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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2012

Open to public inspection

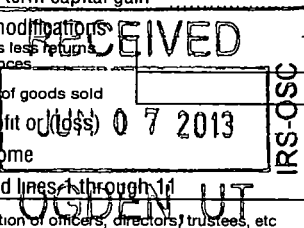
For calendar year 2012 or tax year beginning

, and ending

Name of foundation VAL A BROWNING FOUNDATION		A Employer identification number 87-6167851
Number and street (or P.O. box number if mail is not delivered to street address) C/O WHITTIER TRUST CO NV-100 W. LIBERTY		B Telephone number 775-686-5400
City or town, state, and ZIP code RENO, NV 89501		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 24,744,906. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		663,312.	663,312.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		856,439.			
b Gross sales price for all assets on line 6a		2,815,498.			
7 Capital gain net income (from Part IV, line 2)			856,439.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		1,519,751.	1,519,751.		
13 Compensation of officers, directors, trustees, etc.		37,500.	11,250.		26,250.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 1		11,464.	0.		0.
c Other professional fees STMT 2		147,067.	113,694.		28,367.
17 Interest					
18 Taxes STMT 3		56,194.	20,945.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		252,225.	145,889.		54,617.
25 Contributions, gifts, grants paid		1,097,433.			1,097,433.
26 Total expenses and disbursements. Add lines 24 and 25		1,349,658.	145,889.		1,152,050.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		170,093.			
b Net investment income (if negative, enter -0-)			1,373,862.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUN 11 2013



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	1,735,435.	1,520,224.	1,520,224.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			96,633.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		2,751.	2,751.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	9,156,141.	9,507,608.	23,125,298.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		10,891,576.	11,030,583.	24,744,906.
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			
	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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,891,576.	11,030,583.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	10,891,576.	11,030,583.		
31 Total liabilities and net assets/fund balances	10,891,576.	11,030,583.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,891,576.
2 Enter amount from Part I, line 27a	2	170,093.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,061,669.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	31,086.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,030,583.

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				
b SEE ATTACHED STATEMENTS				
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 2,815,498.		1,959,059.	856,439.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			856,439.

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	856,439.
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). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,173,939.	22,762,558.	.051573
2010	895,903.	20,891,036.	.042885
2009	1,031,611.	17,928,021.	.057542
2008	1,135,864.	25,957,221.	.043759
2007	1,478,908.	30,072,909.	.049177

2 Total of line 1, column (d)	2	.244936
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	.048987
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,917,699.
5 Multiply line 4 by line 3	5	1,171,656.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,739.
7 Add lines 5 and 6	7	1,185,395.
8 Enter qualifying distributions from Part XII, line 4	8	1,152,050.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	27,477.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	27,477.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	27,477.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 19,840.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 23,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	42,840.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	15,363.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 15,363. Refunded		11	0.

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 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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 instructions) <u>UT, NV</u>		
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 SEE STATEMENT 6		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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

Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14. The books are in care of ► WHITTIER TRUST COMPANY OF NEVADA Telephone no. ► 775-686-5400 Located at ► 100 W. LIBERTY ST., SUITE 890, RENO, NV ZIP+4 ► 89501			
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	N/A	
16. At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" 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 instructions.)	N/A	2b
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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 2012 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 2012.)	N/A	3b
4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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)?

☒ 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

X

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?

SEE STATEMENT 8

☒ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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		37,500.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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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. If none, enter "NONE."**

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	22,611,995.
b	Average of monthly cash balances	1b	1,669,933.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	24,281,928.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,281,928.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	364,229.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,917,699.
6	Minimum investment return. Enter 5% of line 5	6	1,195,885.

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	1,195,885.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,477.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,477.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,168,408.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,168,408.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,168,408.

