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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
DODD & DOROTHY L BRYAN FOUNDATION

A Employer identification number
83-6006533

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2 NORTH MAIN 401

B Telephone number (see instructions)
(307) 672-3535

City or town, state, and ZIP code
SHERIDAN, WY 82801

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)* $ 6,267,765

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				
	4	Dividends and interest from securities	127,242	127,242		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	88,921			
	b	Gross sales price for all assets on line 6a 974,364				
	7	Capital gain net income (from Part IV, line 2)		83,507		
	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)	-31,347	303		
	12	**Total.** Add lines 1 through 11	184,816	211,052		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	24,000	3,000		21,000
	14	Other employee salaries and wages	35,400	3,540		31,860
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	195	195		
	b	Accounting fees (attach schedule)	6,615	4,631		1,984
	c	Other professional fees (attach schedule)	32,233	32,233		
	17	Interest	449	449		
	18	Taxes (attach schedule) (see instructions)	5,676	344		2,572
	19	Depreciation (attach schedule) and depletion	82	82		
	20	Occupancy	5,846	2,923		2,923
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,116	1,490		3,626
	24	**Total operating and administrative expenses.** Add lines 13 through 23	115,612	48,887		63,965
	25	Contributions, gifts, grants paid	75,114			75,114
	26	**Total expenses and disbursements.** Add lines 24 and 25	190,726	48,887		139,079
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-5,910			
	b	**Net investment income** (if negative, enter -0-)		162,165		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

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

Section	Line	Description	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			
	2	Savings and temporary cash investments	44,573	100,309	100,309
	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) ▶ 3,392,049 Less allowance for doubtful accounts ▶	3,318,536	3,392,049	3,392,049
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		978	978
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,795,623	2,763,732	2,763,732
	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 ▶ 24,435 Less accumulated depreciation (attach schedule) ▶ 24,325	112	110	2,000
	15	Other assets (describe ▶)		8,697	8,697
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,158,844	6,265,875	6,267,765
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	4,870,925	4,977,956	
	25	Temporarily restricted			
	26	Permanently restricted	1,287,919	1,287,919	
		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			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,158,844	6,265,875	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,158,844	6,265,875	

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	6,158,844
2	Enter amount from Part I, line 27a	2	-5,910
3	Other increases not included in line 2 (itemize) ▶	3	112,941
4	Add lines 1, 2, and 3	4	6,265,875
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,265,875

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 Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	83,507
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	1,025

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	562,920	2,975,017	0 189216
2010	472,587	2,712,435	0 174230
2009	430,528	2,294,053	0 187671
2008	463,093	2,975,231	0 155649
2007	423,095	3,398,167	0 124507

2	**Total** of line 1, column (d).	2	0 831273
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 166255
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,011,531
5	Multiply line 4 by line 3.	5	500,682
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,622
7	Add lines 5 and 6.	7	502,304
8	Enter qualifying distributions from Part XII, line 4.	8	562,829

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	1,622
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	1,622
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	1,622
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,280		
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	2,280
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	658
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 658	**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) ▶WY			
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		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ROSE MARIE MADIA Telephone no ▶(307) 672-3535

Located at ▶2 NORTH MAIN SUITE 401 SHERIDAN WY ZIP +4 ▶82801

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		
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		
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
See Additional Data Table				

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 ▶

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	
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 INTEREST FREE EDUCATIONAL LOANS TO 85 STUDENTS	423,750
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	423,750

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	2,937,253
b	Average of monthly cash balances	1b	120,139
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,057,392
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	3,057,392
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,861
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,011,531
6	**Minimum investment return.** Enter 5% of line 5	6	150,577

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	150,577
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,622		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,622
3	Distributable amount before adjustments Subtract line 2c from line 1			3	148,955
4	Recoveries of amounts treated as qualifying distributions			4	350,236
5	Add lines 3 and 4			5	499,191
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	499,191

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	139,079
b	Program-related investments—total from Part IX-B	1b	423,750
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	562,829
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	1,622
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	561,207

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				499,191
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			540,865	
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.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 562,829				
a Applied to 2011, but not more than line 2a			540,865	
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.				21,964
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).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				477,227
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				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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))

