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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

05/01, 2009, and ending

04/30, 2010

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Use the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions

Name of foundation

JOHN N BROWNING FAMILY FD/CARLISLE-----
C/O US BANK, N.A. 08-0731

A Employer identification number

31-1284450

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

P. O. BOX 1118, ML CN-OH-W10X

(513) 632-2018

City or town, state, and ZIP code

CINCINNATI, OH 45201-1118

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

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

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

Year (from Part II, col (c), line

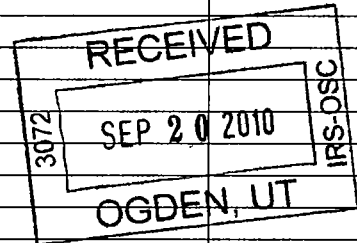
Other (specify)

16) \$ 2,832,863.

(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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	3,867.	3,867.		
4 Dividends and interest from securities	47,782.	47,782.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	73,563.			
b Gross sales price for all assets on line 6a	411,206.			
7 Capital gain net income (from Part IV, line 2)		73,563.		
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)				
12 Total. Add lines 1 through 11	125,212.	125,212.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	1,000.	1,000.	NONE	NONE
c Other professional fees (attach schedule)	25,819.	23,237.		2,582.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT. 2	1,264.	1,264.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 3	200.			200.
24 Total operating and administrative expenses. Add lines 13 through 23	28,283.	25,501.	NONE	2,782.
25 Contributions, gifts, grants paid	118,500.			118,500.
26 Total expenses and disbursements. Add lines 24 and 25	146,783.	25,501.	NONE	121,282.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-21,571.			
b Net investment income (if negative, enter -0-)		99,711.		
c Adjusted net income (if negative, enter -0-)				



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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	114,987.	276,571.	276,571.	
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 4	736,065.	753,202.	2,178,286.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	585,826.	387,152.	378,006.	
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)	1,436,878.	1,416,925.	2,832,863.	
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,436,878.	1,416,925.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	1,436,878.	1,416,925.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,436,878.	1,416,925.			

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	1,436,878.
2	Enter amount from Part I, line 27a	2	-21,571.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	1,618.
4	Add lines 1, 2, and 3	4	1,416,925.
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	1,416,925.

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 PART IV DETAIL					
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	73,563.	
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 pages 13 and 17 of the 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.

(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))
2008	65,821.	2,654,633.	0.02479476447
2007	179,003.	3,540,723.	0.05055549389
2006	167,741.	3,305,777.	0.05074177720
2005	167,618.	3,196,327.	0.05244081723
2004	160,700.	3,142,542.	0.05113694582
2 Total of line 1, column (d)			2 0.22966979861
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 0.04593395972
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,620,734.
5 Multiply line 4 by line 3			5 120,381.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 997.
7 Add lines 5 and 6			7 121,378.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 121,282.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,994.
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	1,994.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	1,994.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	724.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	724.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,270.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 6		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 **U.S. BANK, NA** Telephone no **(513) 632-4365**
 Located at **425 WALNUT ST, CINCINNATI, OH** ZIP + 4 **45201**

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**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
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 page 20 of the instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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

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 page 22 of the 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 7		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
SEE STATEMENT 9		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 10		NONE

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,426,484.
b	Average of monthly cash balances	1b	234,160.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,660,644.
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	NONE
3	Subtract line 2 from line 1d	3	2,660,644.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	39,910.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,620,734.
6	Minimum investment return Enter 5% of line 5	6	131,037.

Part XI Distributable Amount (see page 25 of the 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	131,037.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,994.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,994.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	129,043.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	129,043.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	129,043.

Part XII Qualifying Distributions (see page 25 of the 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	121,282.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	121,282.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	121,282.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				129,043.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			113,238.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>121,282.</u>				
a Applied to 2008, but not more than line 2a			113,238.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				8,044.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				120,999.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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 ☒ 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 STATEMENT 11				
Total ▶ 3a				118,500.
b Approved for future payment				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations.)



