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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2013**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning JUNE 01, 2013, and ending DECEMBER 31, 2013	
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	C Name of organization BRYAN FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1600 SOUTH 48TH STREET City or town, state or province, country, and ZIP or foreign postal code LINCOLN, NE 68506-1299
	D Employer identification number 23-7005720
	E Telephone number (402)481-3190
	G Gross receipts \$ 2,551,619
	F Name and address of principal officer RUSSELL GRONEWOLD 1600 SOUTH 48TH STREET, LINCOLN, NE 68506-1299
H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions)	
I 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	
J Website: WWW.BRYANHEALTH.COM	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
L Year of formation 1934	
M State of legal domicile NE	

Part I Summary

Activities & Governance	1 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
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 23
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 21
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 0
	6 Total number of volunteers (estimate if necessary) 6 21
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0
b Net unrelated business taxable income from Form 990-T, line 34 7b 0	
Revenue	8 Contributions and grants (Part VIII, line 1h) 938,317 1,056,113
	9 Program service revenue (Part VIII, line 2g) 0 0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 1,009,406 297,839
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0 0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 1,947,723 1,353,952
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) 418,086 2,126,045
	14 Benefits paid to or for members (Part IX, column (A), line 4) 0 0
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) 0 0
	16a Professional fundraising fees (Part IX, column (A), line 11e) 0 0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) 174,994 89,879
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) 593,080 2,215,924
	19 Revenue less expenses. Subtract line 18 from line 12 1,354,643 -861,972
	20 Total assets (Part X, line 16) 15,025,135 14,861,302
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26) 50,667 63,294
	22 Net assets or fund balances. Subtract line 21 from line 20 14,974,468 14,798,008

Part II Signature Block

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.

Sign Here	Signature of officer <i>Russell Gronevold</i>	Date 11/13/14
	RUSSELL GRONEWOLD, VP FINANCE & CFO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name JOHN WOODHULL	Preparer's signature <i>John Woodhull, Esq.</i>	2014.11.06 15:50:51 -06'00'	Check <input type="checkbox"/> if self-employed	PTIN P01305268
	Firm's name ▶ CROWE HORWATH LLP	Firm's EIN ▶ 35-0921680			
	Firm's address ▶ 70 WEST MADISON STREET, SUITE 700, CHICAGO, IL 60602-4903	Phone no (312)899-7000			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2013)

Check if Schedule O contains a response or note to any line in this Part III



- | | |
|-----------|---|
| 4d | Other program services (Describe in Schedule O.)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0) |
| 4e | Total program service expenses ▶ 2,126,045 |

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 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 ✓	
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	✓
4 Section 501(c)(3) organizations. 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	✓
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	✓
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	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	✓
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	✓
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 ✓	
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	✓
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	✓
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	✓
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 ✓	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e ✓	
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 ✓	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a ✓	
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 ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	✓
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
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	✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV.	16	✓
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	✓
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	✓
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	✓
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	✓
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)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
22 Did the organization report more than \$5,000 of grants or 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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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 25a</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	<input type="checkbox"/>
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<input type="checkbox"/>	<input type="checkbox"/>
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
25a Section 501(c)(3) and 501(c)(4) organizations. 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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
25b 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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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):		
28a a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28b b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28c 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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
35b 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>	<input type="checkbox"/>	<input type="checkbox"/>
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 26		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c ✓		
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	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		✓
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b		
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)?	4a		✓
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?	5a		✓
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		✓
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
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?	6a		✓
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a 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?	7a		✓
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		✓
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		✓
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		✓
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b 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	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		✓
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line 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 . . .	1a 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.			
b Enter the number of voting members included in line 1a, above, who are independent . . .	1b 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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . .	4	<input checked="" type="checkbox"/>	
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . .	5		<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders? . . .	6	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . .	7b	<input checked="" type="checkbox"/>	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body? . . .	8a	<input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body? . . .	8b	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>

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	<input checked="" type="checkbox"/>
b 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	<input checked="" type="checkbox"/>
b 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	<input checked="" type="checkbox"/>
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . .	12b	<input checked="" type="checkbox"/>
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . .	12c	<input checked="" type="checkbox"/>
13 Did the organization have a written whistleblower policy? . . .	13	<input checked="" type="checkbox"/>
14 Did the organization have a written document retention and destruction policy? . . .	14	<input checked="" type="checkbox"/>
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?		
a The organization's CEO, Executive Director, or top management official . . .	15a	<input checked="" type="checkbox"/>
b Other officers or key employees of the organization . . .	15b	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
b 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 Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ 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 68506-1299, (402)481-3190

