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

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: Bryson Foundation Limited

A Employer identification number: 35-1854017

Number and street (or P O box number if mail is not delivered to street address): 408 Parkview Crescent | Room/suite:

B Telephone number (see instructions): 772-589-9945

City or town, state or province, country, and ZIP or foreign postal code: Chapel Hill NC 27516

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: [X] 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) ▶ $ 13,783,401

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	4,552	4,552	4,552	
	4	Dividends and interest from securities	256,936	256,933	256,936	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	993,688			
	b	Gross sales price for all assets on line 6a 3,065,257				
	7	Capital gain net income (from Part IV, line 2)		993,688		
	8	Net short-term capital gain			0	
	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) Stmt 1	16,942	18,762	16,942	
	12	**Total.** Add lines 1 through 11	1,272,118	1,273,935	278,430	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,000	12,000	12,000	18,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	3,311	1,324	1,324	1,987
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	5,440	2,176	2,176	3,264
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	82,472	4,072	4,072	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 4	29,732	29,732	29,732	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	150,955	49,304	49,304	23,251
	25	Contributions, gifts, grants paid	851,560			851,560
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,002,515	49,304	49,304	874,811
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	269,603			
	b	**Net investment income** (if negative, enter -0-)		1,224,631		
	c	**Adjusted net income** (if negative, enter -0-)			229,126	

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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	332,436	139,492	139,492
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	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) See Stmt 5	8,736,788	9,177,644	13,247,694
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 6)	396,215	396,215	396,215
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	9,465,439	9,713,351	13,783,401
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	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	9,465,439	9,713,351	
	30	**Total net assets or fund balances** (see instructions)	9,465,439	9,713,351	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,465,439	9,713,351	

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	9,465,439
2	Enter amount from Part I, line 27a	2	269,603
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,735,042
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	21,691
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,713,351

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached	P	Various	Various
b	See Attached	P	Various	Various
c	Pass thru Schedule k-1	P	Various	Various
d	Pass thru Schedule k-1	P	Various	Various
e	Capital Gain Distributions			

	(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	425,254		431,257	-6,003
b	2,522,650		1,640,312	882,338
c	4,186			4,186
d	925			925
e	112,242			112,242

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				-6,003
b				882,338
c				4,186
d				925
e				112,242

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	993,688
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	

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 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	415,571	10,907,245	0.038100
2011	326,787	9,170,378	0.035635
2010	523,686	9,044,865	0.057899
2009	1,090,910	8,855,853	0.123185
2008	297,265	11,231,449	0.026467

2 **Total** of line 1, column (d)	2	0.281286
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	0.056257
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,791,917
5 Multiply line 4 by line 3	5	719,635
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,246
7 Add lines 5 and 6	7	731,881
8 Enter qualifying distributions from Part XII, line 4	8	874,811

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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	12,246
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	12,246
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	12,246
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 42,400		
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	42,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	30,154
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 12,400 Refunded ▶	11	17,754

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ N. Catherine Bryson Telephone no ▶ 772-589-9945
408 Parkview Crescent
Located at ▶ Chapel Hill NC ZIP+4 ▶ 27516

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		X
	See the 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 instructions)?	N/A	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?	N/A	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)	N/A	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.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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		X

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)? N/A **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? N/A ☐ 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** X (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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

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

Total number of other employees paid over $50,000 ▶ 0

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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 Contributed to Various Charitable Organizations	
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 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	12,519,404
b	Average of monthly cash balances		1b	71,099
c	Fair market value of all other assets (see instructions)		1c	396,215
d	*Total (add lines 1a, b, and c)*		1d	12,986,718
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	*Subtract line 2 from line 1d*		3	12,986,718
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	194,801
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,791,917
6	**Minimum investment return.** Enter 5% of line 5		6	639,596

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	639,596
2a	Tax on investment income for 2013 from Part VI, line 5	2a 12,246		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	12,246
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	627,350
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	627,350
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	627,350

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	874,811
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	874,811
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	12,246
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	862,565

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					627,350
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	105,124				
c From 2010	82,972				
d From 2011					
e From 2012					
f **Total** of lines 3a through e		188,096			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 874,811					
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					627,350
e Remaining amount distributed out of corpus		247,461			
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		435,557			
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		435,557			
10 Analysis of line 9:					
a Excess from 2009	105,124				
b Excess from 2010	82,972				
c Excess from 2011					
d Excess from 2012					
e Excess from 2013	247,461				

