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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
JOHN R & CARTER A BRYAN
CHARITABLE TRUST

A Employer identification number
30-0214725

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6345 RIDGEWAY ROAD

B Telephone number (see instructions)
(804) 400-6600

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 232263201

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,387,342

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	8	8		
	4	Dividends and interest from securities.	42,637	42,637		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	123,797			
	b	Gross sales price for all assets on line 6a 454,790				
	7	Capital gain net income (from Part IV, line 2) . . .		123,797		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	166,442	166,442		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,720			1,720
	c	Other professional fees (attach schedule)	18,516	18,516		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,251	989		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	96			96
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,583	19,505		1,816
	25	Contributions, gifts, grants paid	120,000			120,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	141,583	19,505		121,816
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	24,859			
	b	**Net investment income** (if negative, enter -0-)		146,937		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,261	17,183	17,183
	2	Savings and temporary cash investments	50,213	86,505	86,505
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,652,192	1,633,425	2,283,654
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,711,666	1,737,113	2,387,342
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,711,666	1,737,113	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,711,666	1,737,113	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,711,666	1,737,113	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,711,666
2	Enter amount from Part I, line 27a	2	24,859
3	Other increases not included in line 2 (itemize) ▶	3	588
4	Add lines 1, 2, and 3	4	1,737,113
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,737,113

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE ATTACHED DETAIL-NATIONAL FINL 1	P	2013-09-06	2013-09-06
b	SEE ATTACHED DETAIL-NATIONAL FINL 1	P	2012-01-01	2013-12-31
c	SEE ATTACHED DETAIL-NATIONAL FINL 2	P	2013-01-01	2013-12-31
d	SEE ATTACHED DETAIL-NATIONAL FINL 2	P	2012-01-01	2013-12-31
e	SEE ATTACHED DETAIL-NATIONAL FINL 2	P	2012-01-01	2013-12-31

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12			12
b	59,922		47,501	12,421
c	40,236		43,930	-3,694
d	37,048		26,680	10,368
e	311,173		212,882	98,291

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				12
b				12,421
c				-3,694
d				10,368
e				98,291

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	123,797
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-3,682

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	106,870	1,918,111	0 055716
2011	86,638	1,586,617	0 054605
2010	51,373	834,430	0 061567
2009	13,334	280,570	0 047525
2008	14,490	279,640	0 051817

2	**Total** of line 1, column (d).	2	0 271230
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 054246
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,222,121
5	Multiply line 4 by line 3.	5	120,541
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,469
7	Add lines 5 and 6.	7	122,010
8	Enter qualifying distributions from Part XII, line 4.	8	121,816

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,939
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,939
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,939
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	6
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,945
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

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

Website address ▶NONE

14 The books are in care of ▶JOHN R BRYAN Telephone no ▶(804) 400-6600

Located at ▶6345 RIDGEWAY ROAD RICHMOND VA ZIP+4 ▶23226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOHN R BRYAN 6345 RIDGEWAY ROAD 6345 RIDGEWAY ROAD RICHMOND, VA 23226	TTEE 5 00	0	0	0
CARTER A BRYAN 6345 RIDGEWAY ROAD 6345 RIDGEWAY ROAD RICHMOND, VA 23226	TTEE 5 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	2,174,379
b	Average of monthly cash balances	1b	81,581
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,255,960
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,255,960
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,839
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,222,121
6	**Minimum investment return.** Enter 5% of line 5	6	111,106

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	111,106
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,939		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,939
3	Distributable amount before adjustments Subtract line 2c from line 1			3	108,167
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	108,167
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	108,167

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	121,816
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	121,816
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	121,816

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				108,167
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010. 306				
d From 2011. 7,471				
e From 2012. 11,488				
f **Total** of lines 3a through e.	19,265			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 121,816				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				108,167
e Remaining amount distributed out of corpus	13,649			
5 Excess distributions carryover applied to 2013				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,914			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	32,914			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 306				
c Excess from 2011. . . . 7,471				
d Excess from 2012. . . . 11,488				
e Excess from 2013. . . . 13,649				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

JOHN R BRYAN

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

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

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

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

JOHN R BRYAN
6345 RIDGEWAY ROAD
RICHMOND,VA 23226
(804) 400-6600

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

LETTER

c Any submission deadlines

NONE

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

CHARITABLE TAX EXEMPT ORGANIZATIONS ONLY

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				120,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	8	
4 Dividends and interest from securities. . . .			14	42,637	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	123,797	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				166,442	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 166,442

