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Form <b>990</b>	<b>Return of Organization Exempt From Income Tax</b> <b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b>	OMB No 1545-0047
Department of the Treasury Internal Revenue Service	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	<b>2012</b> <b>Open to Public Inspection</b>

<b>A For the 2012 calendar year, or tax year beginning 06-01-2012 , 2012, and ending 05-31-2013</b>			
<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization BRYAN FOUNDATION		<b>D</b> Employer identification number  23-7005720
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number
	1600 SOUTH 48TH STREET		(402) 481-3190
	City or town, state or country, and ZIP + 4 LINCOLN, NE 685061299		G Gross receipts \$ 3,272,689
	<b>F</b> Name and address of principal officer RUSSELL GRONEWOLD 1600 SOUTH 48TH STREET LINCOLN, NE 685061299		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)  <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J Website:</b> ▶ WWW.BRYANHEALTH.COM			
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation 1934	<b>M</b> State of legal domicile NE

Part I		Summary	
Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities BRYAN FOUNDATION'S MISSION IS TO ADVANCE HEALTH, EXCELLENCE IN PATIENT CARE, AND HEALTH-RELATED EDUCATION THROUGH PHILANTHROPIC SUPPORT OF BRYAN HEALTH AND ITS AFFILIATES		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>	23
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>	21
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a) . . . . .	<b>5</b>	0
<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>	21	
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>	0	
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b>	0	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .	1,890,941	938,317
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . . .	0	0
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	576,498	1,009,406
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	0	0
		2,467,439	1,947,723
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . . . .	418,349	418,086
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) . . . . .	0	0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .		
	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) . . . . .	151,146	174,994
	<b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .	569,495	593,080
		1,897,944	1,354,643
Net Assets or Fund Balances		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) . . . . .		
	<b>21</b> Total liabilities (Part X, line 26) . . . . .	12,762,233	15,025,135
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .	21,006	50,667
		12,741,227	14,974,468

<b>Part II</b>	<b>Signature Block</b>
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 officer) is based on all information of which preparer has any knowledge.	

<b>Sign Here</b>	***** Signature of officer			2013-09-13 Date	
	RUSSELL GRONEWOLD VP - FINANCE & CFO Type or print name and title				
<b>Paid Preparer Use Only</b>	Prntt/Type preparer's name John Woodhull		Preparer's signature		Date
				Check <input type="checkbox"/> if self-employed	PTIN P01305268
	Firm's name   ▶ CROWE HORWATH LLP			Firm's EIN ▶	
	Firm's address ▶ 70 West Madison Street Suite 700 Chicago, IL 606024903			Phone no (312) 899-7000	
May the IRS discuss this return with the preparer shown above? (see instructions) . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

BRYAN FOUNDATION'S MISSION IS TO ADVANCE HEALTH, EXCELLENCE IN PATIENT CARE, AND HEALTH-RELATED EDUCATION THROUGH PHILANTHROPIC SUPPORT OF BRYAN HEALTH AND AFFILIATES

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4a	(Code ) (Expenses \$ 418,086 including grants of \$ 418,086 ) (Revenue \$ 0 )
	<p>BRYAN FOUNDATION PROVIDES FINANCIAL SUPPORT AND FUND- RAISING SERVICES TO SUPPORT ITS PARENT ORGANIZATION, BRYAN HEALTH, AND ITS RELATED NON-PROFIT AFFILIATES COMMITMENT TO (1) PROVIDE MEDICAL CARE TO ALL INDIVIDUALS, WITHOUT REGARD TO THEIR ABILITY TO PAY, (2) PROVIDE ADVANCED HEALTH CARE TECHNOLOGY AND TREATMENT, (3) ASSURE ACADEMIC AND CONTINUING EDUCATION FOR NURSES, PHYSICIANS AND OTHER HEALTHCARE PROFESSIONALS, AND (4) PROVIDE SCHOLARSHIPS FOR STUDENTS WHO ATTEND BRYAN COLLEGE OF HEALTH SCIENCES THROUGH FUNDRAISING CAMPAIGNS, ANNUAL GIVING, MAJOR GIFTS, CORPORATE AND FOUNDATION GRANTS, AND PLANNED GIVING, THE FOUNDATION HAS RAISED OVER \$4.5 MILLION OVER THE LAST 3 YEARS IN SUPPORT OF BRYAN HEALTH'S FACILITIES. DURING THE 2012 TAX YEAR, BRYAN FOUNDATION CELEBRATED THE COMPLETION OF A FUNDRAISING CAMPAIGN AND CEREMONIAL GROUNDBREAKING FOR A NEW HOSPITAL-BASED RESIDENTIAL TREATMENT SUBSTANCE ABUSE FACILITY THAT WILL SERVE PATIENTS FROM SOUTHEAST NEBRASKA AND MANY OTHER STATES WHO STRUGGLE WITH ADDICTION TO DRUGS AND ALCOHOL.</p>









[illegible][illegible]

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ including grants of \$ ) (Revenue \$ )

<b>4e</b>	<b>Total program service expenses</b>	<b>418,086</b>
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Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . .	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .	35b		No
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	<b>Sponsoring organizations maintaining donor advised funds.</b>		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	<b>Section 501(c)(7) organizations.</b> Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	<b>Section 501(c)(12) organizations.</b> Enter:		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
13a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	23	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	21	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	No
15b	Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	NE
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	RUSSELL GRONEWOLD 1600 SOUTH 48TH STREET LINCOLN, NE (402) 481-3190