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

DODD DOROTHY L BRYAN FOUNDATION
PO BOX 6087
SHERIDAN, WY 82801
(307) 672-3535

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

CONTACT THE FOUNDATION OFFICE FOR A COPY OF ACADEMIC LOAN RULES AND REGULATIONS AND LOAN APPLICATION

c Any submission deadlines

NONE

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

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*				
SHERIDAN COLLEGE FOUNDATI PO BOX 6328 SHERIDAN, WY 82801	NONE	EXEMPT ORG	STUDENT CENTER & WYO PROJECT	70,000
SHERIDAN CNTY LIBRARY FDN 335 W ALGER ST SHERIDAN, WY 82801	NONE	EXEMPT ORG	PROGRAM SUPPORT	5,000
VARIOUS ORGANIZATION SHERIDAN COUNTY SHERIDAN, WY 82801	NONE	EXEMPT ORG	MEMORIALS	114
Total . . . . ▶ **3a**				75,114
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	127,242	
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.			15	303	
8 Gain or (loss) from sales of assets other than inventory	211110	5,414	18	83,507	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-26,236		211,052	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 184,816

(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

******	2013-09-15	******
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
ANNETTE M RINALDO	ANNETTE M RINALDO	2013-09-17		

Firm's name ▶	MOHATT RINALDO JOHNSON & GODWIN LLP	Firm's EIN ▶
Firm's address ▶	PO BOX 603 SHERIDAN, WY 828010603	Phone no (307) 672-6494