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line 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, and 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) RICHARD CAMPBELL VICE CHAIRPERSON	1 0	✓		✓				0	0	0
(2) KIMBERLY RUSSEL PRESIDENT & CEO	1 70	✓		✓				0	533,468	13,164
(3) JAMES STANGE CHAIRPERSON	1 1	✓		✓				0	0	0
(4) CORI VOKOUN SECRETARY/TREASURER	1 0	✓		✓				0	0	0
(5) DEEANN WENGER PAST CHAIRPERSON	1 0	✓		✓				0	0	0
(6) SAM BAIRD TRUSTEE	1 0	✓						0	0	0
(7) BRIAN BOSSARD, M D TRUSTEE	1 0	✓						0	0	0
(8) WILLIAM CINTANI TRUSTEE	1 0	✓						0	0	0
(9) GREG DYNEK TRUSTEE	1 0	✓						0	0	0
(10) CHARLES GREGORIUS, M D TRUSTEE	1 0	✓						0	0	0
(11) CATHY HEDSTROM TRUSTEE	1 0	✓						0	0	0
(12) ART KNOX TRUSTEE	1 0	✓						0	0	0
(13) JANET LABENZ TRUSTEE	1 0	✓						0	0	0
(14) JAINE MERLISS TRUSTEE	1 0	✓						0	0	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			
(15) KATIE MILLER TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(16) ROBERT NEFSKY TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(17) ROBERT NORRIS TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(18) ALBERT OWUSU-ANSAH, M D TRUSTEE	1 49	<input checked="" type="checkbox"/>						0	410,409	1,503
(19) TRENT REED TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(20) AINA SILENIEKS, M D TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(21) BETH SMITH TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(22) JAMES STUART, III TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(23) JAMES TERRANO TRUSTEE	1 0	<input checked="" type="checkbox"/>						0	0	0
(24) RUSSELL GRONEWOLD VP FINANCE & CFO	1 59			<input checked="" type="checkbox"/>				0	279,634	22,142
(25) ROBERT RAVENSCROFT VP ADVANCEMENT & CDO	15 45			<input checked="" type="checkbox"/>				0	198,873	22,350
1b Sub-total								0	1,422,384	59,159
c Total from continuation sheets to Part VII, Section A								0	0	0
d Total (add lines 1b and 1c)								0	1,422,384	59,159

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		<input checked="" type="checkbox"/>
4 For 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? <i>If "Yes," complete Schedule J for such individual</i>	<input checked="" type="checkbox"/>	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		<input checked="" type="checkbox"/>

Section B. Independent Contractors

1 Complete 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
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization	0	

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,056,113			
	g	Noncash contributions included in lines 1a-1f \$		1,661			
	h	Total. Add lines 1a-1f ▶		1,056,113			
Program Service Revenue				Business Code			
	2a				0		
	b				0		
	c				0		
	d				0		
	e				0		
	f	All other program service revenue .			0		
	g	Total. Add lines 2a-2f ▶			0		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			156,298		156,298
	4	Income from investment of tax-exempt bond proceeds ▶			0		
	5	Royalties ▶			0		
		(i) Real	(ii) Personal				
	6a	Gross rents					
	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			
			1,339,208				
	b	Less: cost or other basis and sales expenses		1,197,667			
	c	Gain or (loss)	141,541	0			
	d	Net gain or (loss) ▶			141,541		141,541
	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			
e	Total. Add lines 11a-11d ▶			0			
12	Total revenue. See instructions. ▶			1,353,952	0	0	297,839

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 or note to any line 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	1,898,398	1,898,398		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	227,647	227,647		
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	16,450		16,450	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	7,313		7,313	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	2,379	0	2,379	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	7,421		7,421	
b CORPORATE COST ALLOCATION	54,764		54,764	
c	0			
d	0			
e All other expenses	1,552	0	1,552	0
25 Total functional expenses. Add lines 1 through 24e	2,215,924	2,126,045	89,879	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 SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing		1	
	2 Savings and temporary cash investments	1,816,917	2	717,006
	3 Pledges and grants receivable, net	904,575	3	927,106
	4 Accounts receivable, net	0	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 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	0	6	0
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	10c 0	0
	11 Investments—publicly traded securities	11,291,658	11	12,231,039
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,011,985	15	986,151
16 Total assets. Add lines 1 through 15 (must equal line 34)	15,025,135	16	14,861,302	
Liabilities	17 Accounts payable and accrued expenses	3,221	17	14,937
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 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	47,446	25	48,357
	26 Total liabilities. Add lines 17 through 25	50,667	26	63,294
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,171,982	27	2,522,224
	28 Temporarily restricted net assets	7,535,542	28	6,923,241
	29 Permanently restricted net assets	5,266,944	29	5,352,543
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	14,974,468	33	14,798,008
34 Total liabilities and net assets/fund balances	15,025,135	34	14,861,302	

