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
2016
Open to Public Inspection

For calendar year 2016 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) ▶ $ 14,336,076

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))

	Line	Description	(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)	1,003,679			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	26,539	26,539	26,539	
	4	Dividends and interest from securities	304,219	304,219	304,219	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	20,987			
	b	Gross sales price for all assets on line 6a 4,509,844				
	7	Capital gain net income (from Part IV, line 2)		20,987		
	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	-3,593	-3,593	-3,593	
	12	**Total.** Add lines 1 through 11	1,351,831	348,152	327,165	
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	3,120	1,248	1,248	1,872
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	7,465	2,986	2,986	4,479
	c	Other professional fees (attach schedule)				
	17	Interest	114	114	114	
	18	Taxes (attach schedule) (see instructions) Stmt 3	-3,123	1,578	1,578	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	45,032	45,032	45,032	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	82,608	62,958	62,958	24,351
	25	Contributions, gifts, grants paid	898,397			898,397
	26	**Total expenses and disbursements.** Add lines 24 and 25	981,005	62,958	62,958	922,748
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	370,826			
	b	**Net investment income** (if negative, enter -0-)		285,194		
	c	**Adjusted net income** (if negative, enter -0-)			264,207	

RECEIVED
JUL 08 2017
OGDEN, UT

SCANNED JUL

For Paperwork Reduction Act Notice, see instructions.

DAA

9-27 3

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash – non-interest-bearing	77,996	290,561	290,561
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	9,582,268	8,862,276	13,649,300
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)	10,056,479	9,549,052	14,336,076
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	10,056,479	9,549,052	
30	**Total net assets or fund balances** (see instructions)	10,056,479	9,549,052	
31	**Total liabilities and net assets/fund balances** (see instructions)	10,056,479	9,549,052	

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	10,056,479
2	Enter amount from Part I, line 27a	2	370,826
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,427,305
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	878,253
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 .	6	9,549,052

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 Worksheet			
b				
c				
d				
e				

	(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				
b				
c				
d				
e				

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				
b				
c				
d				
e				

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	20,987
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	-11,782

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))
2015	640,801	14,293,324	0.044832
2014	195,586	14,241,714	0.013733
2013	862,565	12,791,917	0.067430
2012	415,571	10,907,245	0.038100
2011	326,787	9,170,378	0.035635

2 **Total** of line 1, column (d)	2	0.199730
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	0.039946
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,257,179
5 Multiply line 4 by line 3	5	529,571
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,852
7 Add lines 5 and 6	7	532,423
8 Enter qualifying distributions from Part XII, line 4	8	922,748

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 ▶ [X] and enter 1% of Part I, line 27b			1	2,852
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	2,852
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	2,852
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,800		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	9,800
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,947
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 6,947 **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 2016 or the taxable year beginning in 2016 (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 2016, 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 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016.)*	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 2016?		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** No: 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	12,761,162
b	Average of monthly cash balances			1b	301,688
c	Fair market value of all other assets (see instructions)			1c	396,215
d	**Total** (add lines 1a, b, and c)			1d	13,459,065
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	13,459,065
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	201,886
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	13,257,179
6	**Minimum investment return.** Enter 5% of line 5			6	662,859

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	662,859
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,852		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,852
3	Distributable amount before adjustments Subtract line 2c from line 1			3	660,007
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	660,007
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	660,007

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	922,748
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	922,748
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	2,852
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	919,896

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

Form 990-PF (2016) Bryson Foundation Limited 35-1854017 Page 9

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					660,007
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				130,025	
b Total for prior years: 20 ___ , 20 ___ , 20 ___					
3 Excess distributions carryover, if any, to 2016.					
a From 2011					
b From 2012					
c From 2013					
d From 2014					
e From 2015					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 922,748					
a Applied to 2015, but not more than line 2a				130,025	
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 2016 distributable amount					660,007
e Remaining amount distributed out of corpus		132,716			
5 Excess distributions carryover applied to 2016 *(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		132,716			
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					0
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 2011 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		132,716			
10 Analysis of line 9					
a Excess from 2012					
b Excess from 2013					
c Excess from 2014					
d Excess from 2015					
e Excess from 2016	132,716				