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10-AMGEN INC	P	2011-11-03	2012-07-30
195-CERNER CORP	P	2011-11-03	2012-11-01
15-FEDEX CORPORATION	P	2011-11-03	2012-07-30
25-MCGRAW-HILL COMPANIES INC	P	2011-11-03	2012-07-30
50-STARWOOD PROPERTY TRUST INC	P	2011-11-03	2012-07-30
55-ENSCO PLC CL A	P	2011-11-03	2012-08-10
30-DEVON ENERGY CORPORATION	P	2011-11-03	2012-11-30
50-MARATHON OIL CORPORATION	P	2011-11-03	2012-11-30
20-VERIZON COMMUNICATIONS	P	2011-11-03	2012-11-30
900-JP MORGAN CHASE & CO 8 625%	P	2008-10-21	2012-03-13
80-AMGEN INC	P	2011-11-03	2012-10-19
5-CHEVRON CORPORATION	P	2011-11-03	2012-07-30
20-FISERV INC	P	2011-11-03	2012-07-30
25-MICROS SYSTEMS INC	P	2011-11-03	2012-07-30
25-STATE STREET CORP	P	2011-11-03	2012-07-30
15-AMGEN INC	P	2011-11-03	2012-11-30
35-DUPONT E I DE NEMOURS & CO	P	2011-11-03	2012-11-30
35-MCGRAW-HILL COMPANIES INC	P	2011-11-03	2012-11-30
65-WELLS FARGO & COMPANY	P	2011-11-03	2012-11-30
600-JP MORGAN CHASE & CO 8 625%	P	2009-05-13	2012-03-13
4-APPLE INC	P	2011-11-03	2012-07-30
120-CHURCH & DWIGHT CO INC	P	2011-11-03	2012-06-07
10-FISERV INC	P	2012-03-27	2012-12-06
50-MORGAN STANLEY	P	2011-11-03	2012-07-30
15-3M COMPANY	P	2011-11-03	2012-07-30
5-APPLE INC	P	2011-11-03	2012-11-30
25-ENERGIZER HOLDINGS INC	P	2011-11-03	2012-11-30
90-MORGAN STANLEY	P	2011-11-03	2012-11-30
30-COOPER INDUSTRIES PLC NEW	P	2011-11-03	2012-11-30
1000-KEYCORP CAPITAL X 8%	P	2010-10-22	2012-06-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
180-APPLIED MICRO CIRCUITS CORP NEW	P	2011-11-03	2012-07-30
20-CHURCH & DWIGHT CO INC	P	2011-11-03	2012-07-30
125-FORD MOTOR CO	P	2011-11-03	2012-07-30
90-NII HOLDINGS INC CL B	P	2011-11-03	2012-07-30
20-TIME WARNER CABLE INC	P	2011-11-03	2012-07-30
255-APPLIED MICRO CIRCUITS CORP	P	2011-11-03	2012-11-30
20-EXXON MOBIL CORPORATION	P	2011-11-03	2012-11-30
45-PACCAR INC	P	2011-11-03	2012-11-30
295-COOPER INDUSTRIES PLC NEW	P	2011-11-03	2012-12-04
0 35-KINDER MORGAN INC DEL	P	2006-01-10	2012-05-31
35-ARCHER DANIELS MIDLAND CO	P	2011-11-03	2012-07-30
65-CISCO SYSTEMS INC	P	2011-11-03	2012-07-30
50-GENERAL ELECTRIC CO	P	2011-11-03	2012-07-30
1400-NII HOLDINGS INC CL B	P	2011-11-03	2012-08-14
20-UNITED TECHNOLOGIES CORP	P	2011-11-03	2012-07-30
990-APPLIED MICRO CIRCUITS CORP	P	2011-11-03	2012-12-18
20-FEDEX CORPORATION	P	2011-11-03	2012-11-30
30-PEPSICO INC	P	2011-11-03	2012-11-30
295-COOPER INDUSTRIES PLC NEW	P	2011-11-03	2012-12-04
1000-PENN WEST PETE LTD	P	2009-12-16	2012-02-29
35-BAKER HUGHES INC	P	2011-11-03	2012-07-30
175-D R HORTON INC	P	2011-11-03	2012-05-02
50-GENERAL MILLS INC	P	2012-09-12	2012-11-30
25-PACCAR INC	P	2011-11-03	2012-07-30
215-VERIZON COMMUNICATIONS	P	2011-11-03	2012-07-10
55-ARCHER DANIELS MIDLAND CO	P	2011-11-03	2012-11-30
25-FISERV INC	P	2011-11-03	2012-11-30
15-PRAXAIR INC	P	2011-11-03	2012-11-30
30-ENSCO PLC CL A	P	2011-11-03	2012-11-30
250-PHILLIPS 66	P	2006-01-10	2012-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
85-BAKER HUGHES INC	P	2011-11-03	2012-08-10
270-D R HORTON INC	P	2011-11-03	2012-07-10
15-GILEAD SCIENCES INC	P	2011-11-03	2012-07-30
20-PEPSICO INC	P	2011-11-03	2012-07-30
15-VERIZON COMMUNICATIONS	P	2011-11-03	2012-07-30
35-BAKER HUGHES INC	P	2011-11-03	2012-11-30
305-FISERV INC	P	2011-11-03	2012-12-06
65-PRINCIPAL FINANCIAL GROUP INC	P	2011-11-03	2012-11-30
300-FREEPORT MCMORAN COPPER & GOLD C	P	2011-10-19	2012-05-31
800-PROCTER & GAMBLE CO	P	2006-01-10	2012-06-21
10-BECTON DICKINSON & CO	P	2011-11-03	2012-07-30
65-D R HORTON INC	P	2011-11-03	2012-07-30
130-GILEAD SCIENCES INC	P	2011-11-03	2012-08-02
5-PRAXAIR INC	P	2011-11-03	2012-07-30
10-WATERS CORP	P	2012-10-24	2012-11-30
20-BECTON DICKINSON & CO	P	2011-11-03	2012-11-30
150-FORD MOTOR CO	P	2011-11-03	2012-11-30
35-QUALCOMM INC	P	2011-11-03	2012-11-30
500-MARTIN MIDSTREAM PARTNERS LP	P	2012-01-20	2012-03-09
200-SALESFORCE COM INC	P	2010-01-08	2012-02-22
30-BLACK HILLS CORP	P	2011-11-03	2012-07-30
190-D R HORTON INC	P	2011-11-03	2012-10-04
95-GILEAD SCIENCES INC	P	2011-11-03	2012-10-19
25-PRINCIPAL FINANCIAL GROUP INC	P	2011-11-03	2012-07-30
35-WELLS FARGO & COMPANY	P	2011-11-03	2012-07-30
40-BLACK HILLS CORP	P	2011-11-03	2012-11-30
80-GENERAL ELECTRIC CO	P	2011-11-03	2012-11-30