DAA

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation 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))

N/A

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

N/A

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

Check here ▶ [X] 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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Attached Schedule				851,560
Total			▶ 3a	851,560
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,552	
4 Dividends and interest from securities			14	256,936	
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			14	18,762	
8 Gain or (loss) from sales of assets other than inventory			18	993,688	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b Savile Row Private European C			18	-1,820	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,272,118	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,272,118

(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)
N/A	

DAA

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
N/A			

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
N/A		

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) is based on all information of which preparer has any knowledge

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

N. Catherine Bryson | 5.12.14 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Ned P. Curtis, C.P.A.	Ned P. Curtis	04/29/14	
Firm's name ▶ Curtis, Miller & Associates, P.A.		PTIN	P00123847
Firm's address ▶ 3055 Cardinal Drive, Suite 202		Firm's EIN ▶	59-2744719
Vero Beach, FL 32963		Phone no	772-234-8400

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/12
Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Eli Lilly & Co-trnsf from Credit Suisse	163,423.48	123,952.98	1,115,676.00
Abbott Labs	764,344.17	366,694.88	1,114,598.07
Abbvie Inc Com		320,550.81	1,237,919.21
Aberdeen Asia Bond	200,000.00	**200,000.00**	173,357 01
AQR Managed Futures Fd	0.00	**400,000.00**	407,699 70
ARIAD Pharmaceuticals	570,437.50	**570,437.50**	613,800 00
Artisan Intl Equity Fd	355,068.17	**355,068.17**	662,897.26
Artisan Intl Equity Fd	75,000.00	**75,000.00**	
Artisan Small Cap Value	131,497.83	-	
Eaton Vance Global Macro Absolute Return	128,601.61	**128,601.61**	264,240 19
Eaton Vance Global Macro Absolute Return	100,000.00	**100,000.00**	
Eaton Vance Global Macro Absolute Return	60,000.00	**60,000.00**	
Ell Global Property Funds	141,278.11	**141,278.11**	664,319 80
Ell Global Property Funds	489,000.00	**489,000.00**	
Harbor Intnl Fd	425,019.99	**425,019.99**	560,146.05
Huber Capital Small Cap Value Fd	-	164,323.74	190,868.34
Ishares Iboxx High Yeild Corp EFT	133,416.42	-	
JP Morgan Alerian MLP Index	149,379.89	**149,379.89**	390,220.65
JP Morgan Alerian MLP Index	149,702.40	**149,702.40**	
Matthew Asian Grwth & Income	100,000.00	**100,000.00**	285,138 38
Matthew Asian Grwth & Income	150,000.00	**150,000.00**	
Parametric Tax Mgd Emerging Mkts	-	234,167 50	231,980 34
Robeco Boston Prtns Lg/Sh Research	-	400,000 00	408,203 67
RS Emerging Markets	61,852 61	0 00	
RS Emerging Markets	100,000.00	0.00	
RS Emerging Markets	70,000.00	-	
RS Global Natural Resources Fd	150,000.00	**150,000.00**	127,410 91
Schwab S&P 500 select	298,832.28	**298,832.28**	479,172.99
Pimco Emerging Local Bond Fd	198,962.00	-	
Pimco Total Return Fd	323,957.26	**323,957.26**	495,875.29
Pimco Total Return Fd	185,931.09	**185,931.09**	
Pimco Unconstrained Bd	-	152,631 99	390,936 02
Pimco Unconstrained Bd	-	210,262.07	
Pimco Unconstrained Bd	-	42,300.00	
Touchstone Sands Capital Growth	1,467,100.00	889,247.08	1,162,421.28
AT&T Corp	15,822.20	0.00	
AT&T Corp	5,484.86	-	
AT&T Corp	17,507.28	5,002.08	35,160.00
AT&T Corp	14,048.45	14,048 45	
AT&T Corp	10,259.91	10,259.91	
American Tower	16,037.88	16,037 88	87,802 00
American Tower	5,038.86	5,038.86	
American Tower	17,693.20	17,693.20	
American Tower	-	17,976.40	
American Water	8,555.72	**8,555.72**	71,842.00
American Water	4,344.44	**4,344.44**	
American Water	22,022.00	**22,022.00**	
Berkshire Hathaway Inc	30,825.67	**30,825.67**	94,848.00
Berkshire Hathaway Inc	12,978.84	**12,978.84**	
Berkshire Hathaway Inc	3,108.89	**3,108.89**	

