALUMNI ASSOCIATION 2450 ALUMNI DRIVE RALEIGH,NC 27606		Public	Education	500
NC STATE ENGINEERING FOUNDATION 2450 ALUMNI DRIVE RALEIGH,NC 27606		Public	Education	100
NATIONAL MULTIPLE SCLEROSIS PO BOX 736 BANGOR,ME 04402		Public	Medical	100
NC STATE UNIVERSITY FOUNDATION 2220 HILLSBOROUGH STREET RALEIGH,NC 27695		Public	Education	50,000
NC STATE SCHOOL OF ENGINEERING 2450 ALUMNI DRIVE RALEIGH,NC 27606		Public	Education	90,000
NC STATE STUDENT AID ASSOCIATION 2450 ALUMNI DRIVE RALEIGH,NC 27606		Public	Education	20,000
NEW ST JOHN AME CHURCH 584 PECAN ROAD DUDLEY,NC 28333		Public	Religion	300
NORTH CAROLINA SYMPHONY 3700 GLENWOOD AVENUE RALEIGH,NC 27612		Public	Education	5,000

Form 990PF Part XV Line 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*				
O'BERRY CENTER FOUNDATION PO BOX 1157 GOLDSBORO,NC 27533		Public	Charitable	500
OLD WAYNESBOROUGH COMMISSION 801 S US HIGHWAY 117 BYPASS GOLDSBORO,NC 27530		Public	Education	900
OPERATION SANTA CLAUS 804C CORPORATE DRIVE GOLDSBORO,NC 27534		Public	Charitable	150
PITT MEMORIAL HOSPITAL FOUNDATION PO BOX 8489 GREENVILLE,NC 27835		Public	Medical	50,000
REX HEALTHCARE FOUNDATION 2500 BLUE RIDGE ROAD RALEIGH,NC 27607		Public	Medical	100
ROSE OF SHARON BAPTIST CHURCH 4109 GUESS ROAD DURHAM,NC 27712		Public	Religion	100
SALVATION ARMY 610 N WILLIAM STREET GOLDSBORO,NC 27530		Public	Charitable	400
SOUTHEASTERN CANCER CARE 203 COX BLVD GOLDSBORO,NC 27534		Public	Medical	100
THE CHAPEL 2505 WEST HAMILTON ROAD FORT WAYNE,IN 46814		Public	Religion	200
THE JOHN WILLIAM POPE CENTER 333 E SIX FORKS RD STE 150 RALEIGH,NC 27609		Public	Charitable	200
THE LINVILLE FOUNDATION PO BOX 99 LINVILLE,NC 28646		Public	Charitable	200
THE NATIONAL MPS SOCIETY 733 THIRD STREET NEW YORK,NY 10017		Public	Medical	1,000
PARAMOUNT THEATER FOUNDATION 139 S CENTER STREET GOLDSBORO,NC 27530		Public	Education	1,000
UNITED WAY OF WAYNE COUNTY 308 N WILLIAM STREET GOLDSBORO,NC 27530		Public	Charitable	17,200
VIDANT MEDICAL CENTER FOUNDATION PO BOX 8489 GREENVILLE,NC 27835		Public	Medical	500

Form 990PF Part XV Line 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*				
WAKEMED FOUNDATION 3000 NEW BERN AVENUE RALEIGH,NC 27610		Public	Medical	500
WAYNE COUNTRY DAY SCHOOL 480 COUNTRY DAY ROAD GOLDSBORO,NC 27530		Public	Education	75,000
WAYNE COUNTY 4-H 208 W CHESTNUT STREET GOLDSBORO,NC 27530		Public	Education	300
WAYNE COUNTY CHAMBER OF COMMERCE 308 N WILLIAM STREET GOLDSBORO,NC 27530		Public	Charitable	500
YOUNG LIFE 1104 E ASH STREET GOLDSBORO,NC 27530		Public	Charitable	2,000
Total . . . . ▶ **3a**				803,917

TY 2012 Accounting Fees Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas R Howell, CPA, PLLC Preparation of 990-PF	3,650			3,650

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly traded securities					12,168,560	11,009,756			1,158,804	

TY 2012 Investments Corporate Stock Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
General Electric Company	36,875	31,485
Lincoln National Corporation	50,567	34,861
Royal Dutch Petroleum	32,869	41,370
Merck & Co	17,784	23,581
Wells Fargo Company	72,300	40,811
New Perspective Fund	1,128,630	1,407,381
Hartford Director Annuity	1,214,393	1,386,641
@ Wells Fargo Advisors (0337)	11,593,007	12,369,439

TY 2012 Other Decreases Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Description	Amount
Rounding	1

TY 2012 Other Expenses Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fiduciary fees	64,849	64,849	64,849	
Bank charges	30			30

TY 2012 Other Professional Fees Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cramer Rosenthal McGlynn Inc Investment advisors	5,513	5,513	5,513	

TY 2012 Taxes Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes	9,941	9,941	9,941	
Federal excise taxes	22,309	22,309	22,309	