115-REDWOOD TRUST INC	P	2011-11-03	2012-11-30
400-CLEAN ENERGY FUELS CORP	P	2012-03-28	2012-12-27
900-SUNTRUST CAPITAL IX 7 875%	P	2008-10-21	2012-06-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
35-BLUE NILE INC	P	2011-11-03	2012-07-30
15-DEVON ENERGY CORPORATION	P	2011-11-03	2012-07-30
2-GOOGLE INC CL A	P	2011-11-03	2012-07-30
120-QUALCOMM INC	P	2011-11-03	2012-05-16
15-COOPER INDUSTRIES PLC NEW	P	2011-11-03	2012-07-30
45-BLUE NILE INC	P	2011-11-03	2012-11-30
25-GILEAD SCIENCES INC	P	2011-11-03	2012-11-30
15-SEMPRA ENERGY	P	2011-11-03	2012-11-30
800-CSX CORP	P	2011-07-18	2012-07-11
600-SUNTRUST CAPITAL IX 7 875%	P	2009-01-07	2012-06-20
60-BUFFALO WILD WINGS INC	P	2011-11-03	2012-02-08
15-DUPONT E I DE NEMOURS & CO	P	2011-11-03	2012-07-30
5-INTL BUSINESS MACHINES CORP	P	2011-11-03	2012-07-30
25-QUALCOMM INC	P	2011-11-03	2012-07-30
10-COOPER INDUSTRIES PLC NEW	P	2012-03-27	2012-12-04
20-BUFFALO WILD WINGS INC	P	2011-11-03	2012-11-30
3-GOOGLE INC CL A	P	2011-11-03	2012-11-30
80-STARWOOD PROPERTY TRUST INC	P	2011-11-03	2012-11-30
500-WESTPORT INNOVATIONS INC NEW	P	2012-02-22	2012-09-26
2000-FIFTH THIRD CAP	P	2010-05-06	2012-08-08
35-BUFFALO WILD WINGS INC	P	2011-11-03	2012-03-26
15-ENERGIZER HOLDINGS INC	P	2011-11-03	2012-07-30
15-INTUIT	P	2011-11-03	2012-07-30
90-REDWOOD TRUST INC	P	2011-11-03	2012-07-30
10-COOPER INDUSTRIES PLC NEW	P	2012-03-27	2012-12-04
20-CHEVRON CORPORATION	P	2011-11-03	2012-11-30
10-INTL BUSINESS MACHINES CORP	P	2011-11-03	2012-11-30
45-STATE STREET CORP	P	2011-11-03	2012-11-30
1300-ENERGY TRANSFER PARTNERS LP	P	2011-11-08	2012-10-04
1800-KIMCO REALTY 7 75%	P	2008-01-31	2012-10-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10-BUFFALO WILD WINGS INC	P	2011-11-03	2012-07-30
0 45-EXPRESS SCRIPTS HOLDING CO	P	2011-11-03	2012-04-12
30-JPMORGAN CHASE & CO	P	2011-11-03	2012-07-30
320-REDWOOD TRUST INC	P	2011-11-03	2012-10-04
0 311-EATON CORP PLC	P	2012-12-04	2012-12-20
25-CHURCH & DWIGHT CO INC	P	2011-11-03	2012-11-30
30-INTUIT	P	2011-11-03	2012-11-30
20-3M COMPANY	P	2011-11-03	2012-11-30
1000-BB&T CAPITAL TRUST VII 8 10%	P	2009-10-22	2012-06-19
2700-NAT CITY CAP IV	P	2009-04-06	2012-07-30
90-CERNER CORP	P	2011-11-03	2012-06-07
20-EXPRESS SCRIPTS HOLDING CO	P	2011-11-03	2012-07-30
15-LABORATORY CORP AMERICA	P	2011-11-03	2012-07-30
120-SEMPRA ENERGY	P	2011-11-03	2012-07-10
345-MEDCO HEALTH SOLUTIONS INC	P	2011-11-03	2012-04-04
95-CISCO SYSTEMS INC	P	2011-11-03	2012-11-30
50-JPMORGAN CHASE & CO	P	2011-11-03	2012-11-30
20-TIME WARNER CABLE INC	P	2011-11-03	2012-11-30
500-EL PASO CORP	P	2006-01-10	2012-05-24
3500-REGIONS ASSET	P	2010-05-26	2012-12-03
10-CERNER CORP	P	2011-11-03	2012-07-30
15-EXXON MOBIL CORPORATION	P	2011-11-03	2012-07-30
25-MARATHON OIL CORPORATION	P	2011-11-03	2012-07-30
15-SEMPRA ENERGY	P	2011-11-03	2012-07-30
30-ENSCO PLC CL A	P	2011-11-03	2012-07-30
60-D R HORTON INC	P	2011-11-03	2012-11-30
20-LABORATORY CORP AMERICA	P	2011-11-03	2012-11-30
25-UNITED TECHNOLOGIES CORP	P	2011-11-03	2012-11-30
200-FREEPORT MCMORAN COPPER & GOLD C	P	2011-03-28	2012-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
834		553	281
14,927		12,429	2,498
1,362		1,221	141
1,172		1,055	117
1,116		941	175
3,027		2,812	215
1,555		1,964	-409
1,538		1,335	203
881		745	136
24,618		22,375	2,243
7,077		4,428	2,649
549		529	20
1,443		1,145	298
1,175		1,226	-51
1,005		998	7
1,329		830	499
1,520		1,694	-174
1,827		1,477	350
2,142		1,653	489
16,412		15,050	1,362
2,373		1,589	784
6,473		5,142	1,331
795		698	97
671		827	-156
1,366		1,180	186
2,922		1,986	936
1,978		1,766	212
1,522		1,488	34
2,379		1,615	764
25,109		25,686	-577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,012		1,108	-96
1,151		857	294
1,136		1,404	-268
603		2,182	-1,579
1,698		1,258	440
1,778		1,570	208
1,762		1,562	200
1,977		1,950	27
15,877		15,877	
11		10	1
962		1,012	-50
1,030		1,165	-135
1,037		827	210
9,649		26,052	-16,403
1,501		1,555	-54
7,875		6,096	1,779
1,788		1,628	160
2,097		1,872	225
23,356		15,877	7,479
21,783		17,563	4,220
1,652		1,951	-299
3,066		1,975	1,091
2,044		1,965	79
1,010		1,083	-73
9,638		8,007	1,631
1,466		1,591	-125
1,906		1,431	475
1,600		1,520	80
1,729		1,533	196
7,498		6,974	524

