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Form 990-PF



Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation Val A Browning Charitable Foundation CO The Whittier Trust Co of Nevada		<b>A Employer identification number</b>  87-6167851	
Number and street (or P O box number if mail is not delivered to street address) 100 West Liberty Street Ste 890		<b>B Telephone number</b> (see instructions)  (775) 686-5400	
City or town, state or province, country, and ZIP or foreign postal code Reno, NV 89501		<b>C</b> If exemption application is pending, check here ▶ <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here ▶ <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 30,254,641		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	722,299	722,299		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	656,415			
	b Gross sales price for all assets on line 6a 2,870,298				
	7 Capital gain net income (from Part IV, line 2) . . .		656,415		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,378,714	1,378,714		
	13 Compensation of officers, directors, trustees, etc	46,500	6,975		39,525
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	 175			
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	 177,729	130,229		47,500
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	 51,725	32,759		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	 747			
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	276,876	169,963		87,025
	25 Contributions, gifts, grants paid . . . . .	1,047,040			1,047,040
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,323,916	169,963		1,134,065
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	54,798			
	b <b>Net investment income</b> (if negative, enter -0-)		1,208,751		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	1,520,224	851,511	851,511
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	2,751	5,216	5,216
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	9,507,608	10,571,517	29,397,914
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	11,030,583	11,428,244	30,254,641
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	11,030,583	11,428,244	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	11,030,583	11,428,244	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	11,030,583	11,428,244	

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	11,030,583
2	Enter amount from Part I, line 27a . . . . .	2	54,798
3	Other increases not included in line 2 (itemize) ▶ _____	3	342,863
4	Add lines 1, 2, and 3 . . . . .	4	11,428,244
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	11,428,244

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				
(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) 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				
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	656,415
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }		3	52,485

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 page 18 of 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))
2012	1,152,050	23,917,699	0 04817
2011	1,173,939	22,762,558	0 05157
2010	895,903	20,891,036	0 04289
2009	1,031,611	17,928,021	0 05754
2008	1,135,864	25,957,221	0 04376
2 Total of line 1, column (d). . . . . 2 0 24393			
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 04879			
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . . 4 27,088,214			
5 Multiply line 4 by line 3. . . . . 5 1,321,499			
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . . 6 12,088			
7 Add lines 5 and 6. . . . . 7 1,333,587			
8 Enter qualifying distributions from Part XII, line 4. . . . . 8 1,134,065			

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

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> 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)		
<b>b</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 . . . . .	<b>1</b>	24,175
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	24,175
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	24,175
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	30,613
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	5,000
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	35,613
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	11,438
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 11,438 <b>Refunded</b>	<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	Yes	No
<b>b</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)? . . . . . <i>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.</i>	<b>1b</b>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		No
<b>6</b> 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? . . . . .	<b>6</b>	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> NV			
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	Yes	
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Whittier Trust Co of Nevada Telephone no (775) 686-5400 Located at 100 W Liberty Street Ste 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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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 instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

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

7b

No

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

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

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Gardner Russo & Gardner 223 East Chestnut Street Lancaster,PA 17602	Investment Advisors	93,856
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . .	



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	26,399,828
b	Average of monthly cash balances. . . . .	1b	1,100,897
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	27,500,725
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	
3	Subtract line 2 from line 1d. . . . .	3	27,500,725
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	412,511
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,088,214
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,354,411

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	1,354,411
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	24,175
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	24,175
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,330,236
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	1,330,236
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,330,236

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	1,134,065
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,134,065
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,134,065
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,330,236
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			172,136	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,134,065				
a Applied to 2012, but not more than line 2a			172,136	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				961,929
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				368,307
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 See Additional Data Table				
Total . . . . .			3a	1,047,040
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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


Form **990-PF** (2013)