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
  - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
  - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
  - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
  - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DEEANN WENGER PAST CHAIRPERSON	1 00 0	X		X				0	0	0
(2) JAMES STANGE CHAIRPERSON	1 00 1 00	X		X				0	0	0
(3) KIMBERLY RUSSEL PRESIDENT & CEO	1 00 70 00	X		X				0	1,072,081	31,245
(4) RICHARD CAMPBELL VICE CHAIRPERSON	1 00 0	X		X				0	0	0
(5) ROBERT SCOTT SECRETARY/TREASURER	1 00 0	X		X				0	0	0
(6) ALBERT OWUSU-ANSAH MD TRUSTEE	1 00 49 00	X						0	518,667	9,511
(7) ART KNOX TRUSTEE	1 00 0	X						0	0	0
(8) BETH SMITH TRUSTEE	1 00 0	X						0	0	0
(9) BRIAN BOSSARD MD TRUSTEE	1 00 0	X						0	0	0
(10) CATHY HEDSTROM TRUSTEE	1 00 0	X						0	0	0
(11) CHARLES GREGORIUS MD TRUSTEE	1 00 0	X						0	0	0
(12) CORI VOKOUN TRUSTEE	1 00 0	X						0	0	0
(13) GREG DYNEK TRUSTEE	1 00 0	X						0	0	0
(14) JAINE MERLISS TRUSTEE	1 00 0	X						0	0	0
(15) JAMES STUART III TRUSTEE	1 00 0	X						0	0	0
(16) JANET LABENZ TRUSTEE	1 00 0	X						0	0	0
(17) JON HINRICHS MD TRUSTEE	1 00 1 00	X						0	824	0



Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) KATIE MILLER TRUSTEE	1 00 0	X						0	0	0
(19) RENEE SJULIN TRUSTEE	1 00 0	X						0	0	0
(20) ROBERT NEFSKY TRUSTEE	1 00 0	X						0	0	0
(21) ROBERT NORRIS TRUSTEE	1 00 0	X						0	0	0
(22) SAM BAIRD TRUSTEE	1 00 0	X						0	0	0
(23) TRENT REED TRUSTEE	1 00 0	X						0	0	0
(24) ROBERT RAVENSCROFT VP ADVANCEMENT & CDO	15 00 45 00			X				0	390,198	39,672
(25) RUSSELL GRONEWOLD VP FINANCE & CFO	1 00 59 00			X				0	521,047	37,802
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								0	2,502,817	118,230

2Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization0

3Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

3

No

4For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

4

Yes

5Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

5

No

Section B. Independent Contractors

1Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization0

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . .	1d	10,000			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	928,317			
	g	Noncash contributions included in lines 1a-1f \$		3,105			
	h	Total. Add lines 1a-1f . . . . .		938,317			
Program Service Revenue	2a		Business Code				
	b			0			
	c			0			
	d			0			
	e			0			
	f	All other program service revenue		0	0	0	0
	g	Total. Add lines 2a-2f . . . . .		0			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		349,355		
4		Income from investment of tax-exempt bond proceeds . .		0			
5		Royalties . . . . .		0			
6a		Gross rents	(i) Real	(ii) Personal			
b		Less rental expenses					
c		Rental income or (loss)	0	0			
d		Net rental income or (loss) . . . . .		0			
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b		Less cost or other basis and sales expenses	1,985,017				
c		Gain or (loss)	1,324,966				
d		Net gain or (loss) . . . . .		660,051			660,051
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a				
b		Less direct expenses . . . .	b				
c		Net income or (loss) from fundraising events . .		0			
9a		Gross income from gaming activities See Part IV, line 19 . . . . .	a				
b		Less direct expenses . . . .	b				
c		Net income or (loss) from gaming activities . .		0			
10a		Gross sales of inventory, less returns and allowances . .	a				
b		Less cost of goods sold . . .	b				
c		Net income or (loss) from sales of inventory . .		0			
Miscellaneous Revenue		Business Code					
11a			0				
b			0				
c			0				
d	All other revenue . . . . .		0	0	0	0	
e	Total. Add lines 11a-11d . . . . .		0				
12	Total revenue. See Instructions . . . . .		1,947,723	0	0	1,009,406	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	202,991	202,991		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	215,095	215,095		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	0			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9	Other employee benefits.	0			
10	Payroll taxes.	0			
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	0			
c	Accounting.	18,112		18,112	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	9,852		9,852	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	4,367	0	4,367	0
12	Advertising and promotion.	0			
13	Office expenses.	0			
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	0			
17	Travel.	0			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	0			
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	0			
23	Insurance.	0			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	BAD DEBT	52,730		52,730	
b	CORPORATE COST ALLOCATION	87,378		87,378	
c					
d					
e	All other expenses	2,555	0	2,555	0
25	Total functional expenses. Add lines 1 through 24e.	593,080	418,086	174,994	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

					(A) Beginning of year		(B) End of year
Assets	<b>1</b>	Cash—non-interest-bearing . . . . .				<b>1</b>	
	<b>2</b>	Savings and temporary cash investments . . . . .			730,605	<b>2</b>	1,816,917
	<b>3</b>	Pledges and grants receivable, net . . . . .			1,563,093	<b>3</b>	904,575
	<b>4</b>	Accounts receivable, net . . . . .			4,827	<b>4</b>	0
	<b>5</b>	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .				<b>5</b>	0
	<b>6</b>	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L . . . . .				<b>6</b>	0
	<b>7</b>	Notes and loans receivable, net . . . . .				<b>7</b>	
	<b>8</b>	Inventories for sale or use . . . . .				<b>8</b>	
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				<b>9</b>	
	<b>10a</b>	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D . . . . .	<b>10a</b>	0			
			<b>10b</b>	0	0	<b>10c</b>	0
	<b>b</b>	Less: accumulated depreciation . . . . .					
	<b>11</b>	Investments—publicly traded securities . . . . .			9,612,837	<b>11</b>	11,291,658
	<b>12</b>	Investments—other securities. See Part IV, line 11 . . . . .			0	<b>12</b>	0
	<b>13</b>	Investments—program-related. See Part IV, line 11 . . . . .			0	<b>13</b>	0
	<b>14</b>	Intangible assets . . . . .				<b>14</b>	
	<b>15</b>	Other assets. See Part IV, line 11 . . . . .			850,871	<b>15</b>	1,011,985
	<b>16</b>	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .			12,762,233	<b>16</b>	15,025,135
Liabilities	<b>17</b>	Accounts payable and accrued expenses . . . . .			10,212	<b>17</b>	3,221
	<b>18</b>	Grants payable . . . . .				<b>18</b>	
	<b>19</b>	Deferred revenue . . . . .				<b>19</b>	
	<b>20</b>	Tax-exempt bond liabilities . . . . .				<b>20</b>	
	<b>21</b>	Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .				<b>21</b>	
	<b>22</b>	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .				<b>22</b>	0
	<b>23</b>	Secured mortgages and notes payable to unrelated third parties . . . . .				<b>23</b>	
	<b>24</b>	Unsecured notes and loans payable to unrelated third parties . . . . .				<b>24</b>	
	<b>25</b>	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .			10,794	<b>25</b>	47,446
	<b>26</b>	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .			21,006	<b>26</b>	50,667
Net Assets or Fund Balances		<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>					
	<b>27</b>	Unrestricted net assets . . . . .			1,549,751	<b>27</b>	2,171,982
	<b>28</b>	Temporarily restricted net assets . . . . .			6,109,721	<b>28</b>	7,535,542
	<b>29</b>	Permanently restricted net assets . . . . .			5,081,755	<b>29</b>	5,266,944
		<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	<b>30</b>	Capital stock or trust principal, or current funds . . . . .				<b>30</b>	
	<b>31</b>	Paid-in or capital surplus, or land, building or equipment fund . . . . .				<b>31</b>	
	<b>32</b>	Retained earnings, endowment, accumulated income, or other funds . . . . .				<b>32</b>	
	<b>33</b>	<b>Total net assets or fund balances</b> . . . . .			12,741,227	<b>33</b>	14,974,468
	<b>34</b>	<b>Total liabilities and net assets/fund balances</b> . . . . .			12,762,233	<b>34</b>	15,025,135