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-05-15 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
WILLIAM E HARDY		2014-05-06		P00039256
Firm's name ▶ HARRIS HARDY & JOHNSTONE PC			Firm's EIN ▶	
Firm's address ▶ 300 ARBORETUM PL STE 660 RICHMOND, VA 23236			Phone no (804) 560-0560	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE FAISON SCHOOL FOR AUTISM 1701 BYRD AVENUE RICHMOND, VA 23230	NONE	PUBLIC	GENERAL OPERATING	5,000
ST ANN'S EPISCOPAL CHURCH PO BOX 44 KENNEBUNKPORT, ME 04046	NONE	RELIGIOUS	GENERAL OPERATING	5,000
JHW FOUNDATION INC 1802 BAYBERRY CT STE 200 RICHMOND, VA 23226	NONE	PUBLIC	GENERAL OPERATING	5,000
MARSOC FOUNDATION PO BOX 2018 TEMECULA, CA 925932018	NONE	PUBLIC	GENERAL OPERATING	4,500
CAMP KESEM PO BOX 452 CULVER CITY, CA 90232	NONE	PUBLIC	GENERAL OPERATING	5,000
NOAH'S CHILDREN HOSPICE BON SECOURS RICHMOND 7229 FOREST AVE SUITE 200 RICHMOND, VA 23226	NONE	PUBLIC	GENERAL OPERATING	5,000
SPECIAL OLYMPICS VIRGINIA 3212 SKIPWITH ROAD RICHMOND, VA 23294	NONE	PUBLIC	GENERAL OPERATING	5,000
VILLAGE BAPTIST HISTORIC BLDG FD PO BOX 1127 KENNEBUNKPORT, ME 04046	NONE	PUBLIC	GENERAL OPERATING	6,500
ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE	PUBLIC	GENERAL OPERATING	2,000
ST JUDES CHILDREN RESEARCH FD 501 ST JUDES PLACE MEMPHIS, TN 381051942	NONE	PUBLIC	GENERAL OPERATING	3,000
ST JAMES'S CHILDREN CENTER 1205 WEST FRANKLIN ST RICHMOND, VA 23220	NONE	PUBLIC	GENERAL OPERATING	25,000
UNOS FOUNDATION 700 N 4TH ST RICHMOND, VA 23218	NONE	PUBLIC	GENERAL OPERATING	2,000
CAMP VIRGINIA JAYCEE 2494 CAMP JAYCEE RD BLUE RIDGE, VA 24064	NONE	PUBLIC	GENERAL OPERATING	2,000
KENNEBUNKPORT PARKS & RECREATION CONSOLIDATED SCHOOL PO BOX 566 KENNEBUNKPORT, ME 04046	NONE	PUBLIC	GENERAL OPERATING	5,000
CHILDRENS HOSPITAL FOUND CHILDRENS HOSPITAL FOUNDATION PO BOX 26384 RICHMOND, VA 232868196	NONE	PUBLIC	GENERAL OPERATING	5,000
Total . . . . ▶ **3a**				120,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE,MD 20850	NONE	PUBLIC	GENERAL OPERATING	5,000
ST JAMES EPISCOPAL CHURC ST JAMES EPISCOPAL CHURCH 1205 WEST FRANKLIN ST RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	5,000
FEED MORE CENTRAL VIRGINIA FOOD BANK 1415 RHOADMILLER STREET RICHMOND,VA 23220	NONE	PUBLIC	GENERAL OPERATING	5,000
ST CHRISTOPHER'S BUCK PAUL SCHOLARSHIP 711 ST CHRISTOPHERS RD RICHMOND,VA 23226	NONE	PUBLIC	GENERAL OPERATING	5,000
TOMMY MCNAMARA CHARITABLE FD 234 CAUSEWAY ST APT 1107 BOSTON,MA 02114	NONE	PUBLIC	GENERAL OPERATING	5,000
AMERICAN RED CROSS 444 SHERMAN ST DENVER,CO 80203	NONE	PUBLIC	GENERAL OPERATING	5,000
KEMS KENNEBUNKPORT EMERG MED SVS PO BOX 1761 KENNEBUNKPORT,ME 04046	NONE	PUBLIC	GENERAL OPERATING	5,000
Total . . . . ▶ **3a**				120,000