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/12
Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Berkshire Hathaway Inc	3,509.88	**3,509.88**	
BCE Inc	26,040.64	**26,040.64**	43,290.00
BCE Inc	8,670.34	**8,670.34**	
Cameron Intnl	40,026.49	40,026.49	56,553.50
Cameron Intnl	-	14,288.20	-
BT Grooup	-	6,168.23	6,313 00
CenturyTel	33,560.00	-	
CenturyTel	19,026.65	-	
CenturyTel	5,133.10	-	
Cenovus Energy(spinoff frm Encana)	23,156.66	23,156.66	63,030 00
Cenovus Energy	10,631.43	10,631.43	
Cenovus Energy	22,167.90	22,167.90	
Cenovus Energy	-	14,475.95	
Comcast Corp	6,464.01	**6,464.01**	90,938 75
Comcast Corp	6,475.32	**6,475.32**	
Comcast Corp	28,503.20	**28,503.20**	
DTE Energy	32,158.08	32,158.08	73,029.00
DTE Energy	-	31,375.20	
Dominion Resources Inc	-	62,445.68	71,159.00
Edison Intl	34,318.05	-	
Entergy Corp	23,150.33	0 00	
Exxon Mobil	22,424.00	**22,424.00**	96,140 00
Exxon Mobil	11,370.00	**11,370.00**	
Exxon Mobil	11,622.86	**11,622.86**	
Exxon Mobil	8,984.08	**8,984.08**	
EQT Corp/Equitable Res Inc	23,268.00	-	
Hess Corp	-	37,898.75	41,500.00
ITC Holdings	29,221.28	**29,221.28**	95,820.00
ITC Holdings	7,614.93	**7,614.93**	
ITC Holdings	6,931.07	**6,931.07**	
Liberty Global PLC	-	38,128.65	42,160 00
Nextera Energy Inc	-	30,663 00	77,058 00
Nextera Energy Inc	-	39,375.60	-
Nisource Inc	31,724.68	-	
Nisource Inc	5,038.94	-	
Northeast Utilities	-	18,671.65	18,015.75
Occidental Pete Corp	32,158.91	**32,158.91**	71,325.00
Occidental Pete Corp	16,824 64	**16,824.64**	
Occidental Pete Corp	17,749.08	**17,749.08**	
Oneok Inc	4,951.74	-	
Oneok Inc	16,701 24	-	
Oneok Inc	-	25,611.05	31,090 00
PG&E Corp	13,408.95	-	
PPL Corp	16,726.92	-	
Penn West Energy	16,753.80	-	
Penn West Energy	19,107.32	-	
Pinnacle West	16,640.00	**16,640.00**	31,752 00
Pinnacle West	3,496.13	**3,496.13**	
Qualcomm Inc	9,545.18	-	
Qualcomm Inc	22,154.83	-	

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/12
Attachment to Balance Sheet