Form **990** (2013)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,353,952
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,215,924
3	Revenue less expenses. Subtract line 2 from line 1	3	-861,972
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,974,468
5	Net unrealized gains (losses) on investments	5	644,416
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	41,096
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,798,008

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☒

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** 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:
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- c** 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.
- 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? . . .
- b** 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.

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a		✓
3b		

Form **990** (2013)

SCHEDULE A
(Form 990 or 990-EZ)

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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

**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)(vii)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% 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 1/3% 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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									0

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

Cat. No 11285F

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	469,656	1,676,239	1,890,941	938,317	1,056,113	6,031,266
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.	469,656	1,676,239	1,890,941	938,317	1,056,113	6,031,266
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).						1,249,375
6 Public support. Subtract line 5 from line 4.						4,781,891

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	469,656	1,676,239	1,890,941	938,317	1,056,113	6,031,266
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	205,052	198,621	241,176	328,172	150,801	1,123,822
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	6	0	0	0		6
11 Total support. Add lines 7 through 10						7,155,094
12 Gross receipts from related activities, etc. (see instructions)					12	23,367
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	66 83 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	65 52 %
16a 33 1/3% support test—2013. 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 ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test—2012. 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 ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. 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 ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. 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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		

Part 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2013. 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 <input type="checkbox"/>		
b 33 1/3% support tests—2012. 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 <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

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).

Return Reference	Identifier	Explanation						
SCHEDULE A, PART II, LINE 10	OTHER INCOME	Description	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
		MISC INCOME	6	0	0	0		6
		Total	6	0	0	0	0	6

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

**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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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 ▶ \$

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

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

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
c Beginning balance	1c _____
d Additions during the year	1d _____
e Distributions during the year	1e _____
f Ending balance	1f _____

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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	9,047,194	7,566,721	7,490,292	6,883,378	5,957,283
b Contributions	90,416	352,102	284,000	177,097	123,951
c Net investment earnings, gains, and losses	723,945	1,253,311	-93,544	860,456	986,493
d Grants or scholarships	91,436	73,102	77,655	102,015	132,832
e Other expenditures for facilities and programs	42,796	45,072	36,275	27,400	51,517
f Administrative expenses	6,167	6,766	97	301,224	0
g End of year balance	9,721,156	9,047,194	7,566,721	7,490,292	6,883,378

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

a Board designated or quasi-endowment ▶ 13.9 %

b Permanent endowment ▶ 54.2 %

c Temporarily restricted endowment ▶ 31.9 %

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 ☐ Yes ☒ No

(ii) related organizations ☐ Yes ☒ No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) GIFT ANNUITY	112,757
(2) CASH SURRENDER VALUE - LIFE INSURANCE	44,589
(3) CHARITABLE REMAINDER TRUST	828,805
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	986,151

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LIABILITY FOR ANNUITIES	48,357
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	48,357

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	2,039,464
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	644,416
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	41,096
e	Add lines 2a through 2d	2e	685,512
3	Subtract line 2e from line 1	3	1,353,952
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	0
c	Add lines 4a and 4b	4c	0
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	1,353,952

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	2,215,924
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	2,215,924
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	0
c	Add lines 4a and 4b	4c	0
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	2,215,924

Part XIII Supplemental Information.

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.

SEE NEXT PAGE

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.