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,105		4,737	-632
4,969		3,048	1,921
832		613	219
1,457		1,248	209
673		559	114
1,515		1,951	-436
24,248		17,455	6,793
1,748		1,624	124
9,579		10,553	-974
48,139		47,429	710
760		722	38
1,163		734	429
7,537		5,317	2,220
526		507	19
844		796	48
1,530		1,443	87
1,710		1,685	25
2,228		1,958	270
16,836		17,985	-1,149
25,721		14,780	10,941
969		995	-26
4,151		2,145	2,006
6,441		3,885	2,556
627		624	3
1,189		890	299
1,429		1,326	103
1,687		1,323	364
1,911		527	1,384
5,012		8,606	-3,594
22,599		17,425	5,174

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
894		1,527	-633
890		982	-92
1,264		1,179	85
7,277		6,713	564
1,079		807	272
1,748		1,963	-215
1,874		1,022	852
1,024		802	222
18,122		18,558	-436
15,066		13,342	1,724
4,799		3,856	943
744		726	18
982		932	50
1,475		1,398	77
635		635	
1,456		1,285	171
2,080		1,769	311
1,831		1,505	326
13,013		22,029	-9,016
50,000		45,225	4,775
3,290		2,249	1,041
1,172		1,059	113
876		799	77
1,169		1,011	158
792		635	157
2,113		2,118	-5
1,899		1,865	34
2,000		1,797	203
53,738		55,284	-1,546
45,000		44,031	969

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
724		643	81
24		24	
1,081		1,011	70
4,677		3,599	1,078
16		16	
1,350		1,071	279
1,789		1,598	191
1,816		1,573	243
25,389		25,700	-311
67,500		49,353	18,147
7,090		5,672	1,418
1,154		1,124	30
1,275		1,240	35
8,192		6,416	1,776
25,617		18,625	6,992
1,803		1,702	101
2,049		1,685	364
1,891		1,258	633
7,325			7,325
87,500		87,275	225
737		630	107
1,308		1,171	137
671		668	3
1,062		802	260
1,653		1,533	120
1,160		677	483
1,691		1,654	37
1,999		1,943	56
6,386		10,895	-4,509

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			281
			2,498
			141
			117
			175
			215
			-409
			203
			136
			2,243
			2,649
			20
			298
			-51
			7
			499
			-174
			350
			489
			1,362
			784
			1,331
			97
			-156
			186
			936
			212
			34
			764
			-577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-96
			294
			-268
			-1,579
			440
			208
			200
			27
			1
			-50
			-135
			210
			-16,403
			-54
			1,779
			160
			225
			7,479
			4,220
			-299
			1,091
			79
			-73
			1,631
			-125
			475
			80
			196
			524

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-632
			1,921
			219
			209
			114
			-436
			6,793
			124
			-974
			710
			38
			429
			2,220
			19
			48
			87
			25
			270
			-1,149
			10,941
			-26
			2,006
			2,556
			3
			299
			103
			364
			1,384
			-3,594
			5,174

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-633
			-92
			85
			564
			272
			-215
			852
			222
			-436
			1,724
			943
			18
			50
			77
			171
			311
			326
			-9,016
			4,775
			1,041
			113
			77
			158
			157
			-5
			34
			203
			-1,546
			969