TY 2013 Accounting Fees Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,720			1,720

TY 2013 Compensation Explanation

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Person Name	Explanation
JOHN R BRYAN	
CARTER A BRYAN	

TY 2013 Investments Corporate Stock Schedule

Name: JOHN R & CARTER A BRYAN CHARITABLE TRUST

EIN: 30-0214725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS	1,633,425	2,283,654

TY 2013 Other Expenses Schedule

Name: JOHN R & CARTER A BRYAN CHARITABLE TRUST

EIN: 30-0214725

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	96			96

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TY 2013 Other Increases Schedule

Name: JOHN R & CARTER A BRYAN CHARITABLE TRUST

EIN: 30-0214725

Description	Amount
NONDIVIDEND DISTRIBUTIONS	588

TY 2013 Other Professional Fees Schedule

Name: JOHN R & CARTER A BRYAN CHARITABLE TRUST

EIN: 30-0214725

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY - HAMILTON P	14,475	14,475		
INVESTMENT ADVISORY - HAMILTON P	3,885	3,885		
INVESTMENT EXPENSES	156	156		

TY 2013 Substantial Contributors Schedule

Name: JOHN R & CARTER A BRYAN
CHARITABLE TRUST

EIN: 30-0214725

Name	Address
JOHN R AND CARTER A BRYAN	6345 RIDGEWAY ROAD RICHMOND, VA 232263201

TY 2013 Taxes Schedule

Name: JOHN R & CARTER A BRYAN CHARITABLE TRUST

EIN: 30-0214725

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	262			
FOREIGN TAX WITHHELD - FIDELITY	783	783		
FOREIGN TAX WITHHELD - FIDELITY	206	206		

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **637-407950** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CNOOC LIMITED ADS EACH REP 100 ORD HKD0 , CEO, 126132109										
Sale	05/08/13	03/02/11	10 000	1,914 43	2,312 65	-398 22				
Sale	05/08/13	03/14/11	10 000	1,914 43	2,296 15	-381 72				
Sale	05/08/13	09/21/11	10 000	1,914 45	1,645 45	269 00				
Sale	05/08/13	12/15/11	20 000	3,828 87	3,531 55	297 32				
Sale	05/08/13	03/08/12	15 000	2,871 65	3,236 25	-364.60				
Sale	05/08/13	03/28/12	10 000	1,914 43	2 060 45	-146 02				
Subtotals				**14,358.26**	**15,082.50**					
COMPANHIA DE BEBIDASDAS AMERICAS SPON AD, 20441W203										
Principal	03/28/13	12/08/11	0.000	0 02	0.02	0 00				
Principal	03/28/13	12/15/11	0.000	0 02	0 02	0.00				
Principal	03/28/13	02/03/12	0 000	0 01	0 01	0 00				
Principal	03/28/13	03/08/12	0 000	0 01	0.01	0 00				
Subtotals				**0.06**	**0.06**					
CONAGRA FOODS INC, CAG, 205887102										
Sale	05/08/13	03/02/11	80 000	2,839 88	1,835 95	1,003 93				
Sale	05/08/13	08/18/11	140 000	4,969 80	3,263 73	1,706 07				
Sale	05/08/13	12/15/11	195 000	6,922 22	4 989 97	1,932 25				
Sale	05/08/13	03/08/12	85 000	3,017.38	2,232 20	785 18				
Sale	05/08/13	03/28/12	50 000	1,774 93	1,322 95	451 98				
Sale	05/08/13	04/18/12	80 000	2,839 89	2,087 14	752 75				
Subtotals				**22,364.10**	**15,731.94**					

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **637-407950** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

Copy B for Recipient OMB NO 1545-0715

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
HEINZ H J CO *CASH PAYMENT AT $72 50 PER, 423074103										
Merger	06/10/13	03/02/11	40 000	2,900 00	1,973 95(f)	926 05				
Merger	06/10/13	03/14/11	30 000	2,175 00	1,489 77(f)	685 23				
Merger	06/10/13	12/15/11	90 000	6,525 00	4,768 05(f)	1,756 95				
Merger	06/10/13	02/03/12	30 000	2,175 00	1,555 95(f)	619.05				
Merger	06/10/13	03/08/12	45 000	3,262 50	2,390 57(f)	871 93				
Merger	06/10/13	03/28/12	30 000	2,175 00	1,598 85(f)	576 15				
Merger	06/10/13	04/18/12	55 000	3,987 50	2,909 74(f)	1,077 76				
Subtotals				**23,200.00**	**16,686.88**					
TOTALS				**59,922.42**	**47,501.38**			**0.00**		
	Box D Long-Term Realized Gain					**13,711.60**				
	Box D Long-Term Realized Loss					**-1,290.56**				
	Box D Wash Sale Loss Disallowed						**0 00**			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns

(a) Gross proceeds less commissions

*** This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	12/11/13	01/25/13	7 000	3,969 45	3,123 63	845 82				
CACI INTL INC CL A, CACI, 127190304										
Sale	02/22/13	04/20/12	485 000	24,541 85	29,850 42	-5,308.57				
DANAHER CORP, DHR, 235851102										
Sale	12/11/13	01/14/13	20 000	1,485 82	1,193 67	292 15				
E M C CORP MASS, EMC, 268648102										
Sale	12/11/13	07/25/13	100 000	2,337 39	2,672 93	-335 54				
HANESBRANDS INC COM, HBI, 410345102										
Sale	12/11/13	09/27/13	40 000	2,706 00	2,510 84	195 16				
NATIONAL OILWELL VARCO INC, NOV, 637071101										
Sale	12/11/13	02/22/13	45 000	3,555 53	3,014 22	541 31				
UNITED TECHNOLOGIES CORP, UTX, 913017109										
Sale	12/11/13	07/24/13	15 000	1,640 07	1,564 66	75 41				
TOTALS				**40,236.11**	**43,930.37**			**0.00**		
	Box A Short-Term Realized Gain					**1,949.85**				
	Box A Short-Term Realized Loss					**-5,644.11**				
	Box A Wash Sale Loss Disallowed						**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR   Account No **636-175285**   Customer Service: 919-636-3765
Recipient ID No **30-0214725**   Payer's Fed ID Number 04-3523567

FORM 1099-B*   2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABSOLUTE STRATEGIES INSTITUTIONAL, ASFIX, 34984T600										
Sale	12/11/13	07/19/12	810 811	8,975 00	9,123 41	-148 41				
EXXON MOBIL CORP, XOM, 30231G102										
Sale	12/11/13	09/12/11	40 000	3,780 50	2,831 24	949 26				
PETSMART INC, PETM, 716768106										
Sale	12/11/13	04/24/12	30.000	2,186 51	1,711 65	474 86				
PHILLIPS 66 COM, PSX, 718546104										
Sale	07/24/13	06/14/12	302 500	17,477 12	9,963 19	7,513 93				
Sale	12/11/13	06/14/12	35.000	2,457 05	1,152.77	1,304 28				
Subtotals				**19,934.17**	**11,115.96**					
RAYONIER INC, RYN, 754907103										
Sale	12/11/13	01/14/11	50 000	2,172 02	1,897 39	274 63				
TOTALS				**37,048.20**	**26,679.65**			**0.00**		

Box D Long-Term Realized Gain	**10,516.96**
Box D Long-Term Realized Loss	**-148.41**
Box D Wash Sale Loss Disallowed	**0.00**