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

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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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	Yes	No

[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge.			
Signature of officer or trustee 	Date 08/23/2010	Title TRUSTEE	
Sign Here	Paid Preparer's Use Only	Preparer's signature 	Date 8-24-2010
Firm's name (or yours if self-employed), address, and ZIP code		Check if self-employed <input type="checkbox"/>	
US BANK, N.A. P.O. BOX 1118, TRUST TAX CN-OH-W10X CINCINNATI, OH 45201		Preparer's identifying number (See Signature on page 30 of the instructions) P00365526	
EIN 31-0841368		Phone no 513-632-4393	

JOHN N. BROWNING FAMILY FD/CARLISLE 08-0731					
FORM 990-PF FYE 04/30/2010					
E.I. NO. 31-1284450					
			NON-QUALIFIED		
SHARES	DESCRIPTION	DIVIDEND	DIVIDEND	U S INTEREST	INTEREST
	BLACKROCK VALUE OPPORTUNITIES FD	\$62 46			
	FIDELITY AD INTL DISCOVERY CL A	\$381 46			
	FIRST AMERICAN INTERNATIONAL FD CL Y	\$301 69			
	FIRST AMERICAN TREAS OBLIG FD CL Y		\$23 09		
	LAUDUS INTL MRKTMASERS INV FUND	\$1,635 92			
	LAUDUS ROSEN INTL S C FD CL INV	\$713 97	\$21 40		
	T ROWE PRICE INTL GR & INC ADV	\$544 99	\$181 67		
	\$3,866.65	\$3,640.49	\$226.16	\$0.00	\$0.00
2,900	ACCENTURE LTD	\$2,175 00			
700	ALBERRO CULVER CO	\$217 00			
500	ALCOA INC	\$60 00			
800	ANADARKO PETE CORP	\$288 00			
1,386	APACHE CORP	\$831 60			
500	AT&T INC	\$825 00			
800	BARD C R, INC	\$536 00			
750	BEST BUY INC	\$420 00			
1,600	BRISTOL MYERS SQUIBB CO	\$2,000 00			
1,670	C V S/CAREMARK CORP	\$528 15			
1,200	CHEVRONTXACO CORP	\$3,228 00			
400	COSTCO WHSL CORP	\$288 00			
1,700	DISNEY WALT CO	\$595 00			
876	DU PONT E I DE NEMOURS & CO	\$1,436 64			
2,212	EXXON MOBIL CORP	\$3,716 16			
300	FED EX CORP	\$132 00			
2,500	GENERAL ELEC CO	\$1,000 00			
4,000	HEWLETT PACKARD CO	\$1,280 00			
5,000	INTEL CORP	\$2,887 50			
600	JOHNSON & JOHNSON	\$1,176 00			
1,200	MCDONALDS CORP	\$2,520 00			
400	MEADWESTVACO CORP	\$368 00			
400	MEDTRONIC INC	\$328 00			
4,000	MICROSOFT CORP	\$2,080 00			
400	NIKE INC	\$416 00			
1,970	PFIZER INC	\$669 80			
600	PROCTER & GAMBLE CO	\$1,056 00			
1,600	QUALCOMM, INC	\$1,088 00			
400	QUEST DIAGNOSTICS INC	\$160 00			
1,600	ROYAL DUTCH SHELL PLC ADR	\$5,376 00			
1,700	SOUTHERN CO	\$2,975 00			
400	STRYKER CORP	\$160 00			
400	TARGET CORPORATION	\$268 00			
1,100	TEXAS INSTRS INC	\$506 00			
3,000	U S BANCORP	\$450 00			
1,600	VERIZON COMMUNICATIONS	\$2,992 00			
2,800	WALGREEN CO	\$1,470 00			
400	WELLS FARGO & CO NEW	\$80 00			
2,000	WYETH	\$1,200 00			
	\$47,782.85	\$47,782.85	\$0.00	\$0.00	\$0.00
	\$51,649.50	\$51,423.34	\$226.16	\$0.00	\$0.00
OTHER RECEIPTS:					
	990PF TAX REFUND FOR 2009	1,618 00			
			\$1,618.00		

JOHN N. BROWNING FAMILY FD/CARLISLE 08-0731
FORM 990-PF FYE 04/30/2010
E.I. NO. 31-1284450

PART 1 - LINE 13-TRUSTEE COMPENSATION:

US BANK, N.A - AGENCY/TRUST FEES	\$25,818 84	
US BANK, N A - CASH MGMT FEES	<u>\$0 00</u>	\$25,818.84

PART 1 - LINE 16B - OTHER PROFESSIONAL FEES:

US BANK - TAX PREPARATION FEE	<u>\$1,000 00</u>	\$1,000.00
-------------------------------	-------------------	-------------------

PART 1 - LINE 18 - TAXES:

2009 FEDERAL EXCISE TAX	\$0 00	
2010 FEDERAL EXCISE TAX ESTIMATES	\$0 00	
FOREIGN TAXES PAID	<u>\$1,264 33</u>	\$1,264.33

PART 1 - LINE 23 - OTHER EXPENSES:

KENTUCKY ANNUAL REPORT FILING FEE	\$0.00	
OHIO ATTORNEY GENERAL - FILING FEE	<u>\$200 00</u>	\$200.00



JOHN N. BROWNING FAMILY FUND
WITH INVESTMENT REVIEW

PAGE 2

ACCOUNT NO: 08-0731
DATE: 4/30/10

PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	UNIT MKT PRICE	YIELD AT MKT	EST ANNUAL INCOME
-----		-----	-----	-----	-----	-----
	CASH MANAGEMENT					

276,570.94	FIRST AMER TREASURY OBLIG CL Y	276,570.94	276,570.94	1.00	0.00	0
		-----	-----		-----	-----
	TOTAL CASH MANAGEMENT	276,570.94	276,570.94		0.00	0

	DOMESTIC COMMON STOCKS					

700	ALBERTO CULVER CO	20,160.00	24,458.92	28.80	1.18	238
500	ALCOA INC	6,715.00	12,730.45	13.43	0.89	60
800	ANADARKO PETROLEUM CORP	49,728.00	17,377.36	62.16	0.58	288
1,386	APACHE CORP	141,039.36	27,981.40	101.76	0.59	832
500	ATT INC	13,030.00	16,988.85	26.06	6.45	840
800	BARD C R INC	69,224.00	29,269.38	86.53	0.79	544
750	BEST BUY CO INC	34,140.00	28,203.15	45.52	1.23	420
1,600	BRISTOL MYERS SQUIBB CO	40,496.00	15,956.84	25.31	5.06	2,048
1,200	CHEVRON CORPORATION	97,728.00	27,188.07	81.44	3.54	3,456
400	COSTCO WHSL CORP	23,632.00	13,412.00	59.08	1.39	328
1,670	CVS CAREMARK CORP	61,656.40	31,352.94	36.92	0.95	585
1,700	DISNEY WALT CO	62,628.00	26,219.77	36.84	0.95	595
876	DU PONT E I DE NEMOURS & CO	34,899.84	7,339.45	39.84	4.12	1,437
2,212	EXXON MOBIL CORP	149,907.24	2,954.77	67.77	2.60	3,893



JOHN N. BROWNING FAMILY FUND
WITH INVESTMENT REVIEW

PAGE 3

ACCOUNT NO: 08-0731
DATE: 4/30/10

PORTFOLIO DETAIL

SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
300	FED EX CORP	27,003.00	28,460.04	90.01	0.49	132
2,500	GENERAL ELECTRIC CO	47,150.00	5,455.49	18.86	2.12	1,000
4,000	HEWLETT PACKARD CO	207,880.00	32,958.44	51.97	0.62	1,280
5,000	INTEL CORP	114,200.00	17,656.25	22.84	2.76	3,150
600	JOHNSON JOHNSON	38,580.00	1,547.13	64.30	3.36	1,296
1,200	MCDONALDS CORP	84,708.00	6,403.28	70.59	3.12	2,640
400	MEADWESTVACO CORP	10,868.00	11,100.64	27.17	3.39	368
400	MEDTRONIC INC	17,476.00	16,583.12	43.69	1.88	328
4,000	MICROSOFT CORP	122,140.00	11,023.49	30.53	1.70	2,080
400	NIKE INC	30,364.00	27,517.56	75.91	1.42	432
1,970	PFIZER INC	32,938.40	34,504.55	16.72	4.31	1,418
600	PROCTER & GAMBLE CO	37,296.00	180.43	62.16	3.10	1,156
1,600	QUALCOMM INC	61,888.00	27,226.20	38.68	1.96	1,216
400	QUEST DIAGNOSTICS INC	22,864.00	18,126.68	57.16	0.70	160
1,700	SOUTHERN CO	58,752.00	12,091.32	34.56	5.27	3,094
400	STRYKER CORP	22,976.00	13,269.96	57.44	1.04	240
400	TARGET CORPORATION	22,748.00	18,042.36	56.87	1.20	272
1,100	TEXAS INSTRUMENTS INC	28,611.00	33,320.38	26.01	1.85	528