Investment	Beginning of the Year @ Cost	End of the Year @ Cost	Fair Market Value
Reaves Utility Income Fd	43,938.00	**43,938.00**	45,162 00
Scana Corp	29,320.06	-	
Schlumberger	10,929 40	10,929 40	63,077 00
Schlumberger	14,438.34	14,438.34	
Schlumberger	-	26,053.44	
South Jersey Industries	14,583.75	8,750.25	78,344.00
South Jersey Industries	6,634.16	6,634.16	
South Jersey Industries	18,362.00	18,362.00	
South Jersey Industries	14,139.72	14,139.72	
South Jersey Industries	4,850.52	4,850.52	
Teco Energy	37,245 13	-	
Telus Corp Com	-	20,318.46	20,664 00
Transcanada	28,389.53	28,389.53	57,075 00
Transcanada	4,458.90	4,458.90	
Transcanada	22,463.00	22,463.00	
Union PAC Corp	30,263.67	**30,263.67**	100,800.00
Union PAC Corp	11,281.43	**11,281.43**	
Union PAC Corp	25,013.74	**25,013.74**	
Valero Energy	32,383.40	-	
Verizon Communications	-	66,650.55	73,710 00
VodaFone Group	-	50,532.60	78,620 00
VodaFone Group	-	17,958.15	-
Williams Cos	14,905.40	**14,905.40**	96,425 00
Williams Cos	9,499.74	**9,499.74**	
Williams Cos	17,151.90	**17,151.90**	
Williams Cos	14,599 45	**14,599.45**	
Williams Cos	13,004.84	**13,004.84**	
Wisconsin Energy Corp	9,288.75	9,288.75	62,010.00
Wisconsin Energy Corp	11,684.04	11,684.04	
Wisconsin Energy Corp	-	29,809 46	
Savile Row Private European Credit LLC	71,101.00	103,430.00	103,430 00
Money Market	212,914.49	292,669.73	292,669 73
	-	-	
***TOTAL** Securities:*	8,736,788.03	9,177,643.75	13,247,693 89

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/13
Attachment to Schedule D

Date of Purchase	Investment	Cost or Acquistion Value	Purchase Shares	Purchase Amount	Date Sold	Sales Shares	Proceed Amount	Gain/ (loss)	
	Eli Lilly & Co-trnsf from Credit St	163,423.48	-	-	12/3/2013	6,966.000	350,400.42	310,929.93	LT
2003	Abbvie Inc Com		29,079.000	397,649 29	12/3/2013	5,638 000	275,268 86	198,170.38	LT
11/6/2009	Artisan Small Cap Value	131,497.83	-	-	6/27/2013	9,711.805	164,323.74	32,825.91	LT
1/28/2013	Fidelity Conservative Income Bd Fd	-	15,202.390	152,632.00	60,513.00	15,202.390	152,631.99	(0.01)	ST
11/29/2011	Ishares Iboxx High Yeild Corp EFT	133,416.42	-	-	1/25/2013	1,611.000	152,632.71	19,216.29	LT
10/14/2009	RS Emerging Markets	61,852 61	-	-	2/27/2013	2,712.726	63,260.77	1,408.16	LT
11/6/2009	RS Emerging Markets	100,000.00	-	-	2/27/2013	4,476 276	104,386.76	4,386.76	LT
5/3/2012	RS Emerging Markets	70,000.00	-	-	2/27/2013	2,852.486	66,519.97	(3,480.03)	ST