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			81
			70
			1,078
			279
			191
			243
			-311
			18,147
			1,418
			30
			35
			1,776
			6,992
			101
			364
			633
			7,325
			225
			107
			137
			3
			260
			120
			483
			37
			56
			-4,509

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
ARTHUR G FELKER PO BOX 6287 SHERIDAN, WY 82801	PRESIDENT 4 00	4,800	0	0
NORLEEN HEALY PO BOX 6287 SHERIDAN, WY 82801	SECRETARY 4 00	4,800	0	0
JACK E PELISSIER PO BOX 6287 SHERIDAN, WY 82801	TREASURER 4 00	4,800	0	0
SUSAN VAN ALLEN PO BOX 6287 SHERIDAN, WY 82801	VICE PRES 4 00	4,800	0	0
WILLIAM B EBZERY PO BOX 6287 SHERIDAN, WY 82801	DIRECTOR 4 00	4,800	0	0

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a PIONEER SOUTHWEST ENERGY PA	211110	-1,035			
b ENTERPRISE PRODUCTS PARTNER	211110	-2,815			
c ENBRIDGE ENERGY PARTNERS	211110	-5,341			
d BREITBURN ENERGY PARTNERS L	211110	-1,925			
e ENERGY TRANSFER PARTNERS LP	211110	-3,624			
f KINDER MORGAN ENERGY PARTNE	211110	-2,963			
g LEGACEY RESERVES LP	211110	-1,215			
h LINN ENERGY LLC	211110	-9,625			
i LRR ENERGY LP	211110	-145			
j MARTIN MIDSTREAM PARTNERS L	211110	-236			
k QR ENERGY LP	211110	-406			
l VANGUARD NATURAL RESOURCES	211110	-2,320			

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
DODD & DOROTHY L BRYAN FOUNDATION	INDIRECT DEPRECIATION	83-6006533

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	82

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	82
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 | **28** |

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . | **29** |

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year . . . . | **43** |

44 Total. Add amounts in column (f) See the instructions for where to report . . . . | **44** |

TY 2012 Accounting Fees Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	6,615	4,631		1,984

TY 2012 Compensation Explanation

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Person Name	Explanation
ARTHUR G FELKER	
NORLEEN HEALY	
JACK E PELISSIER	
SUSAN VAN ALLEN	
WILLIAM B EBZERY	

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TY 2012 Depreciation Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DRAPES, CARPET	1978-01-01	10,595	10,595	S/L	10 0000				
CABINETS	1978-01-01	411	411	S/L	10 0000				
FURNITURE	1979-01-01	2,899	2,899	S/L	10 0000				
FURNITURE	1979-01-01	2,065	2,065	S/L	10 0000				
EQUIPMENT	1984-05-01	537	537	S/L	10 0000				
ANSWERING MACHING	1987-06-01	120	120	S/L	5 0000				
TYPEWRITER	1991-12-01	250	250	S/L	5 0000				
PHOTOCOPIER	1993-09-01	1,595	1,595	S/L	5 0000				
COMPUTER	1997-06-01	1,908	1,908	S/L	5 0000				
PANASONIC TYPEWRITER	1999-11-08	525	525	S/L	5 0000				
COMPUTER & SOFTWARE	2002-02-28	1,695	1,695	S/L	5 0000				
OFFICE CHAIR	2005-04-28	145	97	S/L	10 0000	15	15		
1/3 NEW COPIER	2007-02-12	505	496	S/L	5 0000	9	9		
COMPUTER	2007-04-11	1,106	1,051	S/L	5 0000	55	55		
NEW PRINTER	2012-10-24	79		S/L	5 0000	3	3		
ENERGY TRANSFER PARTNERS ORDINARY RECAPTURE	2011-11-08	4,923	4,923	200DB	5 0000				
MARTIN MIDSTREAM ORDINARY RECAPTURE	2011-12-31	491	491	200DB	5 0000				

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: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ENERGY TRANSFER PARTNERS ORDINARY RECAPTURE	2011-11	PURCHASE	2012-10	BROKERAGE	4,923	4,923			4,923	4,923
MARTIN MIDSTREAM ORDINARY RECAPTURE	2011-12	PURCHASE	2012-03		491	491			491	491

TY 2012 General Explanation Attachment

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		YEAR ENDING DECEMBER 31, 2012 83-6006533 DODD & DOROTHY L BRYAN FOUNDATION 2 NORTH MAIN, 401 SHERIDAN, WY 82801 NOL CARRYBACK ELECTION UNDER IRC SECTION 172(B)(3), THE TAXPAYER ELECTS TO RELINQUISH THE ENTIRE CARRYBACK PERIOD WITH RESPECT TO ANY REGULAR TAX AND AMT NET OPERATING LOSS INCURRED DURING THE CURRENT TAX YEAR