DAA

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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 (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Schedule				898,397
Total			▶ 3a	898,397
b *Approved for future payment* N/A				
Total			▶ 3b	

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/16

FEDERAL STATEMENTS

Part XV Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
American Enterprise Institute, Washington DC	None	Private	Unrestricted	$ 1,000.00
American School of London, England	None	Private	Unrestricted	$ 500.00
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	$ 2,000 00
Civic Media Center, Gainesville, FL	None	Private	Unrestricted	$ 2,000.00
Davidson College, PA	None	Private	Unrestricted	$ 25,000 00
Forage Farms, Gainsesville, FL	None	Private	Unrestricted	$ 5,000.00
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
Indian River Community Foundation, FL	None	Private	Unrestricted	$ 5,000 00
Indian River Land Trust, FL	None	Private	Unrestricted	$ 10,000 00
Indian River Medical Center Vero Beach, FL	None	Private	Unrestricted	$ 50,000.00
Interfaith Council, Chapel Hill NC	None	Private	Unrestricted	$ 1,000 00
Learning Alliance, Vero Beach, FL	None	Private	Unrestricted	$ 10,000 00
McLaren Northern Michigan Fdn, Petosky, MI	None	Private	Unrestricted	$ 5,000.00
Oaks Academy, Murphy, NC	None	Private	Unrestricted	$ 25,000.00
National MPS Society, Durham, NC	None	Private	Unrestricted	$ 10,000 00
Orange County Partnership for Young Children, Chapel Hill, NC	None	Private	Unrestricted	$ 5,000 00
Phillips Performing Arts Center, Gainesville, FL	None	Private	Unrestricted	$ 2,500.00
Redlands Christian Migrant Assoc , Vero Beach, FL	None	Private	Unrestricted	$ 5,000.00
Saint Francis House, Gainesville, FL	None	Private	Unrestricted	$ 1,000 00
Stanford GSB	None	Private	Unrestricted	$ 1,000 00
Sun-Up ARC Inc , Vero Beach, FL	None	Private	Unrestricted	$ 5,000.00
UNC Clinical Genetics/Medical Foundation of NC	None	Private	Unrestricted	$ 400,000 00
UNC Dept of Neurology/Medical Foundation of NC	None	Private	Unrestricted	$ 250,000 00
UNC Educational Fndn-Basketball Chapel Hill, NC	None	Private	Unrestricted	$ 25,000 00
UNC (Property Tax Wilmington), NC	None	Private	Unrestricted	$ 11,896 81
United Way Greater Triangle, Raleigh, NC	None	Private	Unrestricted	$ 5,000 00
United Way North Central Florida, Gainesville, FL	None	Private	Unrestricted	$ 5,000 00
Vero Beach Museum of Art, Vero Beach, FL	None	Private	Unrestricted	$ 5,000.00
Walloon Lake Trust, MI	None	Private	Unrestricted	$ 500.00
WUFT Public Radio, Gainesville, FL 350	None	Private	Unrestricted	$ 500 00
WUNC Public Radio, Chapel Hill, NC	None	Private	Unrestricted	$ 500.00
				$ 898,396.81

Carolina for Kibera, Chapel Hill, NC -O/S CK #4081 *$ 1,000 00*

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	26,539	
4 Dividends and interest from securities			14	304,219	
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	-3,593	
8 Gain or (loss) from sales of assets other than inventory			18	20,987	
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		348,152	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 348,152

(See worksheet in line 13 instructions to verify calculations)

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

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

DAA

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

N. Catherine Bryson | 6.30.17 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Ned P. Curtis, C.P.A.	Ned P Curtis	06/12/17	
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

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2016

Name of the organization	Employer identification number
Bryson Foundation Limited	35-1854017

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions*

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the $33^{1}/_{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Bryson Foundation Limited

Employer identification number: 35-1854017

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Vaughn Bryson 719 Grove Place Vero Beach FL 32963	$ 1,003,679	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
Bryson Foundation Limited	35-1854017

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	12,733 Shares Eli Lilly & Co.	$ 1,003,679	10/18/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Bryson Foundation, Ltd.
FEIN: 35-1854017
Part II Balance Sheets
Form 990-PF Page 2