11/6/2009	Pimco Emerging Local Bond Fd	198,962.00	-	-	6/5/2013	20,178.702	210,262.07	11,300.07	LT
8/14/2012	Touchstone Sands Capital Grow	1,467,100.00	-	-	11/29/2013	33,812.342	800,000.00	222,147.08	LT
6/2/2008	AT&T Corp	15,822.20	-	-	2/21/2013	400.000	14,071.72	(1,750.48)	LT
10/10/2008	AT&T Corp	5,484.86	-	-	2/21/2013	200.000	7,035.86	1,551.00	LT
3/20/2009	AT&T Corp	17,507.28	-	-	2/21/2013	500.000	17,589.66	5,084.46	LT
10/19/2009	CenturyTel	33,560.00	-	-	2/21/2013	1,000.000	32,194.58	(1,365.42)	LT
11/12/2009	CenturyTel	19,026.65	-	-	2/21/2013	550.000	17,707.02	(1,319.63)	LT
8/25/2011	CenturyTel	5,133.10	-	-	2/21/2013	150.000	4,829.18	(303.92)	LT
3/20/2013	Companhia Energetica De Mina	-	1,375.000	17,912.40	9/17/2013	1,375.000	11,301.43	(6,610.97)	ST
4/3/2013	Companhia Energetica De Mina	-	3,026.338	29,808.07	9/17/2013	3,026.338	24,876.98	(4,931.09)	ST
7/3/2012	Edison Intl	34,318.05	-	-	6/13/2013	750.000	35,191.18	873.13	ST
4/10/2013	Enbridge Inc	-	400.000	17,809.32	8/1/2013	400.000	17,842.04	32.72	ST
4/13/2012	Entergy Corp	23,150.33	-	-	6/5/2013	350.000	24,354 81	1,204.48	LT
10/19/2009	EQT Corp/Equitable Res Inc	23,268.00	-	-	6/12/2013	525.000	42,076.65	18,808.65	LT
7/8/2013	Kansas City Southern Inds Inc	-	100.000	10,962.16	10/29/2013	100.000	12,356.08	1,393 92	ST
3/16/2012	Nisource Inc	31,724.68	-	-	3/21/2013	1,300.000	36,513.06	4,788.38	LT
5/18/2012	Nisource Inc	5,038.94	-	-	3/21/2013	200.000	5,617.39	578.45	ST
5/3/2006	Oneok Inc	4,951.74	-	-	8/1/2013	300.000	15,541 50	10,589.76	LT
10/22/2008	Oneok Inc	16,701.24	-	-	8/1/2013	1,200.000	62,165.99	45,464.75	LT
7/3/2012	PG&E Corp	13,408.95	-	-	8/1/2013	300 000	13,860.14	451.19	LT
5/16/2011	PPL Corp	16,726.92	-	-	9/18/2013	600.000	17,954 14	1,227.22	LT
10/5/2012	Penn West Energy	16,753.80	-	-	12/3/2013	1,200 000	10,046 46	(6,707 34)	LT
12/4/2012	Penn West Energy	19,107.32	-	-	12/3/2013	1,700.000	14,232.49	(4,874.83)	ST
5/3/2012	Qualcomm Inc	9,545.18	-	-	8/1/2013	150 000	9,644.27	99.09	LT
12/21/2012	Qualcomm Inc	22,154.83	-	-	8/1/2013	350.000	22,503.31	348.48	ST
1/9/2013	Qualcomm Inc	-	100.000	6,390.36	8/22/2013	100.000	6,702.20	311.84	ST
2/4/2013	Qualcomm Inc	-	200.000	12,739 62	8/22/2013	200 000	13,404 40	664.78	ST
10/31/2011	Scana Corp	29,320 06	-	-	10/4/2013	700.000	32,202.09	2,882.03	LT
10/7/2005	South Jersey Industries	14,583 75	-	-	2/19/2013	200 000	10,866 65	5,033.15	LT