Return Reference	Identifier	Explanation						
SCHEDULE D, PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS	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						
SCHEDULE D, PART X, LINE 2	FIN 48 (ASC 740) FOOTNOTE	"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 BOARD (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 DECEMBER 31, 2013 AND MAY 31, 2013, THE FOUNDATION HAD NO UNCERTAIN TAX POSITIONS ACCRUED. THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY U.S. FEDERAL, STATE OR LOCAL AUTHORITIES FOR THE YEARS ENDED PRIOR TO MAY 31, 2010."						
SCHEDULE D, PART XI, LINE 2D	OTHER REVENUES IN AUDITED FINANCIAL STATEMENTS NOT IN FORM 990	<table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>TRANSFERS FROM RELATED ENTITIES</td><td>54,764</td></tr><tr><td>CHANGE IN VALUE-SPLIT INTEREST AGREEMENTS</td><td>- 13,668</td></tr></table>	(a) Description	(b) Amount	TRANSFERS FROM RELATED ENTITIES	54,764	CHANGE IN VALUE-SPLIT INTEREST AGREEMENTS	- 13,668
(a) Description	(b) Amount							
TRANSFERS FROM RELATED ENTITIES	54,764							
CHANGE IN VALUE-SPLIT INTEREST AGREEMENTS	- 13,668							

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service
Name of the organization

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

► Attach to Form 990.

BRYAN FOUNDATION

Employer identification number

23-7005720

Part I General Information on Grants and Assistance

- 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.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BRYAN MEDICAL CENTER 1600 SOUTH 48TH ST., LINCOLN, NE 68506	47-0376552	501(C)(3)	1,898,372	0			EQUIP/OPERATIONAL
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

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

Cat. No 50055P

Schedule I (Form 990) (2013)

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	44	36,302	0		
2 SCHOLARSHIPS-STUDENTS ATTENDING BRYAN COLLEGE	111	179,965	0		
3 SCHOLARSHIPS-MISCELLANEOUS	3	11,380	0		
4					
5					
6					
7					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SEE NEXT PAGE

Part IV**Supplemental Information** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Return Reference	Identifier	Explanation
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	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)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

BRYAN FOUNDATION

Employer identification number

23-7005720

Part I Questions Regarding Compensation

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 indemnification 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) |

b If any of the boxes on 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 directors, trustees, and officers, including 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:

- | | | |
|--|-----------|---|
| a Receive a severance payment or change-of-control payment? | 4a | ✓ |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | ✓ |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | ✓ |

If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.

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:

- | | | |
|--|-----------|---|
| a The organization? | 5a | ✓ |
| b Any related organization? | 5b | ✓ |

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:

- | | | |
|--|-----------|---|
| a The organization? | 6a | ✓ |
| b Any related organization? | 6b | ✓ |

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

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

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 KIMBERLY RUSSEL, PRESIDENT & CEO	(i) 0	0	0	0	0	0	0	0
2 ALBERT OWUSU-ANSAH, M.D., TRUSTEE	(ii) 410,377	103,438	19,653	0	0	13,164	546,632	0
3 RUSSELL GRONEWOLD, VP FINANCE & CFO	(i) 0	0	0	0	0	0	0	0
4 ROBERT RAVENSCROFT, VP ADVANCEMENT & CDO	(ii) 239,854	169,833	722	793	0	711	411,912	0
5	(i) 0	0	0	0	0	0	0	0
6	(ii) 216,011	49,173	14,450	6,504	0	15,638	301,776	0
7	(i) 0	0	0	0	0	0	0	0
8	(ii) 154,746	28,869	15,258	6,834	0	15,516	221,223	0
9	(i)							
10	(ii)							
11	(i)							
12	(ii)							
13	(i)							
14	(ii)							
15	(i)							
16	(ii)							

Schedule J (Form 990) 2013

Part III

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

Return Reference	Identifier	Explanation
SCHEDULE J, PART I, LINE 3	ARRANGEMENT USED TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION	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 15, 2013. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.
SCHEDULE J, PART I, LINE 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	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, A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DURING THE SEVEN MONTHS ENDED DECEMBER 31, 2013: KIMBERLY RUSSEL, ROBERT RAVENSCROFT, AND RUSSELL GRONEWOLD. NO PAYMENTS WERE MADE FROM THE PLAN TO THE LISTED PERSONS DURING THE SEVEN MONTHS ENDED DECEMBER 31, 2013.
SCHEDULE J, PART II	COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES	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. COMPENSATION AMOUNTS FROM RELATED ORGANIZATIONS REPORTED IN SCHEDULE J, PART II ARE BASED ON THE SEVEN MONTHS ENDED DECEMBER 31, 2013.

