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

2014

Open to Public Inspection

For calendar year 2014 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 ☒ 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) ▶ $ 15,035,654

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

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

	Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	27,776	27,776	27,776	
	4	Dividends and interest from securities	307,137	307,137	307,137	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	699,259			
	b	Gross sales price for all assets on line 6a 4,209,101				
	7	Capital gain net income (from Part IV, line 2)		699,259		
	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	7,990	7,990	7,990	
	12	**Total.** Add lines 1 through 11	1,042,162	1,042,162	342,903	
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	3,173	1,269	1,269	1,904
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	5,720	2,288	2,288	3,432
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	-14,085	3,669	3,669	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	33,684	33,684	33,684	
	24	**Total operating and administrative expenses** Add lines 13 through 23	58,492	52,910	52,910	23,336
	25	Contributions, gifts, grants paid	172,250			172,250
	26	**Total expenses and disbursements** Add lines 24 and 25	230,742	52,910	52,910	195,586
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	811,420			
	b	**Net investment income** (if negative, enter -0-)		989,252		
	c	**Adjusted net income** (if negative, enter -0-)			289,993	

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For Paperwork Reduction Act Notice, see instructions.

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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	139,492	92,258	92,258
	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	9,177,644	10,037,982	14,547,181
	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)	9,713,351	10,526,455	15,035,654
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	9,713,351	10,526,455	
	30	**Total net assets or fund balances** (see instructions)	9,713,351	10,526,455	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,713,351	10,526,455	

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	9,713,351
2	Enter amount from Part I, line 27a	2	811,420
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	1,684
4	Add lines 1, 2, and 3	4	10,526,455
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	10,526,455

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	213,572		227,629	-14,057
b	3,820,475		3,282,213	538,262
c	1,411			1,411
d	4,436			4,436
e	169,207			169,207

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				-14,057
b				538,262
c				1,411
d				4,436
e				169,207

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 } 2 699,259

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))
2013	862,565	12,791,917	0.067430
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

2	Total of line 1, column (d)	2	0.322249
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	0.064450
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,241,714
5	Multiply line 4 by line 3	5	917,878
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,893
7	Add lines 5 and 6	7	927,771
8	Enter qualifying distributions from Part XII, line 4	8	195,586

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 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	19,785
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	19,785
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	19,785
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,400		
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	12,400
8	Enter any **penalty** for underpayment of estimated tax Check here X if Form 2220 is attached			8	111
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	7,496
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 2015 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 2014 or the taxable year beginning in 2014 (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 2014, 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 FinCEN Form 114, (formerly 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?	☐ 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014)	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 2014?		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 4945(d)(4)(A)? (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

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

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	13,829,126
b	Average of monthly cash balances			1b	62,521
c	Fair market value of all other assets (see instructions)			1c	566,946
d	**Total** (add lines 1a, b, and c)			1d	14,458,593
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	14,458,593
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	216,879
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	14,241,714
6	**Minimum investment return.** Enter 5% of line 5			6	712,086

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	712,086
2a	Tax on investment income for 2014 from Part VI, line 5	2a	19,785		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,785
3	Distributable amount before adjustments Subtract line 2c from line 1			3	692,301
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	692,301
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	692,301

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	195,586
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	195,586
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	195,586

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7					692,301
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only					
b	Total for prior years 20 _____ , 20 _____ , 20 _____					
3	Excess distributions carryover, if any, to 2014					
a	From 2009	105,124				
b	From 2010	82,972				
c	From 2011					
d	From 2012					
e	From 2013	247,461				
f	**Total** of lines 3a through e		435,557			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 195,586					
a	Applied to 2013, 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 2014 distributable amount					195,586
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))		435,557			435,557
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5					
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 2013 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					61,158
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a					
10	Analysis of line 9					
a	Excess from 2010					
b	Excess from 2011					
c	Excess from 2012					
d	Excess from 2013					
e	Excess from 2014					

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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