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☒

1	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	1,947,723
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	593,080
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	1,354,643
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	12,741,227
5	Net unrealized gains (losses) on investments . . . . .	5	676,038
6	Donated services and use of facilities . . . . .	6	
7	Investment expenses . . . . .	7	
8	Prior period adjustments . . . . .	8	
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	202,560
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,974,468

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization BRYAN FOUNDATION	Employer identification number 23-7005720
--	--

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E )
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state \_\_\_\_\_
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II )
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II )
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9

☐

An organization that normally receives (1) more than 33<sup>1</sup>/<sub>3</sub>% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33<sup>1</sup>/<sub>3</sub>% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III )
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h  

a

☐

Type I 

b

☐

Type II 

c

☐

Type III - Functionally integrated 

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)
- |          | Yes | No |
|----------|-----|----|
| 11g(i)   |     |    |
| 11g(ii)  |     |    |
| 11g(iii) |     |    |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? |    | (v) Did you notify the organization in col (i) of your support? |    | (vi) Is the organization in col (i) organized in the U S ? |    | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
|                                    |          |  | Yes  | No | Yes   | No | Yes  | No |                                  |
|                                    |          |  |  |    |   |    |  |    |                                  |
|                                    |          |  |  |    |   |    |  |    |                                  |
| Total                              |          |  |  |    |   |    |  |    |                                  |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	481,743	469,656	1,676,239	1,890,941	938,317	5,456,896
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	481,743	469,656	1,676,239	1,890,941	938,317	5,456,896
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,087,543
6 Public support. Subtract line 5 from line 4						4,369,353

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4	481,743	469,656	1,676,239	1,890,941	938,317	5,456,896
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	238,044	205,052	198,621	241,176	328,172	1,211,065
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						0
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )	37	6	0	0	0	43
<b>11</b> Total support (Add lines 7 through 10)						6,668,004
<b>12</b> Gross receipts from related activities, etc (see instructions)					<b>12</b>	32,865
<b>13</b> First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . . . ▶						

Section C. Computation of Public Support Percentage		
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	65 520 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	71 280 %
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	▶✓	
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	▶☐	
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	▶☐	
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	▶☐	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	▶☐	

Part IIIPart III

Support Schedule for Organizations Described in Section 509(a)(2)  
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation
OTHER INCOME, SCHEDULE A, PART II, LINE 10, DESCRIPTION - MISC INCOME, COLUMN A - 37, COLUMN B - 6, COLUMN C - 0, COLUMN D - 0, COLUMN E - 0, COLUMN F - 43,,

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
BRYAN FOUNDATION

Employer identification number  
23-7005720

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4

Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance . . . . .	7,566,721	7,490,292	6,883,378	5,957,283	7,175,124
b Contributions . . . . .	352,102	284,000	177,097	123,951	99,236
c Net investment earnings, gains, and losses	1,253,311	-93,544	860,456	986,493	-1,036,975
d Grants or scholarships . . . . .	73,102	77,655	102,015	132,832	75,847
e Other expenditures for facilities and programs . . . . .	45,072	36,275	27,400	51,517	204,255
f Administrative expenses . . . . .	6,766	97	301,224	0	0
g End of year balance . . . . .	9,047,194	7,566,721	7,490,292	6,883,378	5,957,283

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶ 14 300 %

b

Permanent endowment ▶ 57 200 %

c

Temporarily restricted endowment ▶ 28 500 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .

3a(i)

☐ Yes

☐ No

(ii) related organizations . . . . .

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIII the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				0
b Buildings . . . . .				0
c Leasehold improvements . . . . .				0
d Equipment . . . . .				0
e Other . . . . .				0
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶				0



<b>Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>				
<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	2,826,321	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	676,038	
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	202,560	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	878,598	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	1,947,723	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	0	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	0	
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	1,947,723	
<b>Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b>				
<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	593,080	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25			
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>		
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>		
<b>c</b>	Other losses . . . . .	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	0	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	0	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	593,080	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	0	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	0	
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	593,080	