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TY 2012 Investments Corporate Stock Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP INC	78,600	78,600
AMERICAN CAPITAL AGENCY	130,050	130,050
AMERICAN CAPITAL MORTGAGE	70,710	70,710
AMGEN INC	15,085	15,085
ANADARKO PETROLEUM CORP	7,431	7,431
APPLE INC	26,608	26,608
APPLE INC	32,462	32,462
APPLIED MICRO CIRCUITS	15,998	15,998
ARCHER DANIELS MIDLAND	17,393	17,393
ARES CAPITAL CORP PREFERRED	66,325	66,325
BAKER HUGHES INC	16,543	16,543
BANK AMERICA CORP 8.625%	76,680	76,680
BANK OF AMERICA CORP 8.20%	89,600	89,600
BARCLAYS BANK PLC	8,687	8,687
BB&T CAPITAL TRUST		
BECTON DICKINSON & CO	18,766	18,766
BLACK HILLS CORP	16,353	16,353
BLUE NILE INC	19,048	19,048
BREITBURN ENERGY PTNRS LP	46,175	46,175
BRISTOL MYERS SQUIBB CO	16,295	16,295
BUFFALO WILD WINGS	17,841	17,841
CBRE CLARION GL REAL ESTATE	371	371
CELGENE CORP	39,235	39,235
CERNER CORP		
CHEVRON CORPORATION	20,006	20,006
CHURCH & DWIGHT CO INC	16,339	16,339
CISCO SYSTEMS INC	22,007	22,007
CONOCOPHILLIPS	28,995	28,995
CSX CORP		
CONSTELLATION ENERGY GRP	38,295	38,295

Name of Stock	End of Year Book Value	End of Year Fair Market Value
D R HORTON INC	14,143	14,143
DEVON ENERGY CORPORATION	16,132	16,132
DUPONT E I DE NEMOURS & CO	17,092	17,092
EL PASO CORPORATION		
ENBRIDGE ENERGY PARTNERS LP	78,120	78,120
ENERGIZER HOLDINGS INC	21,595	21,595
ENERGY TRANSFER PARTNERS LP		
ENERGY SEL SECT SPDR FD	71,420	71,420
ENSCO PLC SPON ADR	21,044	21,044
ENTERPRISE PRODS PARTNERS LP	50,080	50,080
EXPRESS SCRIPTS HOLDING	25,596	25,596
EXXON MOBIL CORPORATION	21,637	21,637
FEDEX CORPORATION	19,261	19,261
FIFTH THIRD CAP TR VI		
FISERV INC		
FORD MOTOR CO	22,857	22,857
FREEPORT MCMORAN COPPER & GOLD		
GENERAL ELECTRIC CO	18,891	18,891
GILEAD SCIENCES INC	22,402	22,402
GOOGLE INC CL A	25,466	25,466
HONEYWELL INTL INC	50,776	50,776
INTL BUSINESS MACHINES	23,178	23,178
INTUIT	20,221	20,221
JP MORGAN CHASE & CO	24,403	24,403
JP MORGAN CHASE & CO 8.625%		
KEYCORP CAPITAL X 8%		
KIMCO REALTY CORP		
KINDER MORGAN ENERGY PRTNERS LP	71,811	71,811
KINDER MORGAN INC WTS EXP 2017	1,210	1,210
LABORATORY CORP AMERICA	19,056	19,056

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LINN ENERGY LLC COMMON UNITS	63,432	63,432
MACY'S INC		
MARATHON OIL CORPORATION	16,250	16,250
MCGRAW-HILL COMPANIES	23,508	23,508
MEDCO HEALTH SOLUTIONS		
MERCK & CO INC	20,470	20,470
MICROS SYSTEMS INC	24,191	24,191
MORGAN STANLEY	19,120	19,120
NATIONAL CITY CAP TR IV		
NII HOLDINGS INC CL B		
NORTHSTAR REALTY FIN	16,548	16,548
OCEAN RIG UDW	209	209
PACCAR INC	21,701	21,701
PENN WEST ENERGY TR-CAD		
PEPSICO INC	21,555	21,555
PIONEER SOUTHWEST ENERGY UNIT	22,700	22,700
PROCTER & GAMBLE COMPANY		
PRAXAIR INC	21,890	21,890
PRINCIPAL FINANCIAL GROUP	20,962	20,962
QUALCOMM INC	24,125	24,125
REDWOOD TRUST INC	24,068	24,068
REGIONS FINANCING TR III		
REYNOLDS AMERICAN INC	145,005	145,005
SALESFORCE.COM INC	33,620	33,620
COOPER INDUSTRIES PLC		
SEADRILL LTD	66,240	66,240
SELECT SECTOR SPDR- ENERGY		
SEMPRA ENERGY	14,897	14,897
STARWOOD PROPERTY TRUST	21,123	21,123
STATE STREET CORP	24,210	24,210