Form 990-PF (2014) Bryson Foundation Limited 35-1854017 Page 11

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				172,250
Total			▶ 3a	172,250
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	27,776	
4 Dividends and interest from securities			14	307,137	
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	7,990	
8 Gain or (loss) from sales of assets other than inventory			18	699,259	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,042,162	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,042,162

(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	

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

▶ Nancy Catherine Bryan
Signature of officer or trustee

5·15·15
Date

▶ President
Title

Paid Preparer Use Only

Print/Type preparer's name: Ned P. Curtis, C.P.A.	Preparer's signature: Ned P Curtis	Date: 05/11/15	Check if self-employed
Firm's name ▶ Curtis, Miller & Associates, P.A.		PTIN	P00123847
Firm's address ▶ 3055 Cardinal Drive, Suite 202 Vero Beach, FL 32963		Firm's EIN ▶	59-2744719
		Phone no	772-234-8400

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Deposits	$ 251	$ 251	$ 251
Saville Row Private European	7,739	7,739	7,739
Total	$ 7,990	$ 7,990	$ 7,990

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 5,720	$ 2,288	$ 2,288	$ 3,432
Total	$ 5,720	$ 2,288	$ 2,288	$ 3,432

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax-refund	$ -17,754	$	$	$
Foreign Taxes Withheld	3,669	3,669	3,669	
Total	$ -14,085	$ 3,669	$ 3,669	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Investment Fees	33,684	33,684	33,684	
Bank Charges				
Total	$ 33,684	$ 33,684	$ 33,684	$ 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	$ 9,177,644	$ 10,037,982	Cost	$ 14,547,181
Total	$ 9,177,644	$ 10,037,982		$ 14,547,181

Federal Statements

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 3 - Other Increases

Description	Amount
Basis Adjustment	$ 1,684
Total	$ 1,684

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	0.00	30,000	0	0
Nancy F. Bryson 719 Grove Place Vero Beach FL 32963	Secretary	0.00	0	0	0
William D.Bryson PO Box 13891 Gainesville FL 32604	Director	0.00	0	0	0
Jeffrey H. Thomasson 1171 N. Merdian St. Indianapolis IN 46204	Director	0.00	0	0	0
N. Catherine Bryson 408 Parkview Crescent Chapel Hill NC 27516	President	0.00	0	0	0

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/14

FEDERAL STATEMENTS

Part XV Supplementary Information

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)				
Alachua Conservation Trust, Gainesveill, FL	None	Private	Unrestricted	$ 15,000 00
American School of London, England	None	Private	Unrestricted	$ 500 00
Atlantic Classical Orchestra, Vero Beach, FL	None	Private	Unrestricted	$ 5,000 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, Chapel Hill, NC	None	Private	Unrestricted	$ 250 00
Civic Media Center, Gainesville, FL	None	Private	Unrestricted	$ 2,000 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
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	$ 5,000 00
Indian River Land Trust, FL	None	Private	Unrestricted	$ 10,000 00
Indian River Symphonic Association, Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
Interfaith Council, Chapel Hill NC	None	Private	Unrestricted	$ 1,000 00
Kidzu Children's Museum, Chapel Hill, NC	None	Private	Unrestricted	$ 10,000 00
McLaren Northern Michigan Fdn, Petoskey, MI	None	Private	Unrestricted	$ 5,000 00
National MPS Society, Durham, NC	None	Private	Unrestricted	$ 10,000 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 Inc , Vero Beach, FL	None	Private	Unrestricted	$ 5,000 00
United Way North Central Florida, 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	$ 50,000 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

$ 172,250.00

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/14
Attachment to Schedule D