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Intended uses of endowment funds	Schedule D, Part V, Line 4	THE ORGANIZATION'S ENDOWMENT FUNDS ARE ESTABLISHED AND MAINTAINED TO PROVIDE THE CHARITABLE DISTRIBUTION OF FUNDS TO BRYAN MEDICAL CENTER FOR CAPITAL AND PROGRAMMATIC SUPPORT, AND TO PROVIDE SCHOLARSHIPS TO STUDENTS WHO ATTEND THE BRYAN COLLEGE OF HEALTH SCIENCES
FIN 48 (ASC 740) footnote	Schedule D, Part X, Line 2	"THE FOUNDATION IS A NOT-FOR-PROFIT ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE AND HAS RECEIVED A DETERMINATION LETTER THAT IT IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE CODE. THE INTERNAL REVENUE SERVICE HAS ESTABLISHED STANDARDS TO BE MET TO MAINTAIN THE FOUNDATION'S TAX EXEMPT STATUS. THE FOUNDATION ACCOUNTS FOR UNCERTAINTIES IN ACCOUNTING FOR INCOME TAX ASSETS AND LIABILITIES USING THE GUIDANCE INCLUDED IN FINANCIAL ACCOUNTING STANDARDS (FASB) ACCOUNTING STANDARDS CODIFICATION (ASC) TOPIC 740, INCOME TAXES. THE FOUNDATION RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. AT MAY 31, 2013 AND 2012 THE FOUNDATION HAD NO UNCERTAIN TAX POSITIONS ACCRUED. THE FOUNDATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS. THE FOUNDATION BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO 2009."
Other revenues in audited financial statements not in form 990	Schedule D, Part XI, Line 2d	CHANGE IN VALUE-SPLIT INTEREST - 62182, TRANSFERS FROM RELATED ENTITIES - 140378,

OMB No 1545-0047

**Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.**  
**▶ Attach to Form 990**

**Open to Public Inspection**

Employer identification number

23-7005720

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
(1) BRYAN MEDICAL CENTER 1600 SOUTH 48TH ST LINCOLN, NE 68506	47-0376552	501(C)(3)	177,071	0			EQUIP/OPERATIONAL
(2) BRYAN HEALTH 1600 SOUTH 48TH ST LINCOLN, NE 68506	36-3414823	501(C)(3)	25,817	0			EQUIP/OPERATIONAL

[illegible]

<b>2</b>	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . .	2
<b>3</b>	Enter total number of other organizations listed in the line 1 table . . . . .	0

**Part III**

**Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) EMPLOYEE CARING FUND	54	40,684	0		
(2) SCHOLARSHIPS-STUDENTS ATTENDING BRYAN COLLEGE	109	162,034	0		
(3) SCHOLARSHIPS-MISCELLANEOUS	7	12,377	0		

**Part IV**

**Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
Procedures for monitoring use of grant funds	Schedule I, Part I, Line 2	DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS THE CONTRIBUTIONS COMMITTEE OF BRYAN FOUNDATION OVERSEES THE GRANT ALLOCATION AND MANAGEMENT FOR THE BRYAN FOUNDATION EACH POTENTIAL RECIPIENT IS REQUIRED TO APPLY FOR A GRANT THE CONTRIBUTIONS COMMITTEE REVIEWS AND DISCUSSES ALL SUBMITTED REQUESTS IN DETAIL GRANTS ARE AWARDED BASED ON NEED AND ELIGIBILITY

Schedule J (Form 990)  <div>Department of the Treasury Internal Revenue Service</div>	Compensation Information  For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  ▶ <b>Complete if the organization answered "Yes" to Form 990, Part IV, question 23.</b>  ▶ <b>Attach to Form 990. ▶ See separate instructions.</b>	OMB No 1545-0047
		2012
		Open to Public Inspection

Name of the organization BRYAN FOUNDATION	Employer identification number  23-7005720
--	--

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use		
	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence		
	<input type="checkbox"/> Tax idemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees		
	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.			
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?			
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract		
	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study		
	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:			
4a	Receive a severance payment or change-of-control payment?			No
4b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes		
4c	Participate in, or receive payment from, an equity-based compensation arrangement?			No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	<b>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</b>			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
5a	The organization?			No
5b	Any related organization?			No
	If "Yes," to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
6a	The organization?			No
6b	Any related organization?			No
	If "Yes," to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.			No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.			No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?			



**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)ALBERT OWUSU-ANSAH MD TRUSTEE	(i)	0	0	0	0	0	0	0
	(ii)	411,043	85,944	21,680	8,808	703	528,178	0
(2)KIMBERLY RUSSEL PRESIDENT & CEO	(i)	0	0	0	0	0	0	0
	(ii)	660,445	152,545	259,091	13,750	17,495	1,103,326	0
(3)ROBERT RAVENSCROFT VP ADVANCEMENT & CDO	(i)	0	0	0	0	0	0	0
	(ii)	256,979	37,658	95,561	13,750	25,922	429,870	0
(4)RUSSELL GRONEWOLD VP FINANCE & CFO	(i)	0	0	0	0	0	0	0
	(ii)	336,228	61,244	123,575	13,750	24,052	558,849	0