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	1,152,050.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,152,050.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,152,050.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,168,408.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			155,778.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,152,050.				
a Applied to 2011, but not more than line 2a			155,778.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				996,272.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
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		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				172,136.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ADVOCATES FOR SURVIVORS OF DOMESTIC VIOLENCE INCORPORATED P.O. BOX 3216 HAILEY, ID 83333	NONE	170 (B)(1)(A)(VI)	YOUTH & TEEN PREVENTION PROGRAM	5,500.
AMERICAN FRIENDS OF UNIVERSITY COLLEGE OXFORD, INC 541 BUTTERMILK PIKE, SUITE 207 CRESCENT SPRINGS, KY 41017	NONE	170 (B)(1)(A)(VI)	UNIVERSITY COLLEGE, OXFORD - GENERAL OPERATING SUPPORT	10,000.
ANIMAL SHELTER OF WOOD RIVER VALLEY P.O. BOX 1496 HAILEY, ID 83333	NONE	509(A)(2)	SPAY - NEUTER / VALERIE A. DUMKE FUND	50,000.
BLAINE COUNTY SENIORS COUNCIL INC. PO BOX 28 HAILEY, ID 83333	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	50,000.
CAMBRIDGE IN AMERICA 292 MADISON AVENUE, 8TH FLOOR NEW YORK, NY 10017	NONE	170 (B)(1)(A)(VI)	MAGDALENE COLLEGE - GENERAL OPERATING SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,097,433.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
N/A		

**Sign
Here**

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


Signature of officer or trustee


5/21/13
Date

SECRETARY
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 <input type="checkbox"/> if self-employed	PTIN
KYLE WEBSTER, CPA		5/10/13		P00148175
Firm's name ► WHITTIER TRUST COMPANY			Firm's EIN ► 95-4195174	
Firm's address ► 1810 S FAIR OAKS, STE 200 SOUTH PASADENA, CA 91030			Phone no. 626-441-5111	

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	3620 SHS ABBOTT LABS	P	01/10/11	09/06/12
b	325 SHS ALTRIA GROUP	P	03/28/08	08/23/12
c	100 SHS ALTRIA GROUP	P	04/05/11	08/23/12
d	175 SHS ALTRIA GROUP	P	11/15/10	08/23/12
e	50 SHS ALTRIA GROUP	P	11/12/07	08/23/12
f	100 SHS ALTRIA GROUP	P	04/17/08	08/23/12
g	5150 SHS AT&T INC	P	02/01/12	12/20/12
h	150 SHS BRITISH AMERICAN TOB	P	03/03/10	07/03/12
i	600 SHS BRITISH AMERICAN TOB	P	04/12/10	07/03/12
j	200 SHS BRITISH AMERICAN TOB	P	04/12/10	08/24/12
k	150 SHS BRITISH AMERICAN TOB	P	12/29/09	08/24/12
l	400 SHS BRITISH AMERICAN TOB	P	05/27/10	11/09/12
m	225 SHS COMCAST CL A SP	P	10/20/08	11/09/12
n	750 SHS COMCAST CL A SP	P	04/06/06	11/09/12
o	25 SHS COMCAST CL A SP	P	09/15/04	11/09/12

(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 241,447.		173,343.	68,104.
b 10,940.		7,351.	3,589.
c 3,366.		2,618.	748.
d 5,891.		4,339.	1,552.
e 1,683.		1,107.	576.
f 3,366.		2,187.	1,179.
g 175,130.		153,034.	22,096.
h 7,793.		5,253.	2,540.
i 31,173.		20,957.	10,216.
j 10,339.		6,986.	3,353.
k 7,754.		4,890.	2,864.
l 20,246.		11,927.	8,319.
m 7,859.		3,503.	4,356.
n 26,197.		13,598.	12,599.
o 873.		459.	414.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			68,104.
b			3,589.
c			748.
d			1,552.
e			576.
f			1,179.
g			22,096.
h			2,540.
i			10,216.
j			3,353.
k			2,864.
l			8,319.
m			4,356.
n			12,599.
o			414.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	300 SHS COMPAGNIE FINANCIERE	P	07/20/12	12/13/12
b	466 SHS ENGILITY HLDGS INC	P	10/28/10	08/22/12
c	0.648 SHS ENGILITY HLDGS INC	P	10/28/10	09/10/12
d	425 SHS HEINEKEN HOLDING	P	08/02/12	11/09/12
e	9060 SHS INTEL CORP	P	09/14/10	06/21/12
f	5070 SHS LILLY ELI & CO	P	09/17/09	11/14/12
g	250 SHS MARTIN MARIETTA	P	09/15/04	11/09/12
h	125 SHS MARTIN MARIETTA	P	11/11/08	11/09/12
i	1 SHS MASTER CARD INC.	P	04/05/11	11/09/12
j	15 SHS MASTER CARD INC.	P	05/19/11	11/09/12
k	11 SHS MASTER CARD INC.	P	06/21/11	11/09/12
l	36 SHS MASTER CARD INC.	P	09/12/12	11/09/12
m	2 SHS MASTER CARD INC.	P	08/06/12	11/09/12
n	4320 SHS MERCK & CO INC	P	07/24/08	08/03/12
o	830 SHS MERCK & CO INC	P	11/05/08	08/03/12