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service: 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
AUTOMATIC DATA PROCESSING INC, ADP, 053015103										
Sale	12/11/13	12/09/10	55.000	4,267 13	2,560 64	1,706 49				
BARD C R INC, BCR, 067383109										
Sale	12/11/13	11/24/10	30.000	4,088 47	2,558 69	1,529.78				
BECTON DICKINSON CO, BDX, 075887109										
Sale	12/11/13	12/09/10	30 000	3,185.19	2,445 41	739 78				
BHP BILLITON LIMITEDADR EACH REP 2 ORD N, BHP, 088606108										
Sale	12/11/13	12/09/10	25 000	1,637 02	2,233 05	-596 03				
CHURCH & DWIGHT INC, CHD, 171340102										
Sale	12/11/13	02/22/10	25 000	1,647 55	827 64	819 91				
Sale	12/11/13	07/30/10	20 000	1,318 04	663.82	654 22				
Subtotals				**2,965.59**	**1,491.46**					
CISCO SYS INC, CSCO, 17275R102										
Sale	01/25/13	02/21/08	95 000	2,011 70	2,246 40	-234 70				
Sale	01/25/13	01/12/10	85.000	1,799 95	2 064 85	-264 90				
Sale	01/25/13	02/22/10	65 000	1,376 43	1,588.55	-212 12				
Sale	01/25/13	03/29/10	135.000	2,858.74	3,592 11	-733 37				
Sale	01/25/13	05/04/10	25.000	529 40	673 70	-144.30				
Sale	01/25/13	05/13/10	150 000	3,176.38	3,826 35	-649 97				
Sale	01/25/13	06/29/10	75.000	1,588 19	1,618 95	-30 76				
Sale	01/25/13	07/30/10	100 000	2,117 58	2,316 88	-199 30				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CISCO SYS INC, CSCO, 17275R102										
Sale	01/25/13	11/24/10	275 000	5,823 35	5,356 36	466 99				
Sale	12/11/13	11/24/10	100 000	2,071 62	1,947 77	123 85				
Subtotals				**23,353.34**	**25,231.92**					
COLGATE-PALMOLIVE CO, CL, 194162103										
Sale	12/11/13	03/29/10	40 000	2,602 40	1,703 93	898 47				
CVS CAREMARK CORP, CVS, 126650100										
Sale	12/11/13	02/21/08	35 000	2,391 76	1,424 85	966 91				
Sale	12/11/13	03/29/10	40 000	2,733.43	1,486 54	1,246 89				
Subtotals				**5,125.19**	**2,911.39**					
EBAY INC, EBAY, 278642103										
Sale	12/11/13	12/09/10	45 000	2,324 94	1,367 85	957 09				
EMERSON ELECTRIC CO, EMR, 291011104										
Sale	12/11/13	12/31/10	40 000	2,657 60	2,300 54	357 06				
GENERAL MILLS INC, GIS, 370334104										
Sale	12/11/13	05/13/10	10 000	503 10	368 88	134.22				
Sale	12/11/13	06/29/10	40 000	2,012 41	1,478 30	534 11				
Subtotals				**2,515.51**	**1,847.18**					
GOOGLE INC CL A, GOOG, 38259P508										
Sale	07/25/13	02/22/10	2.000	1,775 03	1,099 11	675 92				
Sale	07/25/13	03/29/10	5.000	4,437 58	2,819 05	1,618 53				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
GOOGLE INC CL A, GOOG, 38259P508										
Sale	07/25/13	07/30/10	13 000	11,537 70	6,310 17	5,227 53				
Sale	07/25/13	11/24/10	20 000	17,750 31	11,938.74	5,811 57				
Sale	12/11/13	06/24/10	1.000	1,084 12	481 89	602 23				
Sale	12/11/13	07/30/10	7 000	7,588 81	3,397 78	4,191 03				
Subtotals				**44,173.55**	**26,046.74**					
INTL BUSINESS MACH, IBM, 459200101										
Sale	12/11/13	11/24/10	45.000	7,934 86	6,571 77	1,363 09				
JOHNSON & JOHNSON, JNJ, 478160104										
Sale	12/11/13	12/20/06	10 000	927 54	666 00	261 54				
Sale	12/11/13	05/13/10	10.000	927 53	650 69	276 84				
Subtotals				**1,855.07**	**1,316.69**					
KIMBERLY CLARK CORP, KMB, 494368103										
Sale	12/11/13	12/17/09	35.000	3,701 22	2,262.05	1,439 17				
Sale	12/11/13	01/12/10	5.000	528 75	318 24	210 51				
Subtotals				**4,229.97**	**2,580.29**					
LOOMIS SAYLES SMALL CAP VALUE INSTL, LSSCX, 543495816										
Sale	12/11/13	03/29/10	52.164	2,020 89	1,188 90	831 99				
Sale	12/11/13	05/04/10	127 877	4,954 11	3,025 00	1,929 11				
Subtotals				**6,975.00**	**4,213.90**					
MAINSTAY ICAP INTERNATIONAL FD I, ICEUX, 56063J716										
Sale	12/11/13	09/27/10	85 616	2,975 00	2,405 12	569 88				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
NIKE INC CLASS B, NKE, 654106103										
Sale	12/11/13	12/09/10	40 000	3,112 79	1,751.05	1,361 74				
PERKINELMER INC, PKI, 714046109										
Sale	01/14/13	06/10/10	515 000	17,627 38	11,484 73	6,142 65				
Sale	01/14/13	06/24/10	60 000	2,053 67	1,305 15	748 52				
Sale	01/14/13	09/27/10	180 000	6,161 03	4,158 39	2,002 64				
Sale	01/14/13	12/31/10	200 000	6,845 59	5,189 55	1,656 04				
Subtotals				**32,687.67**	**22,137.82**					
PERRIGO CO, 714290103										
Sale	12/11/13	05/13/10	10 000	1,516 99	626.54	890 45				
Sale	12/11/13	11/24/10	15 000	2,275 49	946 96	1,328 53				
Merger	12/19/13	04/17/09	45.000	6,990.73	1,117 70(f)	5,873 03				
Merger	12/19/13	05/01/09	90 000	13,981 46	2,307 95(f)	11,673 51				
Merger	12/19/13	01/12/10	50 000	7,767 48	2,062 95(f)	5,704 53				
Merger	12/19/13	02/22/10	30 000	4,660 49	1,474 85(f)	3,185 64				
Merger	12/19/13	05/13/10	60 000	9,320 98	3,759 21 (f)	5,561 77				
Merger	12/19/13	06/29/10	30 000	4,660 49	1,782 45(f)	2,878.04				
Subtotals				**51,174.11**	**14,078.61**					
PHILLIPS 66 COM, PSX, 718546104										
Sale	07/24/13	12/20/06	17 500	1,011 07	583 35	427 72				
Sale	07/24/13	02/21/08	10 000	577 76	368 75	209 01				
Subtotals				**1,588.83**	**952.10**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR

Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
POTASH CORP OF SASKATCHEWAN COM NPVISIN, POT, 73755L107										
Sale	12/11/13	07/01/08	15 000	463 48	1,125 13	-661 65				
Sale	12/11/13	01/12/10	45 000	1,388 12	1,774 40	-386.28				
Sale	12/11/13	02/22/10	30 000	925 41	1,152 25	-226 84				
Sale	12/11/13	03/29/10	135 000	4,171.27	5,422 80	-1,251 53				
Sale	12/11/13	07/30/10	45 000	1,388 11	1,584 82	-196 71				
Sale	12/11/13	11/24/10	180 000	5,561 71	8,623 35	-3,061 64				
Subtotals				**13,898.10**	**19,682.75**					
PROCTER & GAMBLE CO, PG, 742718109										
Sale	01/02/13	08/02/04	25 000	1,716 80	1,277 00	439 80				
Sale	01/02/13	01/15/06	20.000	1,373 44	1,101 00	272 44				
Sale	01/02/13	12/20/06	35 000	2,403 53	2,249 80	153 73				
Sale	01/02/13	02/21/08	35 000	2,403 53	2,328 53	75 00				
Sale	01/02/13	01/12/10	25 000	1,716.81	1,533 95	182 86				
Sale	01/02/13	02/22/10	25 000	1,716 81	1,604 20	112 61				
Sale	01/02/13	03/29/10	55.000	3,776 97	3,516 40	260 57				
Sale	01/02/13	05/04/10	15 000	1,030 08	934 95	95 13				
Sale	01/02/13	05/13/10	55.000	3,776 97	3,471 85	305 12				
Sale	01/02/13	06/29/10	30 000	2,060 17	1,810.35	249 82				
Sale	01/02/13	07/30/10	40 000	2,746 89	2,455 55	291 34				
Sale	01/02/13	11/24/10	160 000	10,987 55	10,013 71	973 84				
Subtotals				**35,709.55**	**32,297.29**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
RAYTHEON CO COM NEW, RTN, 755111507										
Sale	12/11/13	03/29/10	45 000	3,863 52	2,605 32	1,258 20				
Sale	12/11/13	05/13/10	15 000	1,287.84	858 18	429 66				
Subtotals				**5,151.36**	**3,463.50**					
ROPER INDS INC, ROP, 776696106										
Sale	12/11/13	11/24/10	35 000	4,545 82	2,568.54	1,977 28				
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/07/13	09/18/08	0 000	2 10	1 13	0 97				
Principal	01/07/13	05/01/09	0 000	2 10	1 14	0.96				
Principal	01/07/13	01/12/10	0 000	0 79	0.54	0 25				
Principal	01/07/13	02/22/10	0 000	1 05	0 72	0 33				
Principal	01/07/13	03/29/10	0 000	2 10	1.42	0 68				
Principal	01/07/13	09/27/10	0 000	1.58	1 25	0 33				
Principal	01/07/13	11/24/10	0 000	4 20	3 51	0 69				
Principal	02/21/13	09/18/08	0 000	2 17	1.22	0 95				
Principal	02/21/13	05/01/09	0 000	2 17	1 23	0 94				
Principal	02/21/13	01/12/10	0 000	0 81	0 59	0 22				
Principal	02/21/13	02/22/10	0 000	1.09	0 77	0 32				
Principal	02/21/13	03/29/10	0.000	2 17	1 53	0 64				
Principal	02/21/13	09/27/10	0.000	1 63	1 34	0 29				
Principal	02/21/13	11/24/10	0 000	4 34	3 79	0 55				
Principal	03/12/13	09/18/08	0.000	2 11	1 17	0 94				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR | Account No **636-175285** | Customer Service 919-636-3765
Recipient ID No **30-0214725** | Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	03/12/13	05/01/09	0 000	2.11	1 18	0 93				
Principal	03/12/13	01/12/10	0 000	0.79	0 56	0 23				
Principal	03/12/13	02/22/10	0 000	1.05	0 74	0 31				
Principal	03/12/13	03/29/10	0 000	2 11	1 48	0.63				
Principal	03/12/13	09/27/10	0.000	1 58	1 29	0 29				
Principal	03/12/13	11/24/10	0 000	4 22	3 64	0.58				
Principal	04/09/13	09/18/08	0 000	2 16	1 21	0 95				
Principal	04/09/13	05/01/09	0.000	2 16	1 22	0 94				
Principal	04/09/13	01/12/10	0.000	0.81	0 58	0 23				
Principal	04/09/13	02/22/10	0 000	1 08	0 77	0 31				
Principal	04/09/13	03/29/10	0 000	2 16	1 53	0 63				
Principal	04/09/13	09/27/10	0 000	1 62	1 34	0 28				
Principal	04/09/13	11/24/10	0 000	4 32	3.77	0 55				
Principal	05/10/13	09/18/08	0 000	2 23	1 38	0 85				
Principal	05/10/13	05/01/09	0 000	2 23	1 40	0 83				
Principal	05/10/13	01/12/10	0 000	0 84	0 67	0 17				
Principal	05/10/13	02/22/10	0 000	1.11	0 88	0 23				
Principal	05/10/13	03/29/10	0 000	2 23	1 74	0 49				
Principal	05/10/13	09/27/10	0 000	1 67	1 52	0 15				
Principal	05/10/13	11/24/10	0 000	4.46	4 30	0 16				
Principal	06/17/13	09/18/08	0 000	1 95	1 25	0.70				
Principal	06/17/13	05/01/09	0 000	1 95	1 26	0 69				