**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
ARRANGEMENT USED TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION	SCHEDULE J, PART I, LINE 3	BRYAN FOUNDATION DID NOT PAY SALARY EXPENSE DURING THE TAX YEAR. EMPLOYEES WHO DIRECTLY SUPPORT BRYAN FOUNDATION'S MISSION ARE EMPLOYEES OF BRYAN HEALTH. BRYAN HEALTH'S BOARD OF TRUSTEES BELIEVES COMPENSATION FOR THE SENIOR MANAGEMENT TEAM MUST REFLECT THE COMPLEXITIES OF LEADING AND MANAGING A MULTI-HOSPITAL HEALTH SYSTEM THAT PROVIDES SERVICES THROUGHOUT MUCH OF THE STATE. RECOGNIZING THAT ITS LEADERS ARE RESPONSIBLE FOR THE QUALITY OF CARE, PATIENT SERVICES AND OVERALL FINANCIAL HEALTH OF THE LARGEST PRIVATE EMPLOYER IN LINCOLN/LANCASTER COUNTY, BRYAN HEALTH'S BOARD HAS ESTABLISHED A COMPENSATION PLAN THAT MATCHES THIS LEVEL OF RESPONSIBILITY. THIS PLAN, KNOWN AS THE SENIOR MANAGEMENT COMPENSATION PHILOSOPHY, IS REVIEWED AT LEAST ANNUALLY BY BRYAN HEALTH'S COMPENSATION COMMITTEE. THIS COMPENSATION PHILOSOPHY TARGETS BASE SALARY FOR SENIOR MANAGERS AT THE 50TH PERCENTILE OF THE MARKET. THE COMPENSATION COMMITTEE IS APPOINTED BY BRYAN HEALTH'S BOARD OF TRUSTEES AND IS MADE UP OF INDEPENDENT COMMUNITY LEADERS WHO ALL SERVE VOLUNTARILY, AND WHO MUST ADHERE TO A STRINGENT CONFLICT OF INTEREST POLICY. EXECUTIVE COMPENSATION IS DETERMINED AND REVIEWED PURSUANT TO GUIDELINES OUTLINED IN THE INTERMEDIATE SANCTION RULES UNDER IRC SECTION 4958 INCLUDING TAKING STEPS TO MEET THE REBUTTABLE PRESUMPTION STANDARD OF REASONABLENESS UNDER TREASURY REGULATION SECTION 53.4958-6. THE COMPENSATION COMMITTEE CONDUCTS A COMPREHENSIVE ANNUAL REVIEW OF ALL COMPENSATION PROVIDED BY THE ORGANIZATION TO THE SENIOR MANAGEMENT TEAM. THIS REVIEW IS CONDUCTED BY THE COMMITTEE BY UTILIZING NATIONAL SALARY SURVEYS, CONDUCTED BY INDEPENDENT EXTERNAL FIRMS. COMPENSATION FOR SENIOR MANAGERS IS COMPARED TO COMPENSATION OF SENIOR MANAGERS AT LIKE INSTITUTIONS ACROSS THE U.S. TO DETERMINE THAT THE VALUE OF COMPENSATION PROVIDED IS REASONABLE AND AT FAIR MARKET VALUE. THE COMPENSATION COMMITTEE ALSO WORKS DIRECTLY WITH AN EXTERNAL INDEPENDENT COMPENSATION CONSULTANT TO REVIEW THE REASONABLENESS OF TOTAL COMPENSATION PROVIDED TO THE SENIOR MANAGEMENT TEAM, AND TO ASSURE THAT THE TOTAL COMPENSATION PAID CONFORMS TO THE OVERALL COMPENSATION PHILOSOPHY. THE COMPENSATION CONSULTANT PROVIDES WRITTEN OPINIONS TO THE COMPENSATION COMMITTEE THAT ASSESSES THE REASONABLENESS OF THE TOTAL EXECUTIVE COMPENSATION PAID TO SENIOR MANAGERS. THE ANNUAL COMPENSATION REVIEW PROCEDURE WAS COMPLETED BY THE COMPENSATION COMMITTEE ON AUGUST 9, 2012. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	IN ORDER TO ATTRACT AND RETAIN TALENTED, EXPERIENCED EXECUTIVES, BRYAN HEALTH OFFERS A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN TO ELIGIBLE EMPLOYEES. THE FOLLOWING PEOPLE LISTED IN FORM 990, PART VII, SECTION A, LINE 1A PARTICIPATED IN, OR RECEIVED A PAYMENT FROM, A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DURING THE TAX YEAR: KIMBERLY RUSSEL \$207,226, BOB RAVENSCROFT \$63,912, AND RUSSELL GRONEWOLD \$95,262.
COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES	SCHEDULE J, PART II	IN KEEPING WITH BRYAN HEALTH'S BELIEFS AND STANDARDS OF BEHAVIOR REGARDING STEWARDSHIP, NO BOARD MEMBER SERVING ON BRYAN FOUNDATION'S BOARD IS COMPENSATED FOR THEIR SERVICES AS A BOARD MEMBER. DONATIONS TO BRYAN FOUNDATION ARE NOT USED TO PAY FOR SALARY EXPENSES. EMPLOYEES WHO DIRECTLY SUPPORT BRYAN FOUNDATION'S MISSION ARE EMPLOYEES OF BRYAN HEALTH. KIMBERLY RUSSEL, ROBERT RAVENSCROFT AND RUSSELL GRONEWOLD RECEIVED COMPENSATION FROM A RELATED ORGANIZATION IN THEIR CAPACITY AS EMPLOYEES OF THE RELATED ORGANIZATION. COMPENSATION AMOUNTS FROM RELATED ORGANIZATIONS REPORTED IN SCHEDULE J, PART II ARE BASED ON THE CALENDAR YEAR ENDED DECEMBER 31, 2012.

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.**  
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

**2012****Open to Public  
Inspection**Name of the organization  
BRYAN FOUNDATION**Employer identification number**

23-7005720

Identifier	Return Reference	Explanation
Family/business relationships amongst interested persons	Form 990, Part VI, Section A, Line 2	RICHARD CAMPBELL AND KATIE MILLER - BUSINESS RELATIONSHIP, RICHARD CAMPBELL AND BOB NORRIS - BUSINESS RELATIONSHIP, RICHARD CAMPBELL AND KIMBERLY RUSSEL - BUSINESS RELATIONSHIP, RICHARD CAMPBELL AND ROBERT SCOTT - BUSINESS RELATIONSHIP, RICHARD CAMPBELL AND RENEE SJULIN - BUSINESS RELATIONSHIP, CORI VOKOUN AND RICHARD CAMPBELL - BUSINESS RELATIONSHIP, CORI VOKOUN AND RUSSELL GRONEWOLD - BUSINESS RELATIONSHIP, CORI VOKOUN AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP, CORI VOKOUN AND KIMBERLY RUSSELL - BUSINESS RELATIONSHIP, ROBERT NORRIS AND RICHARD CAMPBELL - BUSINESS RELATIONSHIP, ROBERT NORRIS AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP, ROBERT NORRIS AND ROBERT SCOTT - BUSINESS RELATIONSHIP, ROBERT NORRIS AND CORI VOKOUN - BUSINESS RELATIONSHIP, BETH SMITH AND TRENT REED - BUSINESS RELATIONSHIP, IN ADDITION, TO THE BUSINESS RELATIONSHIPS LISTED ABOVE, PERSONS LISTED IN PART VII, SECTION A, MAY HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER BY VIRTUE OF THEIR EMPLOYMENT BY A BRYAN HEALTH ENTITY -