JOHN N. BROWNING FAMILY FUND
WITH INVESTMENT REVIEW

PAGE 4

ACCOUNT NO: 08-0731
DATE: 4/30/10

PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	UNIT MKT PRICE	YIELD AT MKT	EST ANNUAL INCOME
1,600	VERIZON COMMUNICATIONS INC	46,240.00	42,167.03	28.90	6.57	3,040
2,800	WALGREEN CO	98,420.00	11,590.14	35.15	1.56	1,540
400	WELLS FARGO CO	13,244.00	8,016.98	33.11	0.60	80
	TOTAL DOMESTIC COMMON STOCKS	1,951,330.24	658,674.82		2.10	41,014
	FOREIGN STOCKS					
2,900	ACCENTURE PLC CL A	126,556.00	53,473.26	43.64	1.72	2,175
1,600	ROYAL DUTCH SHELL PLC A D R REPSTG 2 CL A SHRS	100,400.00	41,053.79	62.75	4.55	4,570
	TOTAL FOREIGN STOCKS	226,956.00	94,527.05		2.97	6,745
	MUTUAL FUNDS					
1,232.286	FIDELITY AD INTL DISCOVERY CL A	36,857.67	40,000.00	29.91	0.94	345
3,244.026	FIRST AMERICAN INTERNATIONAL FUND CL Y	37,598.26	38,348.50	11.59	0.60	224
7,926.671	LAUDUS INTL MRKTMASERS INV FUND	133,247.34	150,000.00	16.81	1.06	1,419
2,538.857	NEUBERGER BERMAN GENESIS INSTL FD	104,651.69	94,217.00	41.22	0.00	0
992.697	SCOUT INTERNATIONAL FUND	29,195.22	27,051.00	29.41	1.12	327
2,923.448	T ROWE PRICE INTL GR&INC ADV	36,455.40	37,535.39	12.47	1.84	672
	TOTAL MUTUAL FUNDS	378,005.58	387,151.89		0.79	2,987



JOHN N. BROWNING FAMILY FUND
WITH INVESTMENT REVIEW

PAGE 5

ACCOUNT NO: 08-0731
DATE: 4/30/10

PORTFOLIO DETAIL

SHARES FACE AMOUNT	MARKET VALUE	COST BASIS/ ORIGINAL COST	UNIT MKT PRICE	YIELD AT MKT	EST ANNUAL INCOME
TOTAL UNINVESTED CASH	0.00	0.00			
TOTAL INVESTMENTS	2,832,862.76	1,416,924.70		1.79	50,746

TIME OF TRADE EXECUTION AND TRADING PARTY (IF NOT DISCLOSED) WILL BE PROVIDED UPON REQUEST.

WE PROVIDE A CASH MANAGEMENT ADMINISTRATIVE SERVICE FOR THE TEMPORARY INVESTMENT OF PRINCIPAL AND INCOME BALANCES IN YOUR ACCOUNT. THE FEE FOR PROVIDING THIS SERVICE WILL NOT EXCEED \$0.42 PER MONTH FOR EACH \$1,000 OF THE AVERAGE DAILY BALANCE INVESTED UNDER THE CASH MANAGEMENT ADMINISTRATIVE SERVICE. THE CHARGE FOR THIS SERVICE HAS BEEN DEDUCTED FROM YOUR ACCOUNT.

THE INDICATED MARKET PRICES ARE ESTIMATED QUOTES AND ARE PROVIDED AS A GUIDE TO ACTUAL PORTFOLIO VALUE. ESTIMATES ARE PROVIDED BY A COMPUTERIZED PRICING SERVICE WHICH MAY CAUSE VARIANCES.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
990PF TAX REFUND FOR 2009	1,618.