Investment	Beginning of Year	End Bal Cost Basis	Market Value
Abbott Labs	366,694.88	**366,694.88**	1,116,924 39
Abbvie Inc Com	320,550.81	**320,550.81**	1,467,875 42
Eli Lilly & Co-trnsf from Credit Suisse	123,952 98	**123,952.98**	1,608,979.80
Eli Lilly & Co-from Oxford	0 00	**121,218.16**	936,512 15
AQR Managed Futures Fd	400,000.00	**400,000.00**	358,806 54
AQR Managed Futures Fd	224,000 00	**224,000.00**	183,936.57
~~ARIAD Pharmaceuticals~~	~~570,437.50~~	-	
Artisan Intl Equity Fd	95,069.63	**95,069.63**	86,818.95
Artisan Intl Equity Fd	346,311.16	**346,311.16**	449,752.72
Blackrock Strategicl Inc Opp	397,986.27	-	
Blackrock Strategic Inc Opp	275,000 00	-	
Matthew Asian Grwth & Income	100,000 00	**100,000.00**	93,601 01
Matthew Asian Grwth & Income	150,000.00	**150,000.00**	131,492 36
Victory Global Natural Res Fd Y	175,000 00	-	
Victory Global Natural Res Fd Y	185,000 00	-	
Victory Global Natural Res Fd Y	150,000 00	-	
Victory Global Natural Res Fd Y	55,000 00	-	
Victory Global Natural Res Fd Y	166,393.59	-	
Victory Global Natural Res Fd Y	61,706.41	**61,706.41**	60,681.94
Victory Global Natural Res Fd Y		**281,071.00**	382,533 85
William Blair Macro Allocation Fd	517,400 00	**517,400.00**	516,492 28
Dodge & Cox Income	167,673 18	**167,673.18**	168,541 30
Dodge & Cox Income	130,000.00	**130,000.00**	127,467 53
Dodge & Cox Income	507,935 88	**507,935.88**	496,607 82
Dodge & Cox Income		**871,831.00**	884,853 12
Harbor Intnl Fd	95,069.63	-	
Harbor Intnl Fd	401,429.82	-	
Huber Capital Small Cap Value Fd	164,323.74	-	
JP Morgan Alerian MLP Index	149,379.89	-	
JP Morgan Alerian MLP Index	22,909 28	-	
JP Morgan Alerian MLP Index	126,793.12	**126,793.12**	257,684 72
JP Morgan Alerian MLP Index		**117,030.96**	
JP Morgan Inflation Bd Select	257,243 17	**257,243.17**	255,995 62
JP Morgan Inflation Bd Select	125,356 83	**(0.00)**	
Scout Core Plus Bond Fund CL I	-	**1,170,400.00**	1,111,328 42
Scout Core Plus Bond Fund CL I		**200,000.00**	189,043.59
Boston Prtns Lg/Sh Research	400,000 00	-	
Boston Prtns Lg/Sh Research	224,000 00	-	
Touchstone Sands Capital Growth	127,851 01	-	
American Tower	16,037.88	**16,037.88**	42,272 00
American Tower	5,038.86	**5,038.86**	10,568 00
American Tower	17,693 20	**7,582.80**	15,852.00
American Tower	17,976 40	-	
American Water Works Co	8,555.72	-	
American Water Works Co	4,344.44	-	
American Water Works Co	10,010.00	**9,009.00**	32,562 00
American Water Works Co		**13,188.90**	12,663.00
American Water Works Co	4,004.00	-	

Bryson Foundation, Ltd.
FEIN: 35-1854017
Part II Balance Sheets
Form 990-PF Page 2