Identifier	Return Reference	Explanation
Significant changes to organizational documents	Form 990, Part VI, Section A, Line 4	THE BOARD OF TRUSTEES OF BRYAN HEALTH, THE ORGANIZATION'S SOLE CORPORATE MEMBER, ADOPTED A RESOLUTION TO THE ORGANIZATION'S ARTICLES OF INCORPORATION, EFFECTIVE JULY 11, 2012, CHANGING THE NAME OF BRYANLGH FOUNDATION TO BRYAN FOUNDATION. BRYAN FOUNDATION RECEIVED AN IRS AFFIRMATION LETTER, DATED SEPTEMBER 25, 2012, CONFIRMING THE ORGANIZATION'S NAME CHANGE. THE ORGANIZATION'S BYLAWS WERE AMENDED IN NOVEMBER 2012. THERE WERE A NUMBER OF MINOR CHANGES TO THE BYLAWS.

Identifier	Return Reference	Explanation
Classes of members or stockholders	Form 990, Part VI, Section A, Line 6	AS STATED IN THE ORGANIZATION'S ARTICLES OF INCORPORATION AND BYLAWS, THE SOLE CORPORATE MEMBER OF BRYAN FOUNDATION IS BRYAN HEALTH. BRYAN HEALTH HAS THE RIGHT UNDER THE ORGANIZING DOCUMENTS TO: 1) APPROVE SIGNIFICANT DECISIONS OF THE ORGANIZATION'S GOVERNING BODY, 2) ELECT THE MEMBERS OF THE GOVERNING BODY, AND 3) RECEIVE ANY REMAINING ASSETS AFTER DISSOLUTION OF THE ORGANIZATION.

Identifier	Return Reference	Explanation
Members or stockholders electing members of governing body	Form 990, Part VI, Section A, Line 7a	BRYAN HEALTH AS SOLE CORPORATE MEMBER OF BRYAN FOUNDATION ("FOUNDATION"), HAS THE RIGHT UNDER THE ORGANIZING DOCUMENTS TO REMOVE ANY TRUSTEE FROM OFFICE AT ANY TIME, WITH OR WITHOUT CAUSE BY A TWO-THIRDS VOTE OF THE BOARD OF BRYAN HEALTH. ELECTION OF FOUNDATION'S BOARD OF TRUSTEES SHALL AT ALL TIMES BE SUBJECT TO THE APPROVAL OF BRYAN HEALTH.

Identifier	Return Reference	Explanation
Decisions requiring approval by members or stockholders	Form 990, Part VI, Section A, Line 7b	BRYAN HEALTH IS THE SOLE CORPORATE MEMBER OF BRYAN FOUNDATION ("FOUNDATION") PURSUANT TO THE GOVERNING DOCUMENTS, THE BOARD OF TRUSTEES OF FOUNDATION MAY MANAGE THE AFFAIRS OF THE CORPORATION, HOWEVER, THE BOARD OF TRUSTEES MAY NOT, WITHOUT THE PRIOR APPROVAL OF BRYAN HEALTH (1) ADOPT ANY LONG-TERM CAPITAL OR OPERATIONAL BUDGET, (2) ADOPT ANY CHANGES IN ANY ANNUAL OR LONG-TERM CAPITAL BUDGET OR OPERATIONAL EXPENSE BUDGET EXCEEDING \$250,000 IN ANY SINGLE TRANSACTION OR \$500,000 IN ANY ONE CORPORATION FISCAL YEAR, (3) APPROVE OR IMPLEMENT AMENDMENTS TO ITS MISSION STATEMENT OR TO STRATEGIC PLANS, (4) AMEND THE BYLAWS OR ARTICLES OF INCORPORATION, (5) APPROVE THE TRANSFER, SALE OR OTHER DISPOSITION OF CAPITAL ASSETS IN ANY ONE CORPORATION FISCAL YEAR IN EXCESS OF \$500,000, (6) ORGANIZE OR ACQUIRE, OR AUTHORIZE THE ORGANIZATION OR ACQUISITION OF ANY CORPORATION, ASSOCIATION, PARTNERSHIP, TRUST, SHARED SERVICE ARRANGEMENT, JOINT VENTURE OR OTHER ENTITY, DIRECTLY OR INDIRECTLY, WHERE THE CAPITAL EXPENDITURE OR OPERATING EXPENSES BY THE CORPORATION IN CONNECTION WITH SUCH ORGANIZATION OR ACQUISITION IN ANY ONE CORPORATION FISCAL YEAR EXCEEDS \$500,000, (7) APPROVE ANY INDEBTEDNESS INVOLVING A MORTGAGE OR LIEN OF ANY KIND OR NATURE ON ASSETS OF THE CORPORATION WHERE THE BORROWING OR INDEBTEDNESS IN ANY ONE CORPORATION FISCAL YEAR EXCEEDS \$500,000, (8) ELECT OR APPOINT TRUSTEES OR THE PRESIDENT OF THE CORPORATION, OR (9) TAKE ANY OTHER ACTIONS WHICH MAY BE INCONSISTENT WITH BRYAN HEALTH'S GOALS AND OBJECTIVES

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	THIS 990 WAS PREPARED BY BRYAN HEALTH'S TAX DIVISION. DURING THE RETURN PREPARATION PROCESS, THE TAX DIVISION WORKS DILIGENTLY WITH OTHER DEPARTMENTS INCLUDING HUMAN RESOURCES, FINANCE, LEGAL, AND DEVELOPMENT TO GATHER INFORMATION TO COMPLETE FORM 990 AND ATTACHED SCHEDULES IN AN ACCURATE AND THOROUGH MANNER. THIS 990 WAS REVIEWED BY THE CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, CHIEF DEVELOPMENT OFFICER, AND OTHER KEY OFFICERS OF BRYAN HEALTH. THIS 990 WAS ALSO REVIEWED BY AN INDEPENDENT ACCOUNTING FIRM. BRYAN HEALTH'S BOARD OF TRUSTEES HAS DELEGATED THE REVIEW OF THE FORM 990 TO THE BOARD'S AUDIT COMMITTEE. EACH MEMBER OF THE AUDIT COMMITTEE RECEIVED A COMPLETE COPY OF THIS 990, PRIOR TO FILING THE FORM WITH THE INTERNAL REVENUE SERVICE.



Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	<p>BRYAN FOUNDATION HAS ADOPTED A WRITTEN CONFLICT OF INTEREST POLICY THAT IS MONITORED AND ENFORCED BY THE GOVERNANCE COMMITTEE OF BRYAN HEALTH. BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO ANNUALLY COMPLETE A CONFLICT OF INTEREST AND DISCLOSURE QUESTIONNAIRE TO IDENTIFY ANY FAMILY AND BUSINESS RELATIONSHIPS AND TRANSACTIONS, OR OTHER TRANSACTIONS THAT MAY POSE A POTENTIAL CONFLICT. THE QUESTIONNAIRE REQUIRES EACH COVERED PERSON TO SIGN A STATEMENT CERTIFYING THAT HE/SHE (1) HAS REPORTED INFORMATION THAT IS CORRECT AND COMPLETE TO THE BEST OF THEIR KNOWLEDGE, (2) HAS READ THE CONFLICT OF INTEREST POLICY AND UNDERSTANDS THE POLICY, AND (3) AGREES TO COMPLY WITH ALL REQUIREMENTS OF THE POLICY. COVERED PERSONS ARE ALSO REQUIRED TO DISCLOSE REAL OR POTENTIAL CONFLICTS AT THE TIME SUCH CONFLICTS ARISE. PERSONS WHO HAVE NOT RETURNED QUESTIONNAIRES ARE CONTACTED ADDITIONAL TIMES IN AN EFFORT TO RECEIVE COMPLETE AND ACCURATE RESPONSES FROM ALL PERSONS. FAILURE TO COMPLETE THE QUESTIONNAIRE CAN RESULT IN DISCIPLINARY ACTIONS. THE QUESTIONNAIRES ARE REVIEWED IN DETAIL BY THE GOVERNANCE COMMITTEE OF BRYAN HEALTH. CONFLICTS ARE CLOSELY MONITORED BY MEMBERS OF THE GOVERNANCE COMMITTEE. THE CONFLICT OF INTEREST POLICY HAS RESTRICTIONS FOR ANY BOARD MEMBER WITH A CONFLICT OF INTEREST, SUCH AS, PROHIBITING THEM FROM PARTICIPATING IN DELIBERATIONS AND VOTING WITH REGARD TO CERTAIN TRANSACTIONS IN WHICH THEY HAVE AN INTEREST.</p>

Identifier	Return Reference	Explanation
PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	FORM 990, PART VI, LINE 15A	<p>BRYAN FOUNDATION DID NOT PAY SALARY EXPENSE DURING THE TAX YEAR. EMPLOYEES WHO DIRECTLY SUPPORT BRYAN FOUNDATION'S MISSION ARE EMPLOYEES OF BRYAN HEALTH. BRYAN HEALTH'S BOARD OF TRUSTEES BELIEVES COMPENSATION FOR THE SENIOR MANAGEMENT TEAM MUST REFLECT THE COMPLEXITIES OF LEADING AND MANAGING A MULTI-HOSPITAL HEALTH SYSTEM THAT PROVIDES SERVICES THROUGHOUT MUCH OF THE STATE. RECOGNIZING THAT ITS LEADERS ARE RESPONSIBLE FOR THE QUALITY OF CARE, PATIENT SERVICES AND OVERALL FINANCIAL HEALTH OF THE LARGEST PRIVATE EMPLOYER IN LINCOLN/LANCASTER COUNTY, BRYAN HEALTH'S BOARD HAS ESTABLISHED A COMPENSATION PLAN THAT MATCHES THIS LEVEL OF RESPONSIBILITY. THIS PLAN, KNOWN AS THE SENIOR MANAGEMENT COMPENSATION PHILOSOPHY, IS REVIEWED AT LEAST ANNUALLY BY BRYAN HEALTH'S COMPENSATION COMMITTEE. THIS COMPENSATION PHILOSOPHY TARGETS BASE SALARY FOR SENIOR MANAGERS AT THE 50TH PERCENTILE OF THE MARKET. THE COMPENSATION COMMITTEE IS APPOINTED BY BRYAN HEALTH'S BOARD OF TRUSTEES AND IS MADE UP OF INDEPENDENT COMMUNITY LEADERS WHO ALL SERVE VOLUNTARILY, AND WHO MUST ADHERE TO A STRINGENT CONFLICT OF INTEREST POLICY. EXECUTIVE COMPENSATION IS DETERMINED AND REVIEWED PURSUANT TO GUIDELINES OUTLINED IN THE INTERMEDIATE SANCTION RULES UNDER IRC SECTION 4958 INCLUDING TAKING STEPS TO MEET THE REBUTTABLE PRESUMPTION STANDARD OF REASONABLENESS UNDER TREASURY REGULATION SECTION 53.4958-6. THE COMPENSATION COMMITTEE CONDUCTS A COMPREHENSIVE ANNUAL REVIEW OF ALL COMPENSATION PROVIDED BY THE ORGANIZATION TO THE SENIOR MANAGEMENT TEAM. THIS REVIEW IS CONDUCTED BY THE COMMITTEE BY UTILIZING NATIONAL SALARY SURVEYS, CONDUCTED BY INDEPENDENT EXTERNAL FIRMS. COMPENSATION FOR SENIOR MANAGERS IS COMPARED TO COMPENSATION OF SENIOR MANAGERS AT LIKE INSTITUTIONS ACROSS THE U.S. TO DETERMINE THAT THE VALUE OF COMPENSATION PROVIDED IS REASONABLE AND AT FAIR MARKET VALUE. THE COMPENSATION COMMITTEE ALSO WORKS DIRECTLY WITH AN EXTERNAL INDEPENDENT COMPENSATION CONSULTANT TO REVIEW THE REASONABLENESS OF TOTAL COMPENSATION PROVIDED TO THE SENIOR MANAGEMENT TEAM, AND TO ASSURE THAT THE TOTAL COMPENSATION PAID CONFORMS TO THE OVERALL COMPENSATION PHILOSOPHY. THE COMPENSATION CONSULTANT PROVIDES WRITTEN OPINIONS TO THE COMPENSATION COMMITTEE THAT ASSESSES THE REASONABLENESS OF THE TOTAL EXECUTIVE COMPENSATION PAID TO SENIOR MANAGERS. THE ANNUAL COMPENSATION REVIEW PROCEDURE WAS COMPLETED BY THE COMPENSATION COMMITTEE ON AUGUST 9, 2012. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.</p>