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the Organization
BRYAN FOUNDATION

Employer Identification Number
23-7005720

Return Reference	Identifier	Explanation
FORM 990, PART VI, SEC A, LINE 2	FAMILY/BUSINESS RELATIONSHIPS AMONGST INTERESTED PERSONS	<p>RICHARD CAMPBELL AND WILLIAM CINTANI - BUSINESS RELATIONSHIP</p> <p>RICHARD CAMPBELL AND KATIE MILLER - BUSINESS RELATIONSHIP</p> <p>RICHARD CAMPBELL AND ROBERT NORRIS - BUSINESS RELATIONSHIP</p> <p>RICHARD CAMPBELL AND KIMBERLY RUSSEL - BUSINESS RELATIONSHIP</p> <p>RICHARD CAMPBELL AND JAMES TERRANO - BUSINESS RELATIONSHIP</p> <p>CORI VOKOUN AND RICHARD CAMPBELL - BUSINESS RELATIONSHIP</p> <p>CORI VOKOUN AND RUSSELL GRONEWOLD - BUSINESS RELATIONSHIP</p> <p>CORI VOKOUN AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP</p> <p>CORI VOKOUN AND KIMBERLY RUSSELL - BUSINESS RELATIONSHIP</p> <p>WILLIAM CINTANI AND JANET LABENZ - BUSINESS RELATIONSHIP</p> <p>ROBERT NORRIS AND ROBERT RAVENSCROFT - BUSINESS RELATIONSHIP</p> <p>ROBERT NORRIS AND CORI VOKOUN - BUSINESS RELATIONSHIP</p> <p>BETH SMITH AND TRENT REED - BUSINESS RELATIONSHIP</p> <p>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 -</p>
FORM 990, PART VI, SEC A, LINE 4	SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS	<p>THE BOARD OF TRUSTEES OF BRYAN HEALTH ADOPTED A RESOLUTION TO THE ORGANIZATION'S BYLAWS, EFFECTIVE SEPTEMBER 9, 2013, CHANGING THE FISCAL YEAR OF THE ORGANIZATION FROM MAY 31 TO DECEMBER 31. THIS CHANGE TO CALENDAR YEAR REPORTING BEGAN JANUARY 1, 2014. AS A RESULT OF THE CHANGE, THE ORGANIZATION HAD A 7 MONTH REPORTING PERIOD FROM JUNE 1, 2013 TO DECEMBER 31, 2013. BECAUSE OF THE 7 MONTH REPORTING PERIOD, THE TERM OF OFFICE FOR THOSE TRUSTEES AND OFFICERS WHOSE TERMS BEGAN PRIOR TO JANUARY 1, 2014 AND WHOSE TERMS OF OFFICE, AT ORIGIN, WERE TO EXPIRE AS OF THE END OF THE DAY ON MAY 31, 2013, CONTINUED THEIR TERM ON THE BOARD UNTIL JANUARY 1, 2014.</p>
FORM 990, PART VI, SEC A, LINE 6	CLASSES OF MEMBERS OR STOCKHOLDERS	<p>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.</p>
FORM 990, PART VI, SEC A, LINE 7A	MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY	<p>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.</p>
FORM 990, PART VI, SEC A, LINE 7B	DECISIONS REQUIRING APPROVAL BY MEMBERS OR STOCKHOLDERS	<p>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.</p>
FORM 990, PART	REVIEW OF FORM 990	<p>THIS 990 WAS PREPARED BY BRYAN HEALTH'S TAX DIVISION DURING THE RETURN.</p>

Return Reference	Identifier	Explanation
VI, SEC B, LINE 11B	BY GOVERNING BODY	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.
FORM 990, PART VI, SEC B, LINE 12C	CONFLICT OF INTEREST POLICY	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.
FORM 990, PART VI, LINE 15A	PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	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 15, 2013. ALL DECISIONS OF THE COMPENSATION COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMPENSATION COMMITTEE MINUTES WHICH ARE TIMELY REVIEWED AND APPROVED BY THE COMMITTEE.
FORM 990, PART VI, SEC C, LINE 19	REQUIRED DOCUMENTS AVAILABLE TO THE PUBLIC	THE ORGANIZATION'S ARTICLES OF INCORPORATION AND AMENDMENTS ARE AVAILABLE TO THE PUBLIC ON THE NEBRASKA SECRETARY OF STATE'S 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.
FORM 990, PART VII, SECTION A	COMPENSATION OF OFFICERS, DIRECTORS, OR TRUSTEES	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. COMPENSATION AMOUNTS REPORTED IN FORM 990, PART VII, SECTION A, ARE FOR SERVICES PERFORMED AS EMPLOYEES OF BRYAN HEALTH AND BRYAN PHYSICIAN NETWORK AND NOT FOR SERVICES