Investment	Beginning of Year	End Bal Cost Basis	Market Value
American Water Works Co	8,008 00	-	
American Water Works Co	7,643 49	-	
American Water Works Co	6,771.18	-	
ATMOS Energy Corp	40,104 52	**40,104.52**	59,320 00
BCE Inc COM new ISIN	-	**47,842.13**	47,564 00
Berkshire Hathaway Inc	30,825.67	**30,825.67**	89,639 00
Berkshire Hathaway Inc	12,978 84	**12,978.84**	24,447.00
Berkshire Hathaway Inc	3,108 89	**3,108.89**	8,149.00
Berkshire Hathaway Inc	3,509 88	**3,509.88**	8,149 00
Berkshire Hathaway Inc	34,617.35	**34,617.35**	48,894.00
Cameron Intl	3,887.47	-	
Canadian Pac Ry Ltd	37,729.58	-	
Charter Communications	37,330.18	-	
Charter Comm Mergr w/TWC	78,801 31	**124,285.07**	198,088 96
Chevron Corp		**42,769.85**	58,850 00
Cimarex Energy Co		**27,654.86**	27,180.00
Cogent Communications	24,372 04	-	
Comcast Corp		**35,956.76**	41,430 00
Comcast Corp		**29,546.77**	37,977.50
Comcast Corp	21,400 33	**21,400.33**	24,167 50
Comcast Corp	6,464.01	**6,464.01**	24,167 50
Comcast Corp	3,237 66	**3,237.66**	10,357 50
Communications Sales & Lease		**45,051.72**	40,656 00
Contintal Res Inc		**33,603.95**	38,655.00
Crown Castle Intl		**17,377.52**	17,354 00
Crown Castle Intl		**8,548.58**	8,677 00
Crown Castle Intl	40,967.60	**40,967.60**	43,385 00
DTE Energy	16,242 82	**16,242.82**	19,702 00
DTE Energy	32,158.08	**32,158.08**	59,106 00
DTE Energy	31,375 20	**31,375.20**	49,255 00
Dominion Resources Inc	62,445 68	-	
Edison Intl		**13,643.50**	14,398 00
Edison Intl	20,645 87	**20,645.87**	25,196 50
Edison Intl		**24,043.63**	25,196 50
EOG Resources		**22,935.95**	25,275.00
Exelon Corp DTC		**0.00**	
Exxon Mobil	20,626 35	-	
Exxon Mobil	15,071.74	-	
Exxon Mobil	16,818 00	-	
Fortis Inc		**45,210.48**	44,096.64
Hess Corp	37,898 75	-	
Hess Corp	24,013 94	-	
ITC Holdings	3,480 27	-	
ITC Holdings	6,087.77	-	
ITC Holdings	23,133.51	-	
ITC Holdings	5,076.62	-	
ITC Holdings	6,931 07	-	
Level 3	14,880.29	**14,880.29**	16,908.00
Level 3	19,752.84	**19,752.84**	22,544 00
Level 3	20,410.00	**20,410.00**	22,544.00
Liberty Global PLC	36,245.73	-	

Bryson Foundation, Ltd.
FEIN: 35-1854017
Part II Balance Sheets
Form 990-PF Page 2