**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**


<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
Bruce W Browning	Director 1 00	7,500		
100 W Liberty Street Ste 890 Reno, NV 89501				
Chnstopher Browning	Director 1 00	7,500		
100 W Liberty Street Ste 890 Reno, NV 89501				
John Browning	Director 1 00	7,500		
100 W Liberty Street Ste 890 Reno, NV 89501				
Carol Browning Dumke	Director 1 00	7,500		
100 W Liberty Street Ste 890 Reno, NV 89501				
Judith Ann Browning Jones	Director 1 00	7,500		
100 W Liberty Street Ste 890 Reno, NV 89501				
Amelia Jones	Director 1 00	4,500		
100 W Liberty Street Ste 890 Reno, NV 89501				
Pegine E Grayson	Secretary 1 00	0		
100 W Liberty Street Ste 890 Reno, NV 89501				
Edmund Dumke	Director 1 00	4,500		
100 W Liberty Street STE 890 Reno, NV 89501				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Adv for Survivors of Domestic Viole PO Box 3216 Hailey, ID 83333	None	PC	Youth and Teen Prevention Program Against Violence and Bullying	5,000
American Friends of Univ Coll Oxfor 541 Buttermilk Pike Suite 207 Crescent Springs, KY 41017	None	PC	General Operating Support	39,707
Animal Shelter of Wood River Valley PO Box 1496 Hailey, ID 83333	None	PC	Spay-Neuter/Valerie A Dunkle Fund	50,000
Blaine County Seniors Council Inc PO Box 28 Hailey, ID 83333	None	PC	General Operating Support	50,000
Cambridge in America PO Box 4511 - Grand Central Station New York, NY 10163	None	PC	General Operating Support	50,000
Canyonlands Field Institute Inc 1320 South Hwy 191 Moab, UT 84532	None	PC	Summer Navajo Teen Nature Guide Training	11,000
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 22314	None	PC	The Gunmakers Co Charitable Trust - Support Apprentices	10,000
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 22314	None	PC	The Great Bustard Group's general operating support	50,000
The Community Library Association 415 Spruce Avenue Ketchum, ID 83340	None	PC	General Operating Support	2,000
Eccles Garden Eccles Comm Art Cente 2580 Jefferson Avenue Ogden, UT 84401	None	PC	Ann C Browning Garden Maintenance	8,600
Four Corners School of Outdoor Educ PO Box 1029 Monticello, UT 84535	None	PC	Building Fund	10,000
Friends of Arches Canyonlands Parks PO Box 1680 Moab, UT 84532	None	PC	Bates Wilson Legacy Fund (environmental stewardship, preservation and education)	10,000
Greater Ogden Community Nature Cent 966 W 12th Street Ogden, UT 84404	None	PC	Volunteer Coordination	12,500
Hawkwatch International Inc 2240 South 900 East Salt Lake City, UT 84101	None	PC	Bird related education in Weber County	10,000
Healthy Environment Alliance of Uta 824 S 400 W 111 Salt Lake City, UT 84101	None	PC	To improve Utah's air quality	10,000
<b>Total . . . . .</b>  <b>3a</b>				1,047,040



Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Int'l Friends of London Library Inc 515 Madison Avenue Suite 2301 New York, NY 10022	None	PC	Library's Redevelopment Project	45,208
Int'l Friends of London Library Inc 515 Madison Avenue Suite 2301 New York, NY 10022	None	PC	Library's Redevelopment Project	29,399
Int'l Youth Soccer Exchange Assoc PO Box 2204 Poulsbo, WA 98370	None	PC	2014 soccer trip to Australia	5,000
Living With Wolves PO Box 896 Sun Valley, ID 83353	None	PC	To help educate ranchers and farmers on lethal means predator control	12,500
Midtown Community Health Center Inc 2240 Adams Avenue Ogden, UT 84401	None	PC	For the Wellness Exercise Program for the Seriously Mentally Ill, and,for Psychiatric Services	40,000
Moab Music Festival Inc 58 East 300 South Moab, UT 84532	None	PC	General Fund	30,000
Ogden Surgical Society PO Box 9311 Ogden, UT 84409	None	PC	General operating support	2,400
Ogden Symphony-Ballet Association 638 26th Street Ogden, UT 84401	None	PC	General operating support	16,000
Post-Prison Education Program 810 Third Avenue - Suite 180 Seattle, WA 98104	None	PC	Program support	13,250
Swiftsure Ranch - See Stmt 100 114 Calypso Lane Bellevue, ID 83313	None	PC	New corrals and base material	143,697
Sawtooth Interpretive Historical As PO Box 75 Stanley, ID 83333	None	PC	Naturalist education and lectures at the Red Fish Center	20,000
Sawtooth Society Inc PO Box 209 Stanley, ID 83278	None	PC	Trail maintenance in Sawtooth area	10,000
Seekhaven Inc PO Box 729 Moab, UT 84532	None	PC	Safety and security, building repairs, yard cleanup and facility improvements	30,250
Sun Club Inc PO Box 1982 Ketchum, ID 83340	None	PC	Meetings, utilities and repairs	1,000
Treatment Advocacy Center 200 N Glebe Rd Suite 730 Arlington, VA 22203	None	PC	Mental Health Advocacy	30,000
<b>Total . . . . .</b>  <b>3a</b>				1,047,040

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Union Station Foundation 2501 Wall Avenue Ogden, UT 84401	None	PC	To effectively display the J&B 1893 prototype recently acquired by the museum	10,000
University of Washington Foundation Box 359505 Seattle, WA 98195	None	PC	School of Law's Mental Health Court Public Defender Class	39,760
Weber County Library Development Fu 2464 Jefferson Avenue Ogden, UT 84401	None	PC	Technology enhancement	10,000
Weber Pathways PO Box 972 Ogden, UT 84402	None	PC	Trail repair and maintenance	12,500
Weber State Univ Development Office 4018 University Circle Ogden, UT 84408	None	PC	Weber State Debating Team	3,000
Weber State Univ Development Office 4018 University Circle Ogden, UT 84408	None	PC	College of Humanities for Arts in the Classroom Project, College of Science for the Science in the Parks Project, for the Center of Science & Math Education & the Harbor Balloon Project, the Suzi Nicholson Scholarship	139,221
West Sound Academy 16571 Creative Drive NE Poulsbo, WA 98370	None	PC	International Baccalaureate Program	59,548
One Mind Institute - See Stmt 100 1570 Bella Oaks Lane Rutherford, CA 94573	None	PC	Mental health research program for prevention/cure	13,000
Kimball Arts Center PO Box 1478 Park City, UT 84060		PC	General operating support	2,500
<b>Total . . . . .</b>  <b>3a</b>				1,047,040