TOTAL	1,618.
	=====

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					132.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					992.	
60,357.00		4053.506 BLACKROCK VALUE OPPORTUNITIES F PROPERTY TYPE: SECURITIES 100,000.00					02/27/2007 -39,643.00	12/22/2009
2.00		30. FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 195.00					06/04/1993 -193.00	10/29/2009
27,051.00		2441.406 LAUDUS ROSEN INTL S C FD CL INV PROPERTY TYPE: SECURITIES 50,000.00					08/18/2006 -22,949.00	12/22/2009
14,923.00		600. PATTERSON COMPANIES INC PROPERTY TYPE: SECURITIES 12,620.00					04/10/2003 2,303.00	08/18/2009
129,630.00		4845.989 T ROWE PRICE SC STOCK ADV PROPERTY TYPE: SECURITIES 170,000.00					02/26/2007 -40,370.00	12/22/2009
77,339.00		3000. U S BANCORP PROPERTY TYPE: SECURITIES 2,036.00					11/03/1977 75,303.00	03/18/2010
100,780.00		2000. WYETH PROPERTY TYPE: SECURITIES 2,792.00					01/25/1960 97,988.00	10/16/2009
TOTAL GAIN(LOSS)					----- 73,563. =====	

31-1284450

[illegible]

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

FIDELITY AD INTL DISCOVERY CL A	8.00
FIDELITY AD INTL DISCOVERY CL A	41.00
T ROWE PRICE INTL GR&INC ADV	3.00
T ROWE PRICE INTL GR&INC ADV	41.00
T ROWE PRICE INTL GR&INC ADV	1.00
T ROWE PRICE INTL GR&INC ADV	14.00
T ROWE PRICE SC STOCK ADV	24.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

132.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

992.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

992.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

992.00

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

OH

JOHN N. BROWNING FAMILY FD/CARLISLE 08-0731

FORM 990-PF FYE 04/30/2010

E.I. NO. 31-1284450

**PART VIII, LINE 1 - OFFICERS, DIRECTORS, TRUSTEES AND
FOUNDATION MANAGER**

NAME AND ADDRESS	TITLE	COMPENSATION
CARLISLE VAN METER c/o US BANK, N A P.O BOX 1118 CINCINNATI, OHIO 45201	TREASURER	\$0 00
GEORGE VAN METER, JR c/o US BANK, N A. P O BOX 1118 CINCINNATI, OHIO 45201	PRESIDENT	\$0.00
LAURANCE VAN METER c/o US BANK, N A P O. BOX 1118 CINCINNATI, OHIO 45201	SECRETARY	\$0 00
THOMAS VAN METER c/o US BANK, N A P O. BOX 1118 CINCINNATI, OHIO 45201	VICE PRESIDENT	\$0 00
US BANK, N A P O BOX 1118 CINCINNATI, OHIO 45201	AGENT	\$25,818.84

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:
NONE

JOHN N. BROWNING FAMILY FD/CARLISLE 08-0731

FORM 990-PF FYE 04/30/2010

E.I. NO. 31-1284450

SECURITIES (FMV):

MAY - 2009	\$2,144,619.23	\$2,232,685.72	
JUNE	\$2,232,685.72	\$2,256,298.10	
JULY	\$2,256,298.10	\$2,410,196.76	
AUGUST	\$2,410,196.76	\$2,466,001.27	
SEPTEMBER	\$2,466,001.27	\$2,556,419.01	
OCTOBER	\$2,556,419.01	\$2,487,786.21	
NOVEMBER	\$2,487,786.21	\$2,603,879.16	
DECEMBER	\$2,603,879.16	\$2,418,410.39	
JANUARY	\$2,418,410.39	\$2,319,774.61	
FEBRUARY	\$2,319,774.61	\$2,482,322.28	
MARCH	\$2,482,322.28	\$2,533,582.27	
APRIL - 2010	\$2,533,582.27	\$2,556,291.82	
	<hr/>	<hr/>	
	\$28,911,975.01	\$29,323,647.60	
	PLUS	\$58,235,622.61	% BY 24 \$2,426,484.28