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Fidelity INVESTMENTS

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SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	06/17/13	01/12/10	0 000	0.73	0 60	0 13				
Principal	06/17/13	02/22/10	0.000	0.98	0.79	0 19				
Principal	06/17/13	03/29/10	0.000	1 95	1 57	0 38				
Principal	06/17/13	09/27/10	0 000	1 46	1 37	0 09				
Principal	06/17/13	11/24/10	0 000	3 90	3.87	0 03				
Principal	07/10/13	09/18/08	0.000	1 92	1 35	0 57				
Principal	07/10/13	05/01/09	0.000	1.92	1 36	0 56				
Principal	07/10/13	01/12/10	0.000	0 72	0 65	0 07				
Principal	07/10/13	02/22/10	0 000	0.96	0 86	0 10				
Principal	07/10/13	03/29/10	0 000	1 92	1 70	0 22				
Principal	07/10/13	09/27/10	0 000	1 44	1 49	-0 05				
Principal	07/10/13	11/24/10	0 000	3 84	4.20	-0.36				
Principal	08/15/13	09/18/08	0 000	1 77	1 18	0 59				
Principal	08/15/13	05/01/09	0 000	1 77	1 19	0 58				
Principal	08/15/13	01/12/10	0 000	0 66	0 57	0 09				
Principal	08/15/13	02/22/10	0 000	0 88	0 75	0 13				
Principal	08/15/13	03/29/10	0.000	1 77	1 48	0 29				
Principal	08/15/13	09/27/10	0 000	1 33	1 30	0 03				
Principal	08/15/13	11/24/10	0 000	3 53	3 65	-0 12				
Principal	09/19/13	09/18/08	0 000	1 87	1 22	0 65				
Principal	09/19/13	05/01/09	0 000	1 87	1 23	0 64				
Principal	09/19/13	01/12/10	0 000	0 70	0 59	0 11				