Return Reference	Identifier	Explanation	
		PERFORMED AS MEMBERS OF BRYAN FOUNDATION'S BOARD COMPENSATION AMOUNTS FROM RELATED ORGANIZATIONS REPORTED IN FORM 990, PART VII, SECTION A, ARE BASED ON THE SEVEN MONTHS ENDED DECEMBER 31, 2013	
FORM 990 , PART XI, LINE 9	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	(a) Description	(b) Amount
		CHANGE IN VALUE-SPLIT INTEREST AGREEMENTS	- 13,668
		TRANSFERS FROM RELATED ENTITIES	54,764
FORM 990, PART XII, LINE 2C	OVERSIGHT OF CONSOLIDATED AUDIT	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" on Form 990, Part IV, line 33, 34, 35b, 38, or 37.
▶ Attach to Form 990. ▶ See separate Instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

23-7005720

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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 (36-3414823) 1600 SOUTH 48TH STREET, LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	11 - TYPE III - FI	N/A		✓
(2) CRETE AREA MEDICAL CENTER (47-0841285) 2910 BETTEN DRIVE, CRETE, NE 68333	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH		✓
(3) BRYAN MEDICAL CENTER (47-0376552) 1600 SOUTH 48TH STREET, LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	3	BRYAN HEALTH		✓
(4) BRYAN PHYSICIAN NETWORK (20-1357375) 1600 SOUTH 48TH STREET, LINCOLN, NE 68506	HEALTHCARE	NE	501(C)(3)	9	BRYAN HEALTH		✓
(5)							
(6)							
(7)							

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

Cat. No. 50135Y

Schedule R (Form 990) 2013

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on 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) Disproportionate 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	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on 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 (47-0701037) 1600 SOUTH 48TH STREET, LINCOLN, NE 68506	MEDICAL SERVICES	NE	BRYAN HEALTH	C CORPORATION	0	0	0		✓
(2) BRYAN HEALTH CONNECT (36-4771145) 1600 SOUTH 48TH STREET, LINCOLN, NE 68506	PHYSICIAN HOSPITAL ORGANIZATION	NE	BRYAN HEALTH	C CORPORATION	0	0	0		✓
(3) INTEGRATED CARDIOLOGY GROUP LLC (47-0844961) 1600 SOUTH 48TH STREET, LINCOLN, NE 68506	CARDIOLOGY	NE	BRYAN HEALTH	C CORPORATION	0	0	0		✓
(4) CHARITABLE REMAINDER TRUST (2)	CHARITABLE GIVING	NE	N/A	TRUST					
(5)									
(6)									
(7)									

Schedule R (Form 990) 2013

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on 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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c Gift, grant, or capital contribution from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Loans or loan guarantees by related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f Dividends from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g Sale of assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h Purchase of assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i Exchange of assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
k Lease of facilities, equipment, or other assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations for related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
m Performance of services or membership or fundraising solicitations by related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
o Sharing of paid employees with related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
p Reimbursement paid to related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
q Reimbursement paid by related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
r Other transfer of cash or property to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
s Other transfer of cash or property from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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.

(1) Name, address, and EIN of entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(5) Are all partners section 501(c)(3) organizations?		(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(10) General or managing partner?		(11) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Schedule R (Form 990) 2013

Part VII**Supplemental Information** Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Return Reference	Identifier	Explanation
PART V, LINE 1N	SHARING OF PAID EMPLOYEES	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.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

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

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. BRYAN FOUNDATION	Employer identification number (EIN) or 23-7005720
	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 SOUTH 48TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LINCOLN, NE 68506-1299	

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

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

- The books are in the care of ► RUSSELL GRONEWOLD

Telephone No. ► (402)481-3190

Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 or

► ☒ tax year beginning June 01, 20 13, and ending December 31, 20 13.

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

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

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No. 27916D

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. BRYAN FOUNDATION	Employer identification number (EIN) or 23-7005720
Number, street, and room or suite no. If a P.O. box, see instructions. 1600 SOUTH 48TH STREET	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. LINCOLN, NE 68506-1299	

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

0 1

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► RUSSELL GRONEWOLD

Telephone No. ► (402)481-3190

Fax No. ►

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

- 4 I request an additional 3-month extension of time until November 15, 20 14.
- 5 For calendar year 2013, or other tax year beginning June 01, 20 13, and ending December 31, 20 13.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☒ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Signature

2014.07.08 12:43:30 -05'00'

Title ►

CPA

Date ►

7-8-2014

Form 8868 (Rev 1-2014)