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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 R A Bryan Foundation Inc		A Employer identification number 56-6044320	
Number and street (or P O box number if mail is not delivered to street address) PO Drawer 919		B Telephone number (see instructions) (919) 734-8400	
City or town, state or province, country, and ZIP or foreign postal code Goldsboro, NC 275330919		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 18,614,672		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39	39	39	
	4 Dividends and interest from securities.	238,965	238,965	238,965	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 364,230			
	b Gross sales price for all assets on line 6a 1,720,426				
	7 Capital gain net income (from Part IV, line 2)		364,230		
	8 Net short-term capital gain			45,932	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> 316,753	316,753	316,753	
	12 Total. Add lines 1 through 11	919,987	919,987	601,689	
	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).	<input checked="" type="checkbox"/> 3,700			3,700
	c Other professional fees (attach schedule)	<input checked="" type="checkbox"/> 65,832	65,832	65,832	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 17,437	17,437	17,437	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	<input checked="" type="checkbox"/> 131	131	131	
	24 Total operating and administrative expenses. Add lines 13 through 23	87,100	83,400	83,400	3,700
	25 Contributions, gifts, grants paid	807,590			807,590
	26 Total expenses and disbursements. Add lines 24 and 25	894,690	83,400	83,400	811,290
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	25,297			
	b Net investment income (if negative, enter -0-)		836,587		
	c Adjusted net income (if negative, enter -0-)			518,289	

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	596,127	987,587	987,587
	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 (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)	14,146,425	13,780,263	17,627,085
	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)	14,742,552	14,767,850	18,614,672	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	14,742,552	14,767,850	
	30	Total net assets or fund balances (see page 17 of the instructions)	14,742,552	14,767,850	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,742,552	14,767,850	

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 14,742,552
2	Enter amount from Part I, line 27a	2 25,297
3	Other increases not included in line 2 (itemize) ▶ _____	3 1
4	Add lines 1, 2, and 3	4 14,767,850
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 14,767,850

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	Publicly traded securities	P	2011-01-01	2013-12-31
b	Publicly traded securities	P	2013-07-01	2013-12-31
c	Oppenheimer Developing Mkt(Distribution)	P	2011-01-01	2013-12-31
d	T Rowe Price Small Cap (Distribution)	P	2011-01-01	2013-12-31
e	New Perspective Fund (Distribution)	P	2000-11-24	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 1,440,760	0	1,251,209	189,551
b 150,920	0	104,988	45,932
c 9,897	0	0	9,897
d 39,972	0	0	39,972
e 78,878	0	0	78,878

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 0	0	0	189,551
b 0	0	0	45,932
c 0	0	0	9,897
d 0	0	0	39,972
e 0	0	0	78,878

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	364,230
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	45,932

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	794,448	15,114,948	0 052560
2011	617,748	15,814,727	0 039062
2010	866,109	14,294,074	0 060592
2009	713,806	12,237,922	0 058327
2008	735,158	16,271,949	0 045179

2 Total of line 1, column (d).	2	0 255720
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 051144
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	16,794,386
5 Multiply line 4 by line 3.	5	858,932
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,366
7 Add lines 5 and 6.	7	867,298
8 Enter qualifying distributions from Part XII, line 4.	8	811,290

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	16,732
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	16,732
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	16,732
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,200
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	13,200
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	3,532
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 0 Refunded	11	

Part VII-A Statements Regarding Activities			
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	Yes	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)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC			
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶R A BRYAN JR Telephone no ▶(919) 734-8400 Located at ▶400 Patetown Road Goldsboro NC ZIP +4 ▶27534			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
R A BRYAN JR	President	0	0	0
764 Lake Wackena Road Goldsboro, NC 27534	2 50			
STEPHEN C BRYAN	Director	0	0	0
104 Deerborn Drive Goldsboro, NC 27534	0 50			
R A BRYAN III	Director	0	0	0
801 Howes Point Place Wilmington, NC 28405	0 50			
ANN B HUFFMAN	Director	0	0	0
3119 Darien Drive Raleigh, NC 27607	0 50			
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

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.		0

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	
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	16,661,019
b	Average of monthly cash balances.	1b	389,119
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,050,138
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	17,050,138
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	255,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,794,386
6	Minimum investment return. Enter 5% of line 5.	6	839,719

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	839,719
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	16,732
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,732
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	822,987
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	822,987
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	822,987

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	811,290
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	811,290
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	811,290
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				822,987
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.				116,070
d From 2011.				
e From 2012.				64,999
f Total of lines 3a through e.	181,069			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 811,290				
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.				811,290
e Remaining amount distributed out of corpus				
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	181,069			
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				11,697
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	11,697			
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	169,372			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				104,373
c Excess from 2011. . . .				
d Excess from 2012. . . .				64,999
e Excess from 2013. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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))