CASH:

BEGINNING OF MONTH

END OF MONTH

MAY - 2009	\$114,987.44	\$114,194.69	
JUNE	\$114,194.69	\$119,791.10	
JULY	\$119,791.10	\$118,891.82	
AUGUST	\$118,891.82	\$134,074.54	
SEPTEMBER	\$134,074.54	\$139,400.98	
OCTOBER	\$139,400.98	\$204,325.78	
NOVEMBER	\$204,325.78	\$208,439.08	
DECEMBER	\$208,439.08	\$434,068.70	
JANUARY	\$434,068.70	\$433,579.14	
FEBRUARY	\$433,579.14	\$312,459.44	
MARCH	\$312,459.44	\$394,917.75	
APRIL - 2010	\$394,917.75	\$276,570.94	
	<hr/>	<hr/>	
	\$2,729,130.46	\$2,890,713.96	
	PLUS	\$5,619,844.42	% BY 24 \$234,160.18

JOHN N BROWNING FAMILY FD/CARLISLE----- 31-1284450
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

SEE SCHEDULE ATTACHED

AMOUNT OF GRANT PAID 118,500.

TOTAL GRANTS PAID: 118,500.
=====

JOHN N. BROWNING FAMILY FD/CARLISLE 08-0731
 FORM 990-PF FYE 04/30/2010
 E.I. NO. 31-1284450

CONTRIBUTION	ADDRESS	AMOUNT	PURPOSE
BLUE GRASS COMMUNITY FOUNDATION	250 W MAIN ST, SUITE 1220, LEXINGTON, KY 40507	\$250 00	GENERAL
BLUE GRASS COMMUNITY & TECH COLLEGE	2647 REGENCY RD, SUITE 103, LEXINGTON, KY 40504	\$5,000 00	GENERAL
CARDINAL HILL HOSPITAL	2050 VERSAILLES RD, LEXINGTON, KY 40504	\$5,000 00	GENERAL
CLARK COUNTY ASSOC FOR HANDICAP CITIZENS	P O BOX 6432 WINCHESTER, KY	\$5,000 00	GENERAL
EPISCOPAL HIGH SCHOOL	1200 NORTH QUAKER LANE, ALEXANDRIA, VA 22304	\$5,000 00	GENERAL
KENTUCKY EDUCATIONAL TELEVISION	560 COOPER DR , LEXINGTON, KY 40502	\$5,000 00	GENERAL
KING LIBRARY PRESS (UNIVERSITY OF KENTUCKY)	LEXINGTON, KY 40506-0039	\$250 00	GENERAL
LEEDS CENTER FOR THE ARTS	P O BOX 836, WINCHESTER, KY 40392-0836	\$5,000 00	GENERAL
OLDFIELDS SCHOOL	P O BOX 697, GLENCOE, MARYLAND 21152	\$5,000 00	GENERAL
RUSSELL THEATRE CORP	P O BOX 371, MAYSVILLE, KY 41056	\$2,500 00	GENERAL
ST AGNES HOUSE	635 MAXWELTON COURT, LEXINGTON, KY 40508	\$5,000 00	GENERAL
SAYRE SCHOOL	194 N LIMESTONE ST, LEXINGTON, KY 40507	\$20,000 00	GENERAL
TOM BROWNING BOYS & GIRLS CLUB	309 WADSWORTH DR, MAYSVILLE, KY 41056	\$25,000 00	GENERAL
TRANSYLVANIA UNIVERSITY	300 N BROADWAY, LEXINGTON, KY 40508	\$5,000 00	GENERAL
UNIVERSITY OF GEORGIA FOUNDATION	COLL VET MED , ATHENS, GA 30602	\$5,000 00	GENERAL
UNIV OF KENTUCKY COLLEGE OF MEDICINE	138 LEADER AVE , LEXINGTON, KY 40506	\$15,000 00	CANCER RESEARCH
WOODBERRY FOREST SCHOOL	P O BOX 117, WOODBERRY FOREST, VA 22989	\$500 00	GENERAL
YMCA OF GREATER LEXINGTON	239 EAST HIGH ST, LEXINGTON, KY 40507	\$5,000 00	GENERAL
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		\$118,500.00	