(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 23,359.		16,160.	7,199.
b 7,613.		7,881.	-268.
c 12.		11.	1.
d 21,699.		19,733.	1,966.
e 243,124.		169,626.	73,498.
f 234,040.		166,184.	67,856.
g 21,530.		11,320.	10,210.
h 10,765.		10,011.	754.
i 461.		263.	198.
j 6,912.		4,260.	2,652.
k 5,068.		3,011.	2,057.
l 16,588.		16,088.	500.
m 922.		853.	69.
n 190,934.		140,786.	50,148.
o 36,684.		24,244.	12,440.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7,199.
b			-268.
c			1.
d			1,966.
e			73,498.
f			67,856.
g			10,210.
h			754.
i			198.
j			2,652.
k			2,057.
l			500.
m			69.
n			50,148.
o			12,440.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	225 SHS PHILIP MORRIS INTL	P	03/28/08	08/02/12
b	50 SHS PHILIP MORRIS INTL	P	09/25/08	08/09/12
c	100 SHS PHILIP MORRIS INTL	P	03/28/08	08/09/12
d	150 SHS PHILIP MORRIS INTL	P	10/03/08	08/16/12
e	50 SHS PHILIP MORRIS INTL	P	11/22/07	08/16/12
f	200 SHS PHILIP MORRIS INTL	P	09/25/08	08/16/12
g	400 SHS UNILEVER	P	04/11/11	11/09/12
h	25 SHS UNILEVER	P	05/03/12	11/09/12
i	450 SHS COMPAGNIE FINANCIERE	P	10/27/08	03/16/12
j	350 SHS COMPAGNIE FINANCIERE	P	10/28/08	03/16/12
k	50 SHS COMPAGNIE FINANCIERE	P	11/12/08	03/16/12
l	100 SHS COMPAGNIE FINANCIERE	P	09/30/11	03/16/12
m	2720 SHS WAL-MART STORES INC	P	07/01/10	04/26/12
n	17510 SHS HUDSON CITY BANCORP INC	P	07/01/10	02/01/12
o	2600 SHS ISHARES SILVER TRUST	P	07/01/10	01/27/12

(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 20,243.		11,597.	8,646.
b 4,559.		2,561.	1,998.
c 9,119.		5,154.	3,965.
d 13,833.		7,558.	6,275.
e 4,611.		2,523.	2,088.
f 18,444.		10,246.	8,198.
g 14,352.		12,847.	1,505.
h 897.		864.	33.
i 29,110.		15,002.	14,108.
j 22,641.		7,002.	15,639.
k 3,234.		915.	2,319.
l 6,469.		4,535.	1,934.
m 162,033.		146,661.	15,372.
n 119,231.		167,692.	-48,461.
o 81,444.		32,066.	49,378.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,646.
b			1,998.
c			3,965.
d			6,275.
e			2,088.
f			8,198.
g			1,505.
h			33.
i			14,108.
j			15,639.
k			2,319.
l			1,934.
m			15,372.
n			-48,461.
o			49,378.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	1470 SHS ISHARES SILVER TRUST	P	07/01/10	01/27/12
b	1374 SHS MICROSOFT CORP	P	07/01/10	02/14/12
c	3175 SHS MICROSOFT CORP	P	07/01/10	02/14/12
d	910 SHS MICROSOFT CORP	P	07/01/10	02/14/12
e	9930 SHS RADIOSHACK CORP	P	07/01/10	03/07/12
f	6550 SHS SAFEWAY INC	P	07/01/10	02/16/12
g	8330 SHS WELLS FARGO	P	07/01/10	11/20/12
h	1000 SHS PEPSICO	P	07/01/10	11/20/12
i	1350 SHS EXXON	P	07/01/10	11/20/12
j	750 SHS AMEX	P	07/01/10	11/20/12
k				
l				
m				
n				
o				