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/13
Attachment to Schedule D

Date of Purchase	Investment	Cost or Acquistion Value	Purchase Shares	Purchase Amount	Date Sold	Sales Shares	Proceed Amount	Gain/ (loss)	
6/2/2008	Teco Energy	37,245.13	-	-	2/1/2013	1,900 000	33,460 71	(3,784.42)	LT
12/6/2012	Valero Energy	32,383.40	-	(2,803.30)	6/14/2013	1,000.000	38,579.52	8,999.42	ST
5/3/2013	CST Brands	-	111.111	2,803.30	8/22/2013	111.111	3,494.68	691.38	ST
		-	-	-	-	-	-	0.00	
TOTAL:		2,773,168.75		645,903.22			2,947,903.48	876,334.71	

Short Term	**$ 425,253.66**	**$ (6,002.81)**
Long Term	**$ 2,522,649.82**	**$ 882,337.52**
Total Gain/Loss		**$ 876,334.71**

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/13

FEDERAL STATEMENTS

Part XV Supplementary Information

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
Alachua Conservation Trust, Gainesveill, FL	None	Private	Unrestricted	$ 10,000 00
American School of London, England	None	Private	Unrestricted	$ 500 00
Atlantic Classical Orchestra, Vero Beach, FL	None	Private	Unrestricted	$ 36,250 00
Berry College, Rome, GA	None	Private	Unrestricted	$ 10,000 00
Brebeuf Preparatory School, Indianapolis, IN	None	Private	Unrestricted	$ 500 00
Camp Daggett, Petoskey, MI	None	Private	Unrestricted	$ 500 00
Carolina for Kibera	None	Private	Unrestricted	$ 250 00
Chatham Outreach Alliance	None	Private	Unrestricted	$ 1,500 00
Child Care Resources, Vero Beach, FL	None	Private	Unrestricted	$ 1,000 00
Civic Media Center, Gainesville, FL	None	Private	Unrestricted	$ 2,000 00
Environmental Learning Center, Vero Beach, FL	None	Private	Unrestricted	$ 1,000 00
Grow Radio/No 9 Productions, Gainesville, FL	None	Private	Unrestricted	$ 10,000 00
Habitat for Humanity-Alachua, Gainesville, FL	None	Private	Unrestricted	$ 1,000 00
Habitat for Humanity-Indian River, Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
Harn Museum of Art, Gainesville, FL	None	Private	Unrestricted	$ 1,000 00
Hippodrome Theater, Gainesville, FL	None	Private	Unrestricted	$ 1,000 00
Impact 100, Vero Beach, FL	None	Private	Unrestricted	$ 1,000 00
Indian River Community Foundation, Vero Beach, FL	None	Private	Unrestricted	$ 1,000 00
Indian River Land Trust, FL	None	Private	Unrestricted	$ 10,000 00
Indian River Medical Center , Vero Beach, FL	None	Private	Unrestricted	$ 50,000 00
Indian River Symphonic Association, Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
Interfaith Council, Chapel Hill NC	None	Private	Unrestricted	$ 500 00
Kidzu Children's Museum, Chapel Hill, NC	None	Private	Unrestricted	$ 10,000 00
National MPS Society, Durham, NC	None	Private	Unrestricted	$ 10,000 00
Northern Michigan Hospital Fdn , Petoskey, MI	None	Private	Unrestricted	$ 5,000 00
Orange County Partnership for Young Children, Chapel Hill, NC	None	Private	Unrestricted	$ 1,500 00
Phillips Performing Arts Center, Gainesville, FL	None	Private	Unrestricted	$ 1,000 00
Redlands Christian Migrant Assoc , Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
Saint Francis House, Gainesville, FL	None	Private	Unrestricted	$ 1,000 00
Sun-Up ARC, Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
United Way-Alachua, Gainesville, FL	None	Private	Unrestricted	$ 5,000 00
United Way Greater Triangle, Raleigh, NC	None	Private	Unrestricted	$ 5,000 00
UNC Arts & Sciences KKG, Chapel Hill, NC	None	Private	Unrestricted	$ 10,000 00
UNC Ed UNC Educational Fdn (Rams Club)	None	Private	Unrestricted	$ 35,000 00
UNC Medical Fdn. Chapel Hill, NC	None	Private	Unrestricted	$ 603,060 00
Vero Beach Museum of Art, Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
WUFT Public Radio, Gainesville, FL 350	None	Private	Unrestricted	$ 500 00
WUNC Public Radio, Chapel Hill, NC	None	Private	Unrestricted	$ 500 00

$ 851,560.00

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
JPMorgan Alerian MLP Indx ETN	$ 18,427	$ 18,427	$ 18,427
Deposits	335	335	335
Savile Row Private European C	-1,820		-1,820
Total	$ 16,942	$ 18,762	$ 16,942

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 5,440	$ 2,176	$ 2,176	$ 3,264
Total	$ 5,440	$ 2,176	$ 2,176	$ 3,264

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax	$ 78,400	$	$	$
Foreign Taxes Withheld	4,072	4,072	4,072	
Total	$ 82,472	$ 4,072	$ 4,072	$ 0

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Investment Fees	29,690	29,690	29,690	
Bank Charges	42	42	42	
Total	$ 29,732	$ 29,732	$ 29,732	$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Schedule	$ 8,736,788	$ 9,177,644	Cost	$ 13,247,694
Total	$ 8,736,788	$ 9,177,644		$ 13,247,694

Statement 6 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
NULIAC SurvivorUniversal Life Policy	$ 396,215	$ 396,215	$ 396,215
Total	$ 396,215	$ 396,215	$ 396,215

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Basis Adjustment	$ 21,691
Total	$ 21,691

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Vaughn D. Bryson 719 Grove Place Vero Beach FL 32963	Treasurer	2.00	0	0	0
Nancy F. Bryson 719 Grove Place Vero Beach FL 32963	Secretary	1.00	0	0	0
William D.Bryson PO Box 13891 Gainesville FL 32604	Director	1.00	0	0	0
Jeffrey H. Thomasson 1171 N. Merdian St. Indianapolis IN 46204	Director	1.00	0	0	0
N. Catherine Bryson 408 Parkview Crescent Chapel Hill NC 27516	President	10.00	30,000	0	0