Date of Purchase	Investment	Cost or Acquistion Value	Purchase Shares	Purchase Amount	Date Sold	Sales Shares	Proceed Amount	Gain/ (loss)	
2003	Artisan Intl Equity Fd	67,806.84	-	-	12/15/2014	3,353.454	100,000.00	32,193 16	
12/30/2010	Eaton Vance Global Macro Absc	128,601.61	-	-	3/19/2014	12,473 483	116,128.13	(12,473 48)	
12/30/2010	Eaton Vance Global Macro Absc	100,000 00	-	-	3/19/2014	9,746.589	90,740 74	(9,259.26)	
12/30/2010	Eaton Vance Global Macro Absc	60,000 00	-	-	3/19/2014	5,830 904	54,285 72	(5,714.28)	
1/19/2011	Ell Global Property Funds	141,278.11	-	-	12/15/2014	9,073 739	166,049.42	24,771 31	
5/4/2012	Ell Global Property Funds	489,000 00	-	-	12/15/2014	30,658.307	561,047 02	72,047.02	
5/2/2011	Schwab S&P 500 select	298,832 28	-	-	12/15/2015	16,609 116	528,834.25	230,001.97	
2003	Pimco Total Return Fd	323,957 26	-	-	10/10/2014	29,666.416	324,847 26	890.00	
11/6/2009	Pimco Total Return Fd	185,931 09	-	-	10/10/2014	16,720.422	183,088 62	(2,842 47)	
2/28/2012	Pimco Unconstrained Bd	152,631 99	-	-	10/10/2014	13,249.304	149,584 64	(3,047 35)	
6/6/2013	Pimco Unconstrained Bd	210,262.07	-	-	10/10/2014	18,251 916	206,064.13	(4,197.94)	
6/6/2013	Pimco Unconstrained Bd	42,300 00	-	-	10/10/2014	3,750.000	42,337 50	37 50	
7/26/2013	Touchstone Sands Capital Grow	628,827.37	-	-	12/15/2014	36,795 048	802,500 00	173,672.63	
8/14/2012	AT&T Corp	5,002 08	-	-	3/5/2014	200 000	6,388.91	1,386.83	
3/20/2009	AT&T Corp	14,048 45	-	-	3/5/2014	500.000	15,972 27	1,923.82	
9/20/2010	AT&T Corp	10,259.91	-	-	3/5/2014	300.000	9,583.36	(676 55)	
11/19/2011	BCE Inc	8,670 34	-	-	3/5/2014	200.000	8,678.40	8.06	
10/24/2012	Cameron Intnl	40,026 49	-	-	2/14/2014	700.000	41,508.32	1,481.83	
7/29/2013	Cameron Intnl	14,288.20	-	-	2/14/2014	250.000	14,824 40	536.20	ST
11/21/2013	Cenovus Energy(spinoff frm Encana	23,156.66	-	-	12/17/2014	800 000	14,014 43	(9,142 23)	
12/17/2009	Cenovus Energy	10,631.43	-	-	12/17/2014	300 000	5,255 41	(5,376 02)	
2/16/2011	Cenovus Energy	22,167.90	-	-	12/17/2014	600.000	10,510.82	(11,657.08)	
3/22/2011	Cenovus Energy	14,475 95	-	-	12/17/2014	500.000	8,759.02	(5,716.93)	
3/5/2014	Chevron Corp	-	300.000	34,821.71	8/8/2014	300 000	38,112 27	3,290 56	ST
6/20/2013	Exxon Mobil	5,606 00	-	-	8/5/2014	100 000	10,068.10	4,462.10	
10/26/2005	Exxon Mobil	11,370 00	-	-	4/9/2015	200 000	19,535 75	8,165 75	
10/28/2005	Exxon Mobil	11,622 86	-	-	4/9/2015	200.000	19,535 75	7,912.89	
7/12/2010	Exxon Mobil	8,984 08	-	-	2/18/2014	150 000	14,139 07	5,154.99	
3/5/2014	FMC Technologies	-	500 000	25,180 65	10/14/2014	500 000	26,020.47	839 82	ST
3/19/2009	ITC Holdings	2,538 31		-	7/8/2014	100.000	3,573 51	1,035.20	
5/2/2014	Lyondellbasell	-	100.000	9,127 12	6/5/2014	100.000	10,000 80	873 68	ST
6/13/2013	Northeast Utilities	18,671.65	-	-	10/24/2014	425 000	20,271 94	1,600.29	
3/5/2014	Northeast Utilities	-	400.000	17,797 68	10/24/2014	400 000	19,079 47	1,281 79	ST
12/1/2014	California Res Corp	-	300.000	2,387 53	12/4/2014	300 000	1,949 92	(437.61)	
12/1/2014	California Res Corp	-	40 000	353.71	12/4/2014	40 000	259 99	(93.72)	ST
8/21/2013	Oneok Inc	22,364 66	-	-	3/5/2014	500 000	29,682.03	7,317 37	ST
4/14/2014	Portland Gen Elec Co	-	900.000	29,219 54	10/17/2014	900 000	31,005.97	1,786 43	ST