(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 46,047.		18,129.	27,918.
b 42,194.		35,970.	6,224.
c 97,502.		83,119.	14,383.
d 27,945.		23,823.	4,122.
e 69,862.		154,258.	-84,396.
f 143,014.		139,315.	3,699.
g 276,977.		8,330.	268,647.
h 68,625.		18,264.	50,361.
i 117,888.		18,722.	99,166.
j 41,456.		29,923.	11,533.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			27,918.
b			6,224.
c			14,383.
d			4,122.
e			-84,396.
f			3,699.
g			268,647.
h			50,361.
i			99,166.
j			11,533.
k			
l			
m			
n			
o			

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	856,439.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CANYONLANDS FIELD INSTITUTE INC. 1320 SOUTH HWY 191 MOAB, UT 84532	NONE	509(A)(2)	SUMMER NAVAJO TEEN NATURE GUIDE TRAINING	11,000.
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE	170 (B)(1)(A)(VI)	GREAT BUSTARD GROUP - OPERATING SUPPORT	10,000.
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE	170 (B)(1)(A)(VI)	GUNMAKERS CHARITABLE TRUST - SUPPORT OF APPRENTICES	10,000.
COLUMBIA LAW SCHOOL JEROME GREENE HALL 435 WEST 116TH STREET, BOX A-2 NEW YORK, NY 10027	NONE	170(B)(1)(A)(II)	JOURNAL OF LAW AND THE ARTS - GENERAL OPERATING SUPPORT	7,500.
THE COMMUNITY LIBRARY ASSOCIATION 415 SPRUCE AVENUE KETCHUM, ID 83340	NONE	509(A)(2)	GENERAL OPERATING SUPPRT	2,000.
ECCLES GARDEN, ECCLES COMMUNITY ART CENTER FOUNDATION 2580 JEFFERSON AVENUE OGDEN, UT 84401	NONE	170 (B)(1)(A)(VI)	ANN BROWNING GARDEN MAINTENANCE	8,800.
FOUR CORNERS SCHOOL OF OUTDOOR EDUCATION INC. P.O. BOX 1029 MONTICELLO, UT 84535	NONE	509(A)(2)	BUILDING FUND	10,000.
FRIENDS OF ARCHES AND CANYONLANDS PARKS P.O. BOX 1680 MOAB, UT 84532	NONE	170(B)(1)(A)(VI)	THE BATES WILSON LEGACY FUND -ENVIRONMENTAL STEWARDSHIP PRESERVATION &	10,000.
FRIENDS OF TRACY AVIARY 589 EAST 1300 SOUTH SALT LAKE CITY, UT 84105	NONE	170 (B)(1)(A)(VI)	FOR NEW EDUCATION VAN	20,000.
GRAND COUNTY WEED DEPARTMENT 125 EAST CENTER STREET MOAB, UT 84532	NONE		GRAND COUNTY, UTAH TAMARISK BEETLE PROJECT	10,000.
Total from continuation sheets				971,933.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERNATIONAL FRIENDS OF LONDON LIBRARY, INC. 515 MADISON AVENUE, SUITE 2301 NEW YORK, NY 10022	NONE	170 (B)(1)(A)(VI)	LIBRARY REDEVELOPMENT PROJECT	161,433.
INTERNATIONAL MENTAL HEALTH RESEARCH ORGANIZATION AKA IMHRO P.O. BOX 680 RUTHERFORD, CA 94573	NONE	170 (B)(1)(A)(VI)	MENTAL HEALTH RESEARCH PROGRAM FOR PREVENTION/CURE	10,000.
INTERNATIONAL YOUTH SOCCER EXCHANGE ASSOCIATION P.O. BOX 2204 POULSBO, WA 98370	NONE	170 (B)(1)(A)(VI)	2014 SOCCER TRIP TO AUSTRALIA	5,000.
MIDTOWN COMMUNITY HEALTH CENTER INC. 2240 ADAMS AVENUE OGDEN, UT 84401	NONE	501C(3)	MENTAL HEALTH FACILITIES	22,000.
MOAB MUSIC FESTIVAL INC 58 EAST 300 SOUTH MOAB, UT 84532	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	30,000.
OGDEN SURGICAL SOCIETY P.O. BOX 9311 OGDEN, UT 84409	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	2,400.
OGDEN SYMPHONY BALLET ASSOCIATION 638 26TH STREET OGDEN, UT 84401	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	16,000.
POST-PRISON EDUCATION PROGRAM POST OFFICE BOX 45038 SEATTLE, WA 98145-0038	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
PROSTATE CANCER TREATMENT CENTER FOUNDATION 9730 3RD AVE. NW SUITE 208 SEATTLE, WA 98115	NONE	170 (B)(1)(A)(VI)	PETER GRIMM OUTCOME STUDIES	7,500.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY 2150 KITTREDGE ST. #4C #1060 BERKELEY, CA 94720	NONE	170(B)(1)(A)(I)	PURCHASE OF BOOKS OR DIGITAL MATERIALS	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY 2150 KITTREDGE ST. #4C #1060 BERKELEY, CA 94720	NONE	170(B)(1)(A)(II)	GENERAL OPERATING SUPPORT	5,000.
SAGEBRUSH EQUINE TRAINING CENTER FOR THE HANDICAPPED INC. 114 CALYPSO LANE BELLEVUE, ID 83313	NONE	170 (B)(1)(A)(VI)	HEATING INSTALLATION IN THE INDOOR ARENA.	25,000.
SAWTOOTH INTERPRETIVE AND HISTORICAL ASSOCIATION P.O. BOX 75 STANLEY, ID 83278	NONE	509(A)(2)	FOR LECTURE AND UPKEEP OF THE RED FISH CENTER	32,000.
SAWTOOTH SOCIETY INC. P.O. BOX 209 STANLEY, ID 83278	NONE	170 (B)(1)(A)(VI)	COMPUTER AND EDUCATION SOFTWARE	25,000.
SEATTLE UNIVERSITY SCHOOL OF LAW SULLIVAN HALL 901 12TH AVENUE SEATTLE, WA 98122-1090	NONE	170 (B)(1)(A)(II)	MENTAL HEALTH COURT CLINIC	35,000.
SEEKHAVEN INC. P.O. BOX 729 MOAB, UT 84532	NONE	170 (B)(1)(A)(VI)	SAFETY AND SECURITY - FENCING, LIGHTING, WINDOWS	11,500.
STANLEY COMMUNITY LIBRARY DISTRICT P.O. BOX 230 STANLEY, ID 83278	NONE	170 (B)(1)(A)(VI)	LIBRARY OPERATING EXPENSES	20,000.
SUN CLUB INC. PO BOX 1982 KETCHUM, ID 83340	NONE	509(A)(2)	MEETINGS, UTILITIES, REPAIRS	1,000.
TREATMENT ADVOCACY CENTER 200 N. GLEBE RD, STE 730 ARLINGTON, VA 22203	NONE	170 (B)(1)(A)(VI)	THE TORREY ACTION FUND	25,000.
UNION STATION FOUNDATION 2501 WALL AVENUE OGDEN, UT 84401	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNIVERSITY OF UTAH NATURAL HISTORY MUSEUM OF UTAH 301 WAKARA WAY SALT LAKE CITY, UT 84108	NONE	170 (B)(1)(A)(II)	PURCHASE OF 250 CONTEMPORARY NAVAJO BASKETS	25,000.
UNIVERSITY OF UTAH OFFICE OF DEVELOPMENT 540 ARAPEEN DRIVE, SUITE 250 SALT LAKE CITY, UT 84108-1238	NONE	170 (B)(1)(A)(II)	DR. BOHNSACK ARTHRITIS RESEARCH	100,000.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	WEBER STATE DEBATING	2,800.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	SUZI NICHOLSON SCHOLARSHIP	16,000.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	SUZI NICHOLSON SCHOLARSHIP	4,250.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	SUZI NICHOLSON SCHOLARSHIP	4,250.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	SUZI SCHOLARSHIP	8,500.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	WATERWORKS CROSS DISCIPLINE EXHIBIT PROGRAM ON WATER ISSUES IN UTAH	14,000.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	MEDICAL HUMANITIES, DR. SHIGLEY	7,000.
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	TAKING SCIENCE TO SCHOOL PROGRAM	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN, UT 84408-4018	NONE	170 (B)(1)(A)(II)	SCIENCE AND ARTS IN THE PARK PROGRAM	30,000.
WEST SOUND ACADEMY 16571 CREATIVE DRIVE POULSBO, WA 98370	NONE	170 (B)(1)(A)(II)	INTERNATIONAL BACCALAUREATE PROGRAM	25,000.
WEST SOUND ACADEMY 16571 CREATIVE DRIVE POULSBO, WA 98370	NONE	170 (B)(1)(A)(II)	INTERNATIONAL BACCALAUREATE PROGRAM	25,000.
ARKWRIGHT SCHOLARSHIPS 74 UPPER HOLLY WALK LEXINGTON SPA, WARWICKSHIRE, UNITED KINGDOM CV32 4JL	NONE		GENERAL SUPPORT	17,000.
GREAT BUSTARD GROUP 1 DOWN BARN CLOSE SALISBURY, WILTSHIRE, UNITED KINGDOM SP4 6JP	NONE		GENERAL SUPPORT	25,000.
GUNMAKER'S COMPANY CHARITABLE TRUST 50 COMMERCIAL ROAD LONDON, UNITED KINGDOM E1 1LP	NONE		GENERAL SUPPORT	10,000.
MAGDALENE COLLEGE MAGDALENE STREET CAMBRIDGE, UNITED KINGDOM CB3 0AG	NONE		GENERAL SUPPORT	50,000.
THE LEVANTINE FOUNDATION 106 ST. GEORGE'S SQUARE LONDON, UNITED KINGDOM SW1V 3QY	NONE		GENERAL SUPPORT	10,000.
UK CATS PROTECTION CHELWOOD GATE SUSSEX, UNITED KINGDOM RH17 7TT	NONE		GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - FRIENDS OF ARCHES AND CANYONLANDS PARKS

THE BATES WILSON LEGACY FUND -ENVIRONMENTAL STEWARDSHIP PRESERVATION &
EDUCATION

FORM 990-PF	ACCOUNTING FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	11,464.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	11,464.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRUSTEE FEES	33,373.	0.		28,367.	
INVESTMENT FEES	113,694.	113,694.		0.	
TO FORM 990-PF, PG 1, LN 16C	147,067.	113,694.		28,367.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FED EXCISE TAX	35,249.	0.		0.	
FOREIGN TAX WITHHELD	20,945.	20,945.		0.	
TO FORM 990-PF, PG 1, LN 18	56,194.	20,945.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	4
DESCRIPTION	AMOUNT				
ADJUSTMENT TO COST BASIS RESULTING FROM PRIOR YEAR TRANSACTION	31,086.				
TOTAL TO FORM 990-PF, PART III, LINE 5	31,086.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	9,507,608.	23,125,298.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,507,608.	23,125,298.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	6
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EXPLANATION

UTAH ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990-PF TO THEIR OFFICE.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	7
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL B. DUMKE P.O. BOX 53456 MAC S4101-22G PHOENIX, AZ 85072	DIRECTOR 1.00	7,500.	0.	0.
JUDITH B. JONES P.O. BOX 53456 MAC S4101-22G PHOENIX, AZ 85072	DIRECTOR 1.00	7,500.	0.	0.
JOHN BROWNING P.O. BOX 53456 MAC S4101-22G PHOENIX, AZ 85072	DIRECTOR 1.00	7,500.	0.	0.
CHRISTOPHER BROWNING P.O. BOX 53456 MAC S4101-22G PHOENIX, AZ 85072	DIRECTOR 1.00	7,500.	0.	0.
BRUCE BROWNING P.O. BOX 53456 MAC S4101-22G PHOENIX, AZ 85072	DIRECTOR 1.00	7,500.	0.	0.

VAL A BROWNING FOUNDATION

87-6167851

PEGINE GRAYSON
100 W. LIBERTY ST, STE 890
RENO, NV 89501

SECRETARY
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

37,500. 0. 0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 8

GRANTEE'S NAME

GRAND COUNTY WEED DEPARTMENT

GRANTEE'S ADDRESS125 EAST CENTER STREET
MOAH, UT 84532GRANT AMOUNT

10,000.

DATE OF GRANT

11/30/12

AMOUNT EXPENDEDPURPOSE OF GRANT

TO SUPPORT THE GRAND COUNTY, UTAH TAMARISK BEETLE PROJECT.

GRANTEE'S NAME

ARKWRIGHT SCHOLARSHIPS

GRANTEE'S ADDRESS74 UPPER HOLLY WALK
LEXINGTON SPA, WARWICKSHIRE, UNITED KINGDOM, CV32 4JL

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
17,000.	10/27/11	17,000.	06/30/12

PURPOSE OF GRANT

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANTS WERE USED IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY THE GRANTOR.

GRANTEE'S NAME

GREAT BUSTARD GROUP

GRANTEE'S ADDRESS1 DOWN BARN CLOSE
SALISBURY, WILTSHIRE, UNITED KINGDOM, SP4 6JP

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
25,000.	10/27/11	25,000.	06/30/12

PURPOSE OF GRANT

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANTS WERE USED IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY THE GRANTOR.

GRANTEE'S NAME

GUNMAKER'S COMPANY CHARITABLE TRUST

GRANTEE'S ADDRESS50 COMMERCIAL ROAD
LONDON, UNITED KINGDOM, E1 1LP

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
10,000.	10/27/11	10,000.	06/30/12

PURPOSE OF GRANT

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANTS WERE USED IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY THE GRANTOR.

GRANTEE'S NAME

MAGDALENE COLLEGE

GRANTEE'S ADDRESSMAGDALENE STREET
CAMBRIDGE, UNITED KINGDOM, CB3 0AG

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
50,000.	10/27/11	50,000.	06/30/12

PURPOSE OF GRANT

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANTS WERE USED IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY THE GRANTOR.

GRANTEE'S NAME

THE LEVANTINE FOUNDATION

GRANTEE'S ADDRESS106 ST. GEORGE'S SQUARE
LONDON, UNITED KINGDOM, SW1V 3QY

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
10,000.	10/27/11	10,000.	06/30/12

PURPOSE OF GRANT

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANTS WERE USED IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY THE GRANTOR.

GRANTEE'S NAME

UK CATS PROTECTION

GRANTEE'S ADDRESSCHELWOOD GATE
SUSSEX, UNITED KINGDOM, RH17 7TT

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
10,000.	10/27/11	10,000.	06/30/12

PURPOSE OF GRANT

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL GRANTS WERE USED IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY THE GRANTOR.

Val A Browning Foundation**EIN: 87-6167851****2012 Form 990-PF, PG 2, COL C**

Acct Security	12/31/12
Cash	
Cash-Blackrock Instl Fds	1,403,896
Cash-other	1,116
Cash-Blackrock Instl Fds	60,045
Cash-other	700
Cash-Blackrock Instl Fds	54,466
Total cash	1,520,224
Dividends receivable	
Total dividends receivable	96,633
Prepaid expenses	
Total prepaid expenses	2,751
Securities	
Allegheny Technologies, Inc.	133,584
Altria Group Inc.	314,400
Anglogold Limited-ADR	149,258
Anheuser-Busch INBEV SPN ADR	417,383
Archer Daniels Midland Co.	172,283
Berkshire Hathaway Inc CL B	378,983
Berkshire Hathaway Inc Del Cl A	536,240
British American Tobacco PLC	304,440
British American Tobacco PLC	38,055
Brown-Forman Corp-Class A	276,750
CIE Financiere Richemont SA CHF 1.0	638,775
CIE Financiere Richemont SA CHF 1 0	30,600
Cisco Systems, Inc.	186,896
Comcast Corp-Special CL A	179,600
Dell, Inc.	116,103
Diageo PLC	261,450
Encana Corp.	116,386
ETF Proshares Short S&P 500	162,663
Exelon Corp	162,083
Flextronics Intl. Ltd	108,687
Ford Motor Company	244,496
General Electric	7,116,366
General Electric Co.	224,803
Heineken Holding NV EUR 1.6	628,130
Kroger Co.	170,691

L-3 Communications Corp	214,536
Legg Mason, Inc.	164,608
Martin Marietta Matls Inc Com	164,990
Mastercard Inc.	491,280
Nestle S A. Registered Shares - ADR	921,178
Newmont Mining Corp.	188,036
Nokia Corp-ADR	96,025
Nokia Corp-ADR	147,138
NTT Docomo, Inc.	187,330
Pan American Silver Corp	110,507
Pernod-Ricard FRF 20 0	579,197
Pfizer Inc.	211,801
Philip Morris International IN	834,309
Portland General Elec Co.	192,067
Redwood Tr Inc Com	146,774
Royal Dutch Shell	189,613
SABMiller PLC USD 0 1	597,038
Scripps Networks Interactive	69,504
Southwest Airlines Co	166,318
SPDR Gold Trust	156,349
Teco Energy, Inc.	169,276
Teva Pharm Ind Ltd.	186,700
Total S A.-ADR	166,952
Unilever N V. - ADR	373,420
Walgreen Co	181,349
Washington Fed, Inc.	235,337
Washington Post Co CL B	73,042
Wells Fargo	2,345,910
Wells Fargo & Co	495,610

Total investments-corporate stock 23,125,298

Total assets 24,744,905