Investment	Beginning of Year	End Bal Cost Basis	Market Value
Liberty Global PLC	17,791.34	-	
Marathon Petroleum Corp		**10,915.88**	15,105.00
Marathon Petroleum Corp		**40,795.09**	55,385.00
Nextera Energy Ptnrs		**23,266.13**	22,986.00
Nextera Energy Ptnrs	13,217.65	**13,217.65**	12,770.00
Nextera Energy Ptnrs	13,785.10	**13,785.10**	12,770 00
Nextera Energy Inc	10,409 87	**10,409.87**	11,946 00
Nextera Energy Inc	30,663 00	**30,663.00**	47,784 00
Nextera Energy Inc	39,375 60	**39,375.60**	59,730 00
Pioneer Natural Resources, Co		**40,826.85**	58,522 75
Pioneer Natural Resources, Co		**27,034.12**	31,512.25
PPL Corp	22,028.77	-	
PPL Corp	19,192 72	-	
Reaves Utility-Exercised	14,394.00	**14,394.00**	18,426 00
Reaves Utility Income Fd	43,938.00	**43,938.00**	55,278 00
Royal Dutch Shell		**13,430.81**	16,314 00
Royal Dutch Shell		**13,476.65**	16,314.00
Royal Dutch Shell		**24,970.24**	24,471.00
Royal Dutch Shell	55,789.48	**55,789.48**	51,661.00
Royal Dutch Shell	4,159.99	**4,159.99**	2,719.00
Schlumberger Intl Merger	57.70	-	
Schlumberger Intl Merger	15,433.68	**15,433.68**	17,965 30
Schlumberger Intl	10,929.40	**10,929.40**	16,790.00
Schlumberger Intl	14,438 34	**14,438.34**	16,790 00
Schlumberger Intl	17,368.96	**8,684.48**	8,395 00
Sempra Energy		**9,552.37**	10,064 00
Sempra Energy	33,568 79	**33,568.79**	30,192 00
Sempra Energy	9,660.98	**9,660.98**	10,064.00
Sempra Energy	18,926 96	**18,926.96**	20,128 00
South Jersey Industries	8,750 25	**8,750.25**	20,214 00
South Jersey Industries	6,634 16	**4,975.62**	10,107.00
Southern Co		**54,497.30**	49,190 00
Time Warner	43,506.55	-	
T Mobile US, Inc		**4,159.13**	5,751.00
T Mobile US, Inc		**36,882.10**	57,510.00
Transcanada Corp		**46,093.61**	46,278.75
Union PAC Corp	30,263.67	**30,263.67**	62,208.00
Union PAC Corp	11,281.43	**11,281.43**	20,736.00
Union PAC Corp	15,633.59	-	
Verizon Communications	38,165 05	**38,165.05**	45,373.00
Williams Cos	17,334.56	-	
Williams Cos	4,542 73	-	
Williams Cos	3,935 03	-	
Williams Cos	9,499 74	-	
Williams Cos	17,151.90	-	
Williams Cos	11,679.56	-	
Williams Cos	2,210 82	-	
Money Market	301,731 33	**338,036.66**	338,036 66
	-	-	
Total Securities	9,406,632 51	8,693,638 68	13,480,663.41

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2016

For calendar year 2016, or tax year beginning , and ending

Name

Bryson Foundation Limited

Employer Identification Number

35-1854017

	(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)	See attached Schedule	P	Various	Various
(2)	See attached Schedule	P	Various	Various
(3)	Pass thru k-1	P	Various	Various
(4)	Pass thru k-1	P	Various	Various
(5)	Fidelity 427047 Cap Gain Dist			
(6)	Fidelity 526124 Cap Gain Dist			
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	380,485		393,603	-13,118
(2)	4,104,500		4,095,254	9,246
(3)	1,336			1,336
(4)	4,254			4,254
(5)	4,979			4,979
(6)	14,290			14,290
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				-13,118
(2)				9,246
(3)				1,336
(4)				4,254
(5)				4,979
(6)				14,290
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/16
Attachment to Schedule D

Date of Purchase	Investment	Date Sold	Sales Shares	(d) Proceeds (sales price)	(e) Cost (or other basis)	(h) Gain/ (loss)
Total Short Term Capital Gains and Losses						
6/24/2015	American Water Works Co	2/9/2016	150 0	9,621 18	7,643.49	1,977 69
9/23/2015	Cameron Intl	4/4/2016	300 0	19,823 38	19,378.85	444 53
3/4/2015	Canadian Pac Ry Ltd	2/3/2016	200 0	24,017 57	37,729.58	(13,712 01)
1/1/2016	Charter Comm Cash in Lieu	1/25/2016	0 1	14.75	13.08	1 67
4/28/2015	Charter Communications	1/25/2016	200.0	32,832 33	37,330.18	(4,497 85)
2/9/2016	Exelon Corp DTC	3/30/2016	1,800 0	62,754 76	58,144.10	4,610 66
11/4/2015	Exxon Mobil	1/19/2016	250.0	18,820 71	20,626.35	(1,805 64)
9/2/2015	Exxon Mobil	1/19/2016	200 0	15,056 57	15,071.74	(15 17)
10/16/2016	Fortis Inc	10/17/2016	0 8	25 87	25.33	0 54
9/15/2015	Harbor Intnl Fd	8/29/2016	1,511 9	92,559 86	95,069.63	(2,509 77)
8/17/2015	ITC Holdings	2/23/2016	100 0	4,045 44	3,480 27	565 17
6/23/2016	National Grid New ADR	10/14/2016	600 0	38,622 33	43,265 18	(4,642.85)
1/5/2016	PGE Corp	3/3/2016	400 0	22,675 66	21,623.12	1,052.54
4/5/2016	Schlumberger Intl Merger	4/6/2016	0 0	58 36	57 70	0.66
08/17/2016	Williams Cos	12/6/2016	1,300 0	39,556.68	34,144 56	5,412.12
	Total Short Term Capital Gains and Losses			**380,485.45**	**393,603.16**	**(13,117.71)**
Total Long Term Capital Gains and Losses						
1/14/2011	American Tower	3/2/2016	250.0	22,531.93	17,976.40	4,555.53
10/27/2010	American Tower	3/2/2016	200.0	18,025.54	10,110 40	7,915.14
3/5/2014	American Water Works Co	2/9/2016	150 0	9,621.18	6,771 18	2,850.00
8/6/2013	American Water Works Co	2/22/2016	400 0	25,832.15	8,555 72	17,276 43
7/14/2008	American Water Works Co	2/22/2016	50 0	3,229.02	1,001.00	2,228.02
6/2/2008	American Water Works Co	2/9/2016	200 0	12,828.24	4,344.44	8,483.80
7/14/2008	American Water Works Co	5/23/2016	400 0	29,064.44	8,008.00	21,056 44
7/14/2008	American Water Works Co	6/30/2016	200 0	16,333.02	4,004 00	12,329 02
11/26/2012	ARIAD Pharmaceuticals	1/12/2016	90,000.0	523,668.04	570,437.50	(46,769 46)
12/15/2014	Blackrock Strategic Inc Opp	3/29/2016	26,777 0	234,784.53	274,847 81	(40,063 28)
10/14/2014	Blackrock Strategicl Inc Opp	3/29/2016	38,827 9	398,303.23	397,765 59	537 64
12/15/2014	Boston Prtns Lg/Sh Research	3/29/2016	14,805 0	219,114 34	224,000 00	(4,885 66)
2/28/2013	Boston Prtns Lg/Sh Research	3/29/2016	28,288.5	418,670.44	400,000.00	18,670.44
1/1/2015	Charter Comm Cash in Lieu	1/25/2016	0 1	271 19	190.92	80.27
7/7/2014	Charter Communications	1/25/2016	175 0	28,728.28	28,002 49	725 79
2/4/2015	Cogent Communications	6/23/2016	650 0	26,050.72	24,372 04	1,678.68
2/1/2013	Dominion Resources Inc	7/15/2016	1,100 0	85,262.02	62,445 68	22,816.34
6/20/2013	Exxon Mobil	1/19/2016	300.0	22,584 85	16,818.00	5,766.85

Bryson Foundation Limited
EIN Number: 35-1854017
FYE: 12/31/16
Attachment to Schedule D