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/14
Attachment to Schedule D

Date of Purchase	Investment	Cost or Acquistion Value	Purchase Shares	Purchase Amount	Date Sold	Sales Shares	Proceed Amount	Gain/ (loss)	
2/14/2014	Scana Corp	-	1,000.000	47,971.20	8/21/2014	1,000.000	50,107.99	2,136.79	ST
12/11/2006	South Jersey Industries	11,017 20	-	-	3/4/2014	300.000	16,768 16	5,750.96	
10/19/2009	South Jersey Industries	14,139 72	-	-	3/4/2014	300.000	16,768.16	2,628.44	
9/21/2010	South Jersey Industries	4,850 52	-	-	3/4/2014	100 000	5,589.39	738.87	
6/5/2012	Telus Corp Com	20,318 46	-	-	7/11/2014	600 000	21,521 79	1,203.33	
3/5/2014	Telus Corp Com	-	300.000	10,695.35	7/11/2014	300.000	10,760.89	65 54	ST
2/25/2013	Transcanada	28,389 53	-	-	12/17/2014	650 000	29,330.64	941.11	
5/24/2011	Transcanada	4,331.96	-	-	7/11/2014	100.000	4,639 33	307.37	
3/29/2012	Transcanada	22,589 94	-	-	3/5/2014	500.000	22,984.57	394 63	
1/25/2012	Union PAC Corp	9,380.15		-	9/23/2014	150.000	16,403 89	7,023.74	
2/21/2013	VodaFone Group	50,532 60	-		9/23/2014	682 500	21,885.24	(28,647 36)	ST
9/18/2013	VodaFone Group	17,958.15	-	-	6/27/2014	407.500	13,044.40	(4,913.75)	ST
2/17/2012	Williams Cos	10,970 37	-	-	3/5/2014	368 000	15,179 74	4,209.36	
1/25/2012	Williams Cos	2,919 89	-	-	4/7/2014	100 000	4,041 22	1,121 33	
2/23/2012	Williams Cos	10,794.02	-	-	3/5/2014	332.000	13,694.76	2,900.75	
11/23/2012	Wisconsin Energy Corp	9,288 76	-	-	5/6/2014	375 000	17,830 97	8,542 21	
5/25/2010	Wisconsin Energy Corp	8,032.78	-	-	2/28/2014	275 000	12,036 14	4,003 36	
5/25/2010	Wisconsin Energy Corp	3,651 26			5/6/2014	125.000	5,943.66	2,292.40	
8/19/2013	Wisconsin Energy Corp	25,697 81	-	-	2/11/2014	625.000	26,901 91	1,204 10	ST
8/19/2013	Wisconsin Energy Corp	4,111 65			2/28/2014	100.000	4,376.78	265.13	ST
		3,332,288 35		177,554.49			4,034,047.42	524,204 58	

Short Term	**$ 213,571.99**	**$ (14,057.42)**
Long Term	**$ 3,820,475.42**	**$ 538,261.99**
Total Gain/Loss		**$ 524,204.58**