R A BRYAN JR

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

NONE

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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


Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	807,590
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
3HC Home Health & Hospice 2402 Wayne Memorial Drive Goldsboro, NC 27534		Public	Medical	10,000
Alzheimer's NARFE Wayne County Chapter Goldsboro, NC 27530		Public	Medical	500
American Cancer Society Wayne County Chapter Goldsboro, NC 27530		Public	Medical	3,500
American Diabetes Association 2418 Blue Ridge Road Raleigh, NC 27607		Public	Medical	200
American Red Cross 600 N George St Goldsboro, NC 27530		Public	Charitable	40,000
Arts Council of Wayne County 102 N John Street Goldsboro, NC 27530		Public	Education	1,000
Arts NC State University 2450 Alumni Drive Raleigh, NC 27606		Public	Education	500
Barton College PO Box 5000 Wilson, NC 27893		Public	Education	5,000
Boy Scouts of America PO Box 1436 Goldsboro, NC 27533		Public	Charitable	500
Campbell University PO Box 567 Buies Creek, NC 27506		Public	Education	102,000
Carteret General Hospital Foundation 302 Medical Park Ct Morehead City, NC 28557		Public	Medical	100
Center Stage Theater 139 S Center Street Goldsboro, NC 27530		Public	Education	100
Christian Women's Job Corps 4700 Wrightsville Ave Wilmington, NC 28403		Public	Charitable	500
City of Goldsboro Willow Dale Cemetery Goldsboro, NC 27530		Public	Charitable	40,000
Communities in Schools 308 N William Street Goldsboro, NC 27530		Public	Education	1,000
Total  3a				807,590


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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Community Crisis Centers PO Box 171 Goldsboro, NC 27533		Public	Charitable	300
Community Soup Kitchen 112 W Oak Street Goldsboro, NC 27530		Public	Charitable	400
Crime Stoppers 308 N William Street Goldsboro, NC 27530		Public	Education	500
DillardGoldsboro Alumni & Friends Inc 801 Poplar Street Goldsboro, NC 27530		Public	Education	1,500
Duke Comprehensive Cancer Center DUMC Box 3917 Durham, NC 27710		Public	Medicine	40,000
Duke University Health System DUMC Box 3917 Durham, NC 27710		Public	Medicine	40,000
East Coast Church for The Store House PO Box 97 Newport, NC 28570		Public	Religion	100
Endtime Ministries Inc 2701 E President George Bush Hwy Plano, TX 75075		Public	Religion	5,000
Fellowship of Christian Athletes 740 Greenville Blvd Ste 400 Greenville, NC 27834		Public	Religion	600
First Baptist Church 125 S John Street Goldsboro, NC 27530		Public	Religion	29,800
First Baptist Church of Wilmington 505 N 5th Avenue Wilmington, NC 28401		Public	Religion	12,000
First Presbyterian Church 1101 E Ash Street Goldsboro, NC 27530		Public	Religion	20,000
Foundation of Wayne Community College 3000 Wayne Memorial Drive Goldsboro, NC 27534		Public	Education	500
Free Camp Ministries 900 S Nelson Street Amarillo, TX 79104		Public	Religion	100
George Smedes Poyner Foundation 4412 Delta Lake Dr Raleigh, NC 27612		Public	Charitable	50
Total  3a				807,590


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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Gods Pit Crew 2499 N Main Street Danville,VA 24540		Public	Religion	100
Greater Wayne Childrens Foundation 2706 Medical Office Place Goldsboro,NC 27534		Public	Education	3,000
Independent College Fund 879-A Washington St Raleigh,NC 27605		Public	Education	1,500
Kappa Sigma Endowment Fund PO Box 5643 Charlottesville,VA 22905		Public	Education	190
Kitty Askin Hospice Center 107 Handley Park Court Goldsboro,NC 27534		Public	Medical	100
Krispy Kreme Challenge Campus Box 7009 Raleigh,NC 27695		Public	Education	200
Macular Degeneration Research PO Box 1952 Clarksburg,MD 20871		Public	Medical	100
Mount Olive University 634 Henderson Street Mount Olive,NC 28365		Public	Education	84,000
National Multiple Sclerosis PO Box 736 Bangor,ME 04402		Public	Medical	100
NC State University Foundation 2220 Hillsborough Street Raleigh,NC 27695		Public	Education	5,000
NC State School of Engineering 2450 Alumni Drive Raleigh,NC 27606		Public	Education	90,000
New St John AME Church 584 Pecan Road Dudley,NC 28333		Public	Religion	500
North Carolina Juvenile Services PO Box 776 Candor,NC 27229		Public	Charitable	300
North Carolina Symphony 3700 Glenwood Avenue Raleigh,NC 27612		Public	Education	6,000
O'Berry Center Foundation PO Box 1157 Goldsboro,NC 27533		Public	Charitable	500
Total  3a				807,590