Date of Purchase	Investment	Date Sold	Sales Shares	(d) Proceeds (sales price)	(e) Cost (or other basis)	(h) Gain/ (loss)
8/14/2012	Harbor Intnl Fd	8/29/2016	7,450 4	456,116 06	401,429 82	54,686 24
3/5/2014	Hess Corp	8/22/2016	300 0	16,963 86	24,013 94	(7,050 08)
7/29/2010	Hess Corp	8/22/2016	500 0	28,273 11	37,898 75	(9,625.64)
6/27/2013	Huber Capital Small Cap Value Fd	1/7/2016	10,533 6	143,467 26	164,323.74	(20,856 48)
8/6/2013	ITC Holdings	2/23/2016	500.0	20,227 18	6,087 77	14,139 41
8/6/2013	ITC Holdings	10/17/2016	1,900.0	88,118 81	23,133.51	64,985 30
2/28/2012	ITC Holdings	2/23/2016	300 0	12,136 31	6,931.07	5,205 24
3/19/2009	ITC Holdings	2/23/2016	200 0	8,090 87	5,076.62	3,014 25
6/28/2013	JP Morgan Alerian MLP Index	8/31/2016	4,279 0	132,642.06	149,379.89	(16,737 83)
10/27/2010	JP Morgan Alerian MLP Index	8/31/2016	508 0	15,747.18	22,909.28	(7,162 10)
12/15/2014	JP Morgan Inflation Bd Select	8/29/2016	12,158 8	125,600 00	125,356 83	243.17
5/12/2014	Liberty Global PLC	3/9/2016	450.0	16,540 22	17,791 34	(1,251 12)
6/5/2012	Liberty Global PLC	3/9/2016	1,000 0	36,756 05	36,245.73	510.32
4/6/2015	PPL Corp	7/29/2016	700 0	25,954 98	22,028.77	3,926.21
3/25/2015	PPL Corp	7/29/2016	600.0	22,247 12	19,192 72	3,054.40
4/26/2012	Schlumberger Intl	11/25/2016	100.0	8,146 18	8,684 48	(538.30)
10/7/2005	South Jersey Industries	12/7/2016	100 0	3,279 86	1,658 54	1,621.32
11/3/2014	Time Warner	5/20/2016	300 0	30,000 00	22,228.29	7,771.71
7/26/2013	Touchstone Sands Capital Growth	1/7/2016	7,481 0	152,463.64	127,851.01	24,612.63
1/25/2012	Union PAC Corp	11/16/2016	250 0	24,484 44	15,633.59	8,850.85
5/27/2015	Victory Global Natural Res Fd Y	8/29/2016	6,457.6	147,490.79	175,000.00	(27,509.21)
4/1/2015	Victory Global Natural Res Fd Y	8/29/2016	7,492 9	171,138.11	185,000.00	(13,861 89)
12/15/2014	Victory Global Natural Res Fd Y	8/29/2016	6,243 6	142,603 05	166,393.59	(23,790.54)
5/19/2014	Victory Global Natural Res Fd Y	8/29/2016	1,435 7	32,790.38	55,000.00	(22,209.62)
11/29/2013	Victory Global Natural Res Fd Y	8/29/2016	3,562 9	81,377 67	150,000.00	(68,622.33)
1/13/2015	Williams Cos	12/6/2016	400.0	12,172 00	17,334.56	(5,162 56)
5/19/2014	Williams Cos	12/6/2016	100.0	3,043 00	4,542.73	(1,499 73)
2/23/2012	Williams Cos	12/6/2016	68 0	2,069 24	2,210 82	(141.58)
2/17/2012	Williams Cos	12/6/2016	132.0	4,016.76	3,935.03	81.73
1/25/2012	Williams Cos	12/6/2016	400.0	12,172.00	11,679.56	492 44
10/31/2011	Williams Cos	12/6/2016	600.0	18,258 00	17,151.90	1,106 10
10/25/2011	Williams Cos	12/6/2016	500 0	15,211 04	9,499 62	5,711.42
	Total Long Term Capital Gains and Losses			**4,104,500.39**	**4,095,254.67**	**9,245.72**

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Saville Row Private European	$ -3,593	$ -3,593	$ -3,593
Total	$ -3,593	$ -3,593	$ -3,593

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 7,465	$ 2,986	$ 2,986	$ 4,479
Total	$ 7,465	$ 2,986	$ 2,986	$ 4,479

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax-(refund)due	$ -4,701	$	$	$
Foreign Taxes Withheld	1,571	1,571	1,571	
Taxes K-1	5	5	5	
Foreign Taxes Withheld k-1	2	2	2	
Total	$ -3,123	$ 1,578	$ 1,578	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Investment Fees	38,457	38,457	38,457	
Bank Charges	15	15	15	
Investment Expenses K-1	4,823	4,823	4,823	
Investment Expenses K-1	1,737	1,737	1,737	
Total	$ 45,032	$ 45,032	$ 45,032	$ 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	$ 9,406,633	$ 8,693,639	Cost	$ 13,480,663
Savile Row Private Europen Credit	164,825	126,623	Cost	126,623
Savile Row Global PE WP Fund	10,810	42,014	Cost	42,014
Total	$ 9,582,268	$ 8,862,276		$ 13,649,300

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

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

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

Description	Amount
Basis Adjustment	$ 878,253
Total	$ 878,253

Federal Statements

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Vaughn D. Bryson 719 Grove Place Vero Beach FL 32963	Treasurer	2.00	0	0	0
Nancy F. Bryson 719 Grove Place Vero Beach FL 32963	Secretary	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	5.00	30,000	0	0