## TY 2013 Contractor Compensation Explanation

**Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851

**Software ID:** 13000170

**Software Version:** 2013v3.1

Contractor	Explanation
Gardner Russo & Gardner	

**TY 2013 General Explanation Attachment****Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851**Software ID:** 13000170**Software Version:** 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	Statement 100 Charity Name Changes From Last Year's Return NEW NAME - One Mind Institute OLD NAME - International Mental Health Research Org NEW Name - Swiftsure Ranch Therapeutic Equestrian Center Inc OLD NAME - Sagebrush Equine Training Center for the Handicapped Inc

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** Val A Browning Charitable Foundation  
CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
See Statement 110	10,571,517	29,397,914

**TY 2013 Legal Fees Schedule****Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Misc	175	0	0	0

## TY 2013 Other Expenses Schedule

**Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Filing Fees & Other Exp	747			

**TY 2013 Other Increases Schedule****Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Amount
Unrealized Gain Donated Securites	342,863



**TY 2013 Other Professional Fees Schedule****Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Advisory Fees	127,729	127,729	0	0
Trustee Managment Fees	50,000	2,500	0	47,500

**TY 2013 Taxes Schedule****Name:** Val A Browning Charitable Foundation

CO The Whittier Trust Co of Nevada

**EIN:** 87-6167851**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	18,966			
Foreign Tax	32,759	32,759		

**Val A Browning Foundation**
**EIN: 87-6167851**
**2013 Form 990-PF, pg 8, Part X: Minimun Investment Return**

01741R102	ALLEGHENY TECHNOLOGIES INC COM	271.144
035128206	ANGLOGOLD ASHANTI LTD SPONSORED ADR	144.953
037833100	APPLE COMPUTER INC COM	288.925
09248U551	BLACKROCK TREAS	501.382
055622104	BP AMOCO P L C SPONSORED ADR	309.160
16941M109	CHINA MOBILE LIMITED SPONSORED ADR	252.299
292505104	ENCANA CORP	257.393
30161N101	EXELON CORP COM	240.210
Y2573F102	FLEXTRONICS INTL LTD ORD	185.719
345370860	FORD MOTOR COMPANY	291.318
369604103	GENERAL ELECTRIC CO COM	300.201
502424104	L-3 COMMUNICATIONS HOLDINGS INC	299.208
524901105	LEGG MASON INC	278.272
580037109	MCDERMOTT INTL INC COM	336.172
651639106	NEWMONT MINING CORP COM	108.218
62942M201	NTT DOCOMO INC SPONS ADR	273.901
684060106	ORANGE SPONSORED ADR	307.268
697900108	PAN AMERICAN SILVER CORP COM	166.374
717081103	PFIZER INC COM	324.984
758075402	REDWOOD TR INC COM	247.161
780259206	ROYAL DUTCH SHELL PLC SPONS ADR A	277.953
806882106	SCHNITZER STL INDS CL A	261.850
844741108	SOUTHWEST AIRLS CO COM	398.880
881624209	TEVA PHARMACEUTICAL INDS LTDADR	268.536
89151E109	TOTAL S A SPONSORED ADR	319.829
938824109	WASHINGTON FED INC COM	364.721
959802109	WESTERN UN CO COM	277.898
02209S103	ALTRIA GROUP INC	307.120
03524A108	ANHEUSER BUSCH INBEV SA NV SPONSORED ADR	532.300
084670108	BERKSHIRE HATHAWAY INC DEL CL A	711.600
084670702	BERKSHIRE HATHAWAY INC DEL CL B NEW	385.320
09248U551	BLACKROCK TREAS	263.782
G1510J102	BRITISH AMERICAN TOBACCO PLCORD	303.006
115637100	BROWN FORMAN CORP CL A	313.523
H25662182	CIE FINANCIERE RICHEMONT AG SHS	688.565
20030N200	COMCAST CORP	236.930
G42089113	DIAGEO PLC ORD	298.125
N39338194	HEINEKEN HOLDINGS SHS	681.174
573284106	MARTIN MARIETTA MATLS INC COM	174.895
57636Q104	MASTERCARD INC CL A	814.574
641069406	NESTLE S A SPONSORED ADR	1.079.933
F72027109	PERNOD RICARD ACT ORD	573.393
718172109	PHILIP MORRIS INTL INC COM	917.043
G77395104	SABMILLER PLC SHS	667.684
811065101	SCRIPPS NETWORKS INTERACT INCL A COM	103.692
904784709	UNILEVER N V N Y SHS NEW	472.703
949746101	WELLS FARGO & CO NEW COM	673.055
09248U551	BLACKROCK TREAS	83.633
369604103	GENERAL ELECTRIC CO COM	9.387.499
949746101	WELLS FARGO & CO NEW COM	3.023.231
	Pending Sweep	2.716
	Less Cash	(851.511)
		29.397.914