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Old Waynesborough Commission 801 S US Highway 117 Bypass Goldsboro,NC 27530		Public	Education	500
Operation Santa Claus 804C Corporate Drive Goldsboro,NC 27534		Public	Charitable	200
Paramount Theater Foundation 139 S Center St Goldsboro,NC 27530		Public	Education	1,000
Protestant Preschool & Kindergarden 532 Country Day Road Goldsboro,NC 27530		Public	Education	100
Rye Foundation 3411 Healy Dr Ste B Winston Salem,NC 27103		Public	Charitable	5,000
Salvation Army 610 N William Street Goldsboro,NC 27530		Public	Charitable	700
Saulston United Methodist Church 4620 Wayne memorial Dr Goldsboro,NC 27534		Public	Religion	250
SNAP-NC PO Box 278 New Hill,NC 27562		Public	Charitable	500
Special Olympics NC PO Box 27728 Raleigh,NC 27611		Public	Charitable	300
The Elizabethan Gardens 1411 National Park Dr Manteo,NC 27954		Public	Education	100
The Jesse Helms Center Foundation PO Box 188 Wingate,NC 28174		Public	Education	600
The John William Pope Center 333 E Six Forks Rd Ste 150 Raleigh,NC 27609		Public	Charitable	500
The National MPS Society 733 Third Street New York,NY 10017		Public	Medical	4,000
The Summit Church 2335-114 Presidential Dr Durham,NC 27703		Public	Religion	200
Thurston Arthritis Research Campus Box 7280 Chapel Hill,NC 27599		Public	Medical	500
Total  3a				807,590

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNC Greensboro Spartan Club PO Box 26170 Greensboro, NC 27402		Public	Education	500
United Way of Wayne County 308 N William Street Goldsboro, NC 27530		Public	Charitable	36,600
Vidant Medical Center Foundation PO Box 8489 Greenville, NC 27835		Public	Medical	100,500
WATCH 2700 Wayne Memorial Dr Goldsboro, NC 27534		Public	Medical	5,000
Wayne Country Day School 480 Country Day Road Goldsboro, NC 27530		Public	Education	100,500
Wayne County 4-H 208 W Chestnut Street Goldsboro, NC 27530		Public	Education	100
Wayne County Chamber of Commerce 308 N William Street Goldsboro, NC 27530		Public	Charitable	2,000
Wounded Warrior Project PO Box 758540 Topeka, KS 66675		Public	Charitable	100
Young Life 1104 E Ash Street Goldsboro, NC 27530		Public	Charitable	500
Total  3a				807,590

TY 2013 Accounting Fees Schedule

Name: R A Bryan Foundation Inc

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas R Howell, CPA, PLLC Preparation of 990- PF	3,700			3,700

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: R A Bryan Foundation Inc

EIN: 56-6044320

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly traded securities		Purchased			1,720,426	1,356,196			364,230	

**TY 2013 Investments Corporate
Stock Schedule****Name:** R A Bryan Foundation Inc**EIN:** 56-6044320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
@ Wells Fargo Advisors (0337)	10,817,708	13,713,499
General Electric Company	36,875	42,045
Hartford Director Annuity	1,531,146	1,892,089
Lincoln National Corporation	50,567	69,481
Merck & Co	17,784	28,829
New Perspective Fund	1,221,014	1,784,172
Royal Dutch Petroleum	32,869	42,762
Wells Fargo Company	72,300	54,208

TY 2013 Other Expenses Schedule

Name: R A Bryan Foundation Inc

EIN: 56-6044320

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment expenses	131	131	131	

TY 2013 Other Income Schedule

Name: R A Bryan Foundation Inc

EIN: 56-6044320

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Hartford Life & Annuity	316,753	316,753	316,753

TY 2013 Other Increases Schedule

Name: R A Bryan Foundation Inc

EIN: 56-6044320

Description	Amount
Rounding	1

TY 2013 Other Professional Fees Schedule

Name: R A Bryan Foundation Inc

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wells Fargo, N A Investment advisors	65,832	65,832	65,832	

TY 2013 Taxes Schedule**Name:** R A Bryan Foundation Inc**EIN:** 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes	4,448	4,448	4,448	
Federal excise taxes	12,989	12,989	12,989	

TY 2013 IRS Payment**Name:** R A Bryan Foundation Inc**EIN:** 56-6044320**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 3,532**Cents:****Requested Payment Date:** 2014-05-15**Taxpayer's Daytime Phone** (919) 734-8400
Number: