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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
R A BRYAN FOUNDATION INC

% STEPHEN C BRYAN

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO DRAWER 919

City or town, state or province, country, and ZIP or foreign postal code
GOLDSBORO, NC 275330919

A Employer identification number
56-6044320

B Telephone number (see instructions)
(919) 734-8400

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 20,802,580

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

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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,350	3,350	3,350	
	4	Dividends and interest from securities	295,901	295,901	295,901	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	657,051			
	b	Gross sales price for all assets on line 6a 1,702,406				
	7	Capital gain net income (from Part IV, line 2)		657,051		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	810	810	810	
	12	**Total.** Add lines 1 through 11	957,112	957,112	300,061	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,900	0	0	3,900
	c	Other professional fees (attach schedule)	81,179	81,179	81,179	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	35,055	35,055	35,055	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,418	3,418	3,418	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	123,552	119,652	119,652	3,900
	25	Contributions, gifts, grants paid	925,925			925,925
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,049,477	119,652	119,652	929,825
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-92,365			
	b	**Net investment income** (if negative, enter -0-)		837,460		
	c	**Adjusted net income**(if negative, enter -0-)			180,409	

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	842,992	1,019,962	895,569
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	14,093,399	13,824,064	19,907,011
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,936,391	14,844,026	20,802,580
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	14,936,391	14,844,026	
30	**Total net assets or fund balances** (see instructions)	14,936,391	14,844,026	
31	**Total liabilities and net assets/fund balances** (see instructions)	14,936,391	14,844,026	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,936,391
2	Enter amount from Part I, line 27a	2	-92,365
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,844,026
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,844,026

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	CAPITAL GAIN DIVIDENDS	P		
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	155,378		150,514	4,864
b	1,547,028		1,228,531	318,497
c				333,690
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				4,864
b				318,497
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	657,051
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 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))
2016	669,255	17,177,757	0 038961
2015	913,758	17,708,989	0 051599
2014	877,325	18,207,578	0 048185
2013	811,290	16,794,386	0 048307
2012	794,448	15,114,948	0 05256

2	**Total** of line 1, column (d)	2	0 239612
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 047922
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	19,115,292
5	Multiply line 4 by line 3	5	916,043
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,375
7	Add lines 5 and 6	7	924,418
8	Enter qualifying distributions from Part XII, line 4	8	929,825

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	8,375
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	8,375
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	8,375
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	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	15,900
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,525
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 7,525 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶STEPHEN C BRYAN Telephone no ▶(919) 734-8400

Located at ▶PO DRAWER 919 Goldsboro NC ZIP+4 ▶275330919

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 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2017?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?. ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

			Yes	No
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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN C BRYAN 104 DEERBORN DRIVE GOLDSBORO, NC 27534	PRESIDENT 2 5	0	0	0
R A BRYAN III 801 HOWES POINT PLACE WILMINGTON, NC 28405	DIRECTOR 0 5	0	0	0
ANN B HUFFMAN 3119 DARIEN DRIVE RALEIGH, NC 27607	DIRECTOR 0 5	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	18,580,020
b	Average of monthly cash balances.	1b	826,368
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	19,406,388
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	19,406,388
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	291,096
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,115,292
6	**Minimum investment return.** Enter 5% of line 5.	6	955,765

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	955,765
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	8,375		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	8,375
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	947,390
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	947,390
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	947,390

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	929,825
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	929,825
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	8,375
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	921,450

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				947,390
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			87,524	
b Total for prior years 2015 , 2014 , 2013				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 929,825				
a Applied to 2016, but not more than line 2a			87,524	
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 2017 distributable amount.				842,301
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 *(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	0			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				105,089
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 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013. . . .				
b Excess from 2014. . . .				
c Excess from 2015. . . .				
d Excess from 2016. . . .				
e Excess from 2017. . . . 0				

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 2017, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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 SEE ATTACHED GOLDSBORO, NC 27533		PC	SEE ATTACHED	925,925
Total . . . . ▶ **3a**				925,925
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	3,350	
4 Dividends and interest from securities. . . .			14	295,901	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	657,051	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a VARIOUS SMALL CLASS ACTION SETTLEMENTS			14	810	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				957,112	

13 Total. Add line 12, columns (b), (d), and (e). 13 957,112

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2018-05-09 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Wm James Black Jr				P00175233
Firm's name ▶ BATCHELOR TILLERY & ROBERTS LLP				Firm's EIN ▶
Firm's address ▶ 3605 GLENWOOD AVENUE SUITE 350 RALEIGH, NC 27612				Phone no (919) 787-8212

TY 2017 Accounting Fees Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	3,900			3,900

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

TY 2017 Depreciation Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

TY 2017 Investments Corporate Stock Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
@ WELLS FARGO ADVISORS	9,977,121	14,426,251
GENERAL ELECTRIC COMPANY	36,875	20,595
LINCOLN NATIONAL CORPORATION	50,567	86,857
MERCK & CO	17,784	46,035
NEW PERSPECTIVE FUND	1,659,221	2,547,443
ROYAL DUTCH PETROLEUM	32,869	51,190
WELLS FARGO COMPANY	72,300	69,842
@ CHARLES SCHWAB & CO	1,977,327	2,658,798

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491241002098

TY 2017 Other Expenses Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS OTHER	3,418	3,418	3,418	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491241002098

TY 2017 Other Income Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VARIOUS SMALL CLASS ACTION AWARDS, ETC	810	810	810

TY 2017 Other Professional Fees Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	81,179	81,179	81,179	

TY 2017 Taxes Schedule

Name: R A BRYAN FOUNDATION INC

EIN: 56-6044320

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	14,747	14,747	14,747	
EXCISE TAXES	20,308	20,308	20,308	

R A Bryan Foundation, Inc. **56-6044320**

Supplementary Schedule - Form 990PF Part XV Line 3

Grants and Contributions paid during the year

Year ended December 31, 2017

Recipient	Address	City/State	Zip	Status	Purpose	Amont
American Cancer Society	Wayne County Chapter	Goldsboro, NC	27530	Public	Medical	4,000
American Diabetes Association	PO Box 1834	Merrifield, VA	22116	Public	Medical	200
American Red Cross	600 N George Street	Goldsboro, NC	27530	Public	Charitable	50,000
Arts Council of Wayne County	102 N John Street	Goldsboro, NC	27530	Public	Charitable	11,000
Aviation Heritage Park	PO Box 1299	Bowling Green, KY	42102	Public	Charitable	2,000
Baptist Childrens Homes of NC	PO Box 338	Thomasville, NC	27533	Public	Religion	10,000
Boys and Girls Clubs of Wayne County	PO Box 774	Goldsboro, NC	28510	Public	Charitable	20,000
Camp Sea Gull & Camp Seafarer	2744 Seafarer Road	Arapahoe, NC	27701	Public	Charitable	5,000
Carolina Theater of Durham	309 West Morgan Street	Durham, NC	27530	Public	Charitable	500
Communities in Schools	PO Box 11557	Goldsboro, NC	27533	Public	Education	1,000
Community Soup Kitchen	PO Box 1064	Goldsboro, NC	75075	Public	Charitable	1,500
Cornerstone Lodge, Inc	2001 W Plano Parkway Suite 2300	Plano, TX	28328	Public	Religion	1,500
Creutzfeldt-Jakob Disease Foundation	Rowan Baptist Church 701 Rowan Road	Clinton, NC	27533	Public	Charitable	1,000
Crime Stoppers (Goldsboro/Wayne County)	PO Box 1116	Goldsboro, NC	27533	Public	Education	1,000
Elks Lodge 139	PO Box 1003	Goldsboro, NC	27533	Public	Charitable	500
Endtime Ministries, Inc	2701 East President George Bush Hwy Suite 100	Plano, TX	75075	Public	Religion	35,000
First Baptist Church	125 South John Street	Goldsboro, NC	27530	Public	Religion	50,900
First Baptist Church of Wilmington	411 Market Street	Wilmington,NC	28401	Public	Religion	15,000
Flynn Christian Home	409 North George Street	Goldsboro, NC	27530	Public	Religion	4,000
Freedom Baptist Church	2099 Tyndall Bridge Road	Salemburg, NC	28385	Public	Religion	1,000
Garland Christian Academy	1516 Lavon Drive	Garland, TX	75040	Public	Education	1,000
Goldsboro Family YMCA	1105 Parkway Drive	Goldsboro, NC	27534	Public	Charitable	1,000
Greater Neuse FCA	PO Box 2002	Goldsboro, NC	27533	Public	Charitable	2,500
Greater Wayne Childrens Foundation	2706 Medical Office Place	Goldsboro, NC	27534	Public	Charitable	4,000
H G D C Community Crisis Center	PO Box 171	Goldsboro, NC	27533	Public	Charitable	500
High Point University/Office of Institutnl Advc	One University Pkwy, Drawer 29	High Point, NC	27268	Public	Education	5,000
Independent College Fund	530 N Blount Street	Raleigh, NC	27604	Public	Education	1,125
Jesse Helms Center Foundation	PO Box 188	Wingate, NC	28174	Public	Charitable	500
John Locke Foundation	200 W Morgan Street, Suite 200	Raleigh, NC	27601	Public	Charitable	250
Macular Degeneration Research	PO Box 1952	Clarksburg, MD	20871	Public	Medical	100
National MPS Society	PO Box 14686	Durham, NC	27709	Public	Medical	1,500
NCSU School of Engineering	Box 7901	Raleigh, NC	27695	Public	Education	200,000
NCSU Student Aid Association	PO Box 37100	Raleigh, NC	27627	Public	Education	87,200

Recipient	Address	City/State	Zip	Status	Purpose	Amont
North Carolina Aquarium Society	3125 Poplarwood Ct, Suite 160	Raleigh, NC	27604	Public	Charitable	25,000
North Carolina Symphony	3700 Glenwood Ave, Suite 130	Raleigh, NC	27612	Public	Charitable	11,000
One Harbor Church	1605 Fisher Street	Morehead City, NC	28557	Public	Religion	5,000
Paramount Theatre Foundation	PO Drawer A	Goldsboro, NC	27533	Public	Charitable	11,000
Partnership for Children of Wayne County	800 N William Street	Goldsboro, NC	27530	Public	Charitable	1,000
Poe Center for Health Education	224 Sunnybrook Rd	Raleigh, NC	27610	Public	Education	2,000
Raefe Jenkins Ministry	2858 CR 3311	Greenville, TX	75402	Public	Religion	1,000
Raleigh Hall of Fame	PO Box 6128	Raleigh, NC	27628	Public	Charitable	1,250
Rowlett High School Football	PO Box 1922	Rowlett, TX	75030	Public	Charitable	6,000
Rye Foundation	PO Box 25333	Winston-Salem, NC	27114	Public	Charitable	25,000
Salvation Army	PO Box 264	Goldsboro, NC	27533	Public	Charitable	20,000
Samaritan's Purse	PO Box 3000	Boone,NC	28607	Public	Charitable	10,000
Shepherd's Table Soup Kitchen	121 Hillsborough Street	Raleigh, NC	27603	Public	Charitable	1,000
SPE Education Foundation	310 S Boulevard	Richmond, VA	23220	Public	Education	5,000
Special Olympics North Carolina	PO Box 27728	Raleigh, NC	27611	Public	Charitable	300
Stagestruck	PO Box 1577	Goldsboro, NC	27533	Public	Charitable	500
StepUp Ministry	1701 Oberlin Road	Raleigh, NC	27608	Public	Religion	10,000
The Foundation of Wayne Community College	PO Box 8002	Goldsboro, NC	27533	Public	Education	5,000
The Harrelson Center	20 North 4th St, Suite 214	Wilmington,NC	28401	Public	Charitable	100,000
Town of Hookerton	PO Box 296	Hookerton, NC	28538	Public	Charitable	500
Tuscarora Council	PO Box 1436, 316 E Walnut Street	Goldsboro, NC	27533	Public	Charitable	20,000
United Way of Wayne County	PO Box 73	Goldsboro, NC	27533	Public	Charitable	9,600
Vidant Medical Center Foundation	PO Box 8489	Greenville, NC	27835	Public	Medical	50,000
Wayne Charitable Partnership Inc	308 N William Street	Goldsboro, NC	27530	Public	Charitable	10,000
Wayne Country Day School	480 Country Day Road	Goldsboro, NC	27530	Public	Education	50,000
Wayne County Historical Assoc & Museum	116 N William Street	Goldsboro, NC	27530	Public	Charitable	10,000
Wayne Pregnancy Care Center Inc	PO Box 1325	Goldsboro, NC	27533	Public	Charitable	5,000
Young Life	PO Box 1702	Goldsboro, NC	27533	Public	Charitable	10,000
Youth for Christ USA, Inc	5222 Dumond Court	Lansing, MI	48917	Public	Charitable	1,000
						925,925