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	THE ORGANIZATION'S ARTICLES OF INCORPORATION AND AMENDMENTS ARE AVAILABLE TO THE PUBLIC ON THE NEBRASKA SECRETARY OF STATES WEBSITE AT WWW.SOS.NE.GOV. ALSO, THIS ORGANIZATION IS INCLUDED WITHIN THE CONSOLIDATED FINANCIAL STATEMENTS OF BRYAN HEALTH THAT ARE MADE AVAILABLE TO THE PUBLIC BY THE POSTING OF THESE DOCUMENTS THROUGH THE MUNICIPAL SECURITIES RULEMAKING BOARD WEBSITE AT EMMA.MSRB.ORG. THE ORGANIZATION'S OTHER GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE GENERALLY NOT MADE AVAILABLE TO THE PUBLIC. FEDERAL TAX LAWS DO NOT REQUIRE THAT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES AND FINANCIAL STATEMENTS BE MADE AVAILABLE FOR PUBLIC INSPECTION.

Identifier	Return Reference	Explanation
COMPENSATION OF OFFICERS, DIRECTORS, OR TRUSTEES	FORM 990, PART VII, SECTION A	IN KEEPING WITH BRYAN HEALTH'S BELIEFS AND STANDARDS OF BEHAVIOR REGARDING STEWARDSHIP, NO BOARD MEMBER SERVING ON BRYAN FOUNDATION'S BOARD IS COMPENSATED FOR THEIR SERVICES AS A BOARD MEMBER. DONATIONS TO BRYAN FOUNDATION ARE NOT USED TO PAY FOR SALARY EXPENSES. EMPLOYEES WHO DIRECTLY SUPPORT BRYAN FOUNDATION'S MISSION ARE EMPLOYEES OF BRYAN HEALTH. KIMBERLY RUSSEL, ROBERT RAVENSCROFT AND RUSSELL GRONEWOLD RECEIVED COMPENSATION FROM A RELATED ORGANIZATION IN THEIR CAPACITY AS EMPLOYEES OF THE RELATED ORGANIZATION. COMPENSATION AMOUNTS FROM RELATED ORGANIZATIONS REPORTED IN FORM 990, PART VII, SECTION A, COLUMNS (E) AND (F) ARE BASED ON THE CALENDAR YEAR ENDED DECEMBER 31, 2012.

Identifier	Return Reference	Explanation
Other changes in net assets or fund balances	Form 990 , Part XI, Line 9	CHANGE IN VALUE-SPLIT INTEREST AGREEMENTS - 62182, TRANSFERS FROM RELATED ENTITIES - 140378,

Identifier	Return Reference	Explanation
OVERSIGHT OF CONSOLIDATED AUDIT	FORM 990, PART XII, LINE 2C	BRYAN FOUNDATION'S FINANCIAL STATEMENTS WERE AUDITED BOTH ON A SEPARATE BASIS AND AS PART OF A CONSOLIDATED FINANCIAL STATEMENT FOR BRYAN HEALTH. THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES OF BRYAN HEALTH IS RESPONSIBLE FOR OVERSEEING THE AUDIT OF THE FINANCIAL STATEMENTS, AND THE SELECTION OF THE INDEPENDENT ACCOUNTING FIRM THAT PERFORMS THE AUDIT FOR BRYAN HEALTH AND THE RELATED ENTITIES.

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
BRYAN FOUNDATION

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Employer identification number  
23-7005720

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) BRYAN HEALTH 1600 SOUTH 48TH STREET LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	11 - Type III - FI	NA		No
(2) CRETE AREA MEDICAL CENTER 2910 BETTEN DRIVE CRETE, NE 68333	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH		No
(3) BRYAN MEDICAL CENTER 1600 SOUTH 48TH STREET LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH		No
(4) BRYAN PHYSICIAN NETWORK 1600 SOUTH 48TH STREET LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	9	BRYAN HEALTH		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) BRYAN ENTERPRISES INC  1600 SOUTH 48TH STREET LINCOLN, NE 68506 47-0701037	MEDICAL SERVICES	NE	BRYAN HEALTH	C CORPORATION	0	0	0 %		
(2) INTEGRATED CARDIOLOGY GROUP LLC  1600 SOUTH 48TH STREET LINCOLN, NE 68506 47-0844961	CARDIOLOGY	NE	BRYAN HEALTH	C CORPORATION	0	0	0 %		
(3) CHARITABLE REMAINDER TRUST (2)	CHARITABLE GIVING	NE	NA	TRUST					



Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

Yes

1c

Yes

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

Yes

1m

Yes

1n

No

1o

Yes

1p

No

1q

No

1r

Yes

1s

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) 2012

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

**Software ID:** 12000266  
**Software Version:** v2012.1.0  
**EIN:** 23-7005720  
**Name:** BRYAN FOUNDATION

**Part VII** Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
SHARING OF PAID EMPLOYEES	PART V, LINE 1N	BRYAN FOUNDATION DOES NOT DIRECTLY EMPLOY ITS STAFF BRYAN FOUNDATION'S STAFF AND MANAGEMENT ARE EMPLOYED BY BRYAN HEALTH EMPLOYEE TIME RECORDS ARE NOT MAINTAINED BY BRYAN FOUNDATION

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