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	20,427	20,427
SUNTRUST CAPITAL IX		
TIME WARNER CABLE INC	23,812	23,812
UNITED TECHNOLOGIES CORP	23,373	23,373
VANGUARD NAT RES LLC	48,750	48,750
VECTOR GROUP LTD	24,045	24,045
VERIZON COMMUNICATIONS	9,087	9,087
WELLS FARGO CAPITAL	37,995	37,995
WELLS FARGO & COMPANY	25,464	25,464
ZIONS BANCORP	116,460	116,460
GENERAL MILLS INC	21,018	21,018
KINDER MORGAN INCORP	7,384	7,384
LRR ENERGY LP	25,785	25,785
QR ENERGY LP	24,870	24,870
SOUTHERN COPPER CORP	30,288	30,288
WATERS CORP	11,326	11,326
EATON CORP PLC	21,455	21,455
LEGACY RESERVES LP UTS REP LP	38,080	38,080

TY 2012 Land, Etc. Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE AND EQUIPMENT	24,435	24,325	110	2,000

TY 2012 Legal Fees Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	195	195		

TY 2012 Other Assets Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS RECEIVABLE		8,697	8,697

TY 2012 Other Expenses Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ANNUAL CORPORATE REPORT	25	13		12
BANK SERVICE CHARGES	30	15		15
INSURANCE	786	393		393
JANITORIAL	507	127		380
OFFICE SUPPLIES	2,288	572		1,716
POSTAGE & DELIVERY	619	155		464
REPAIRS & MAINTENANCE	95	23		72
TELEPHONE & UTILITIES	766	192		574

TY 2012 Other Income Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PTP RENT & ROYALTY INCOME	303	303	
PIONEER SOUTHWEST ENERGY PART	-1,035		
ENTERPRISE PRODUCTS PARTNERS	-2,815		
ENBRIDGE ENERGY PARTNERS	-5,341		
BREITBURN ENERGY PARTNERS LP	-1,925		
ENERGY TRANSFER PARTNERS LP	-3,624		
KINDER MORGAN ENERGY PARTNERS	-2,963		
LEGACEY RESERVES LP	-1,215		
LINN ENERGY LLC	-9,625		
LRR ENERGY LP	-145		
MARTIN MIDSTREAM PARTNERS LP	-236		
QR ENERGY LP	-406		
VANGUARD NATURAL RESOURCES	-2,320		

TY 2012 Other Increases Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Description	Amount
INCREASE IN UNREALIZED INVESTMENT VALUE	112,941

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

TY 2012 Other Notes/Loans Receivable Long Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
NUMEROUS INDIVIDUAL STUDENTS	NONE		3,392,049			MONTHLY AFTER GRADUATION	0 %	NONE	POST SECONDARY EDUCATION	CASH	3,392,049

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TY 2012 Other Professional Fees Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	32,233	32,233		

TY 2012 Taxes Schedule

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	2,858	286		2,572
FOREIGN TAXES ON DIVIDENDS	58	58		
EXCISE TAXES	2,760			

TY 2012 GeneralDependencySmall

Name: DODD & DOROTHY L BRYAN FOUNDATION

EIN: 83-6006533

Business Name or Person Name:

Taxpayer Identification Number:

Form, Line or Instruction Reference:

Regulations Reference:

Description: WAIVE NOL CARRYBACK

Attachment Information: YEAR ENDING: DECEMBER 31, 2012 83-6006533 DODD & DOROTHY L BRYAN FOUNDATION 2 NORTH MAIN, 401 SHERIDAN, WY 82801 NOL CARRYBACK ELECTION UNDER IRC SECTION 172(B)(3), THE TAXPAYER ELECTS TO RELINQUISH THE ENTIRE CARRYBACK PERIOD WITH RESPECT TO ANY REGULAR TAX AND AMT NET OPERATING LOSS INCURRED DURING THE CURRENT TAX YEAR.