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	123,952 98	123,952.98	1,509,225 24
Abbott Labs	366,694 88	366,694.88	1,309,136 58
Abbvie Inc Com	320,550 81	320,550.81	1,533,979.04
Aberdeen Asia Bond	200,000.00	200,000.00	176,731 79
AQR Managed Futures Fd	400,000 00	400,000.00	619,029 96
AQR Managed Futures Fd	0 00	224,000.00	-
ARIAD Pharmaceuticals	570,437.50	570,437.50	618,300 00
Artisan Intl Equity Fd	355,068.17	355,068.17	551,118 51
Artisan Intl Equity Fd	75,000.00	7,193.16	
Blackrock Strategicl Inc Opp	-	397,986.27	663,266 03
Blackrock Strategic Inc Opp	-	275,000.00	
Dodge & Cox Income	-	507,935.88	503,550 82
Eaton Vance Global Macro Absolute Return	128,601 61	-	
Eaton Vance Global Macro Absolute Return	100,000.00	-	
Eaton Vance Global Macro Absolute Return	60,000 00	-	
EII Global Property Funds	141,278 11	-	
EII Global Property Funds	489,000.00	-	
Harbor Intnl Fd	425,019.99	425,019.99	511,002.13
Fidelity Conservative Inc Bd Fd	-	500,000.00	500,000.00
Huber Capital Small Cap Value Fd	164,323 74	164,323.74	173,487.94
JP Morgan Alerian MLP Index	149,379.89	149,379.89	386,853 05
JP Morgan Alerian MLP Index	149,702.40	149,702.40	
JP Morgan Inflation Bd Select	-	382,600.00	380,002.32
Matthew Asian Grwth & Income	100,000.00	100,000.00	271,560.36
Matthew Asian Grwth & Income	150,000 00	150,000.00	
Parametric Tax Mgd Emerging Mkts	234,167.50	234,167.50	218,952 55
Robeco Boston Prtns Lg/Sh Research	400,000.00	400,000.00	658,900.62
Robeco Boston Prtns Lg/Sh Research	-	224,000.00	-
RS Global Natural Resources Fd	150,000 00	150,000.00	350,131 22
RS Global Natural Resources Fd	-	55,000.00	
RS Global Natural Resources Fd	-	228,100.00	
Schwab S&P 500 select	298,832 28	-	
Pimco Total Return Fd	323,957 26	-	
Pimco Total Return Fd	185,931.09	-	
Pimco Unconstrained Bd	152,631.99	-	
Pimco Unconstrained Bd	210,262 07	-	
Pimco Unconstrained Bd	42,300.00	-	
Touchstone Sands Capital Growth	889,247.08	260,419.71	339,048.48
Whitebox Tactical Opp	-	261,154.59	659,073 56
Whitebox Tactical Opp	-	95,000.00	
Whitebox Tactical Opp	-	325,000.00	
AT&T Corp	5,002 08	-	
AT&T Corp	14,048.45	-	
AT&T Corp	10,259 91	-	
American Tower	16,037 88	16,037 88	108,735.00
American Tower	5,038.86	5,038.86	
American Tower	17,693.20	17,693 20	
American Tower	17,976 40	17,976.40	
American Water	8,555 72	8,555 72	98,605 00
American Water	4,344 44	4,344 44	

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
American Water	22,022 00	22,022.00	
American Water Works Co	-	6,771.18	
ATMOS Energy Corp	-	40,104.52	44,592.00
Berkshire Hathaway Inc	30,825.67	30,825 67	165,165 00
Berkshire Hathaway Inc	12,978 84	12,978 84	
Berkshire Hathaway Inc	3,108 89	3,108.89	
Berkshire Hathaway Inc	3,509.88	3,509 88	
Berkshire Hathaway Inc	-	34,617.35	
BP	-	15,222.71	11,436 00
BCE Inc	26,040.64	26,040 64	36,688.00
BCE Inc	8,670.34	-	
Cameron Intnl	40,026 49	-	
Cameron Intnl	14,288.20	-	
BT Group	-	20,673 35	24,796 00
BT Group	6,168.23	6,168.23	
Cenovus Energy(spinoff frm Encana)	23,156 66	-	
Cenovus Energy	10,631 43	-	
Cenovus Energy	22,167 90	-	
Cenovus Energy	14,475.95	-	
Charter	-	15,375.63	83,310 00
Charter	-	23,615.19	
Charter	-	7,807 65	
Charter	-	32,002 84	
Chevron Corp	-	-	
Comcast Corp	6,464.01	6,464 01	101,517.50
Comcast Corp	6,475 32	6,475.32	
Comcast Corp	28,503.20	28,503 20	
DTE Energy	32,158.08	32,158.08	95,007.00
DTE Energy	31,375.20	31,375.20	
Dominion Resources Inc	62,445.68	62,445.68	84,590 00
Exxon Mobil	22,424 00	16,818.00	27,735 00
Exxon Mobil	11,370 00	-	
Exxon Mobil	11,622 86	-	
Exxon Mobil	8,984 08	-	
Haliburton Co	-	11,428.98	7,866.00
Hess Corp	37,898 75	37,898 75	59,056.00
Hess Corp	-	24,013.94	
ITC Holdings	29,221.28	29,221.28	117,247.00
ITC Holdings	7,614 93	5,076 62	
ITC Holdings	6,931 07	6,931 07	
Liberty Global PLC	38,128 65	38,128 65	70,049.50
Liberty Global PLC	-	18,638 65	
Lyondellbasell	-	38,191 80	31,756 00
NRG Energy Inc	-	14,768.45	13,475.00
Nextera Energy Inc	30,663.00	30,663 00	95,661.00
Nextera Energy Inc	39,375 60	39,375 60	
Northeast Utilities	18,671.65	-	
One Gas Inc *(spin off)*	-	3,246 39	5,152.50
Occidental Pete Corp	-	9,563.75	68,518 50
Occidental Pete Corp	32,158.91	31,030 16	

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
Occidental Pete Corp	16,824.64	16,179.64	
Occidental Pete Corp	17,749.08	17,104.08	
Oneok Inc	25,611.05	-	
Pinnacle West	16,640.00	16,640 00	40,986 00
Pinnacle West	3,496 13	3,496.13	
Pioneer Natural	-	16,221 79	59,540.00
Pioneer Natural	-	12,967.60	
Pioneer Natural	-	22,505 31	
Pioneer Natural	-	22,997 42	
Reaves Utility Income Fd	43,938.00	43,938 00	59,130 00
Royal Dutch Shell	-	4,159.99	3,347 50
Schlumberger	-	11,451 87	68,328.00
Schlumberger	10,929 40	10,929 40	
Schlumberger	14,438 34	14,438.34	
Schlumberger	26,053.44	26,053.44	
Sempra Energy	-	9,660.98	33,408 00
Sempra Energy	-	18,926 96	
South Jersey Industries	8,750.25	8,750.25	41,251.00
South Jersey Industries	6,634.16	6,634.16	
South Jersey Industries	18,362.00	7,344.80	
South Jersey Industries	14,139.72	-	
South Jersey Industries	4,850.52	-	
Telus Corp Com	20,318.46	-	
Time Warner	-	21,556 15	45,618 00
Time Warner	-	22,581.82	
Transcanada	28,389.53	-	
Transcanada	4,458 90	-	
Transcanada	22,463 00	-	
Union PAC Corp	30,263.67	30,263 67	125,086 50
Union PAC Corp	11,281 43	11,281 43	
Union PAC Corp	25,013.74	15,633.59	
Verizon Communications	66,650 55	90,967 53	98,284 78
Verizon Communications	-	3,681 55	
VodaFone Group	50,532 60	-	
VodaFone Group	17,958 15	-	
Williams Cos	-	4,542.73	80,892 00
Williams Cos	14,905 40	3,935.03	
Williams Cos	9,499.74	9,499.74	
Williams Cos	17,151.90	17,151.90	
Williams Cos	14,599.45	11,679.56	
Williams Cos	13,004 84	2,210 82	
Wisconsin Energy Corp	9,288 75	-	
Wisconsin Energy Corp	11,684 04	-	
Wisconsin Energy Corp	29,809.46	-	
Savile Row Private European Credit LLC	103,430 00	170,731.00	170,731 00
Money Market	292,669.73	436,269.94	436,269.94
TOTAL Securities:	9,177,643.75	10,037,981.75	14,547,180.92