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Recipient ID No **30-9214725** Payer's Fed ID Number 04-3523567

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Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	09/19/13	02/22/10	0 000	0 94	0 77	0 17				
Principal	09/19/13	03/29/10	0 000	1 87	1 53	0 34				
Principal	09/19/13	09/27/10	0 000	1 40	1 34	0 06				
Principal	09/19/13	11/24/10	0 000	3 76	3 77	-0 01				
Principal	10/14/13	09/18/08	0 000	1 93	1 33	0 60				
Principal	10/14/13	05/01/09	0.000	1 93	1 34	0 59				
Principal	10/14/13	01/12/10	0 000	0 72	0 64	0 08				
Principal	10/14/13	02/22/10	0 000	0 96	0 84	0 12				
Principal	10/14/13	03/29/10	0 000	1 93	1 67	0 26				
Principal	10/14/13	09/27/10	0 000	1 45	1 46	-0 01				
Principal	10/14/13	11/24/10	0 000	3 85	4 12	-0 27				
Principal	11/13/13	09/18/08	0 000	1 73	1 20	0 53				
Principal	11/13/13	05/01/09	0 000	1.73	1 21	0 52				
Principal	11/13/13	01/12/10	0 000	0 65	0 58	0 07				
Principal	11/13/13	02/22/10	0.000	0 86	0 76	0 10				
Principal	11/13/13	03/29/10	0 000	1 73	1 51	0 22				
Principal	11/13/13	09/27/10	0.000	1 29	1 32	-0 03				
Principal	11/13/13	11/24/10	0 000	3 44	3 73	-0 29				
Principal	12/17/13	09/18/08	0 000	1 66	1 19	0 47				
Principal	12/17/13	05/01/09	0.000	1 66	1 20	0 46				
Principal	12/17/13	01/12/10	0 000	0 62	0.57	0 05				
Principal	12/17/13	02/22/10	0 000	0 83	0 76	0 07				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	12/17/13	03/29/10	0 000	1 66	1 50	0 16				
Principal	12/17/13	09/27/10	0 000	1 24	1 31	-0 07				
Principal	12/17/13	11/24/10	0.000	3 31	3 70	-0 39				
Subtotals				**156.29**	**127.38**					
SYNGENTA ADR EACH REP 1/5TH CHF0 10 LVL, SYT, 87160A100										
Sale	12/11/13	12/09/10	15.000	1,156 02	872 84	283 18				
TAIWAN SEMICONDUCTORMANUFACTURING ADS EA, TSM, 874039100										
Sale	09/27/13	12/17/09	400 000	6,834 84	4,349 11	2,485.73				
Sale	09/27/13	01/12/10	180 000	3,075 68	1,935 28	1,140 40				
Sale	09/27/13	02/22/10	105 000	1,794 15	1,068 04	726 11				
Sale	09/27/13	03/29/10	225 000	3,844 60	2,377 11	1,467.49				
Sale	09/27/13	05/13/10	300 000	5,126 13	3,082 95	2,043 18				
Sale	09/27/13	06/29/10	120 000	2,050 44	1,181 55	868.89				
Sale	09/27/13	09/27/10	350 000	5,980 49	3,490 21	2,490 28				
Sale	09/27/13	12/09/10	400 000	6,834 84	4,847 95	1,986 89				
Subtotals				**35,541.17**	**22,332.20**					
UNILEVER PLC ADS-EA REPR 1 ORD GPB0 0311, UL, 904767704										
Sale	12/11/13	01/12/10	90.000	3,585 69	2,831 46	754 23				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

JOHN R & CARTER A BRYAN CHARTR Account No **636-175285** Customer Service 919-636-3765
Recipient ID No **30-0214725** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
TOTALS				311,173.23	212,882.11			0.00		
		Box E Long-Term Realized Gain				107,142.82				
		Box E Long-Term Realized Loss				-8,851.70				
		Box E Wash Sale Loss Disallowed					0.00			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(f) Gain/loss information for this transaction is provided based on information available from the company or other sources regarding the aggregate cash and fair market value of shares and other property received on the date of the merger Consult your tax advisor for information on how to report this transaction on your return

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**