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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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation VAL A BROWNING CHARITABLE FOUNDATION C/O THE WHITTIER TRUST CO OF NEVADA		A Employer identification number 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 Telephone number (see instructions) (775) 686-5400	
City or town, state or province, country, and ZIP or foreign postal code RENO, NV 895011954		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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 29,403,831		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J 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 not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30	30	30	
	4 Dividends and interest from securities.	858,650	858,650	858,650	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	585,626			
	b Gross sales price for all assets on line 6a 2,789,150				
	7 Capital gain net income (from Part IV, line 2) . . .		585,626		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,444,306	1,444,306	858,680	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,000	6,300	0	35,700
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	910	0	0	910
	b Accounting fees (attach schedule)	2,000	0	0	0
	c Other professional fees (attach schedule)	194,620	147,120	0	47,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	72,037	48,821	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,709	2,347	0	362
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	314,276	204,588	0	84,472
	25 Contributions, gifts, grants paid	1,510,468			1,510,468
	26 Total expenses and disbursements. Add lines 24 and 25	1,824,744	204,588	0	1,594,940
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-380,438			
	b Net investment income (if negative, enter -0-)		1,239,718		
	c Adjusted net income (if negative, enter -0-)			858,680	

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	851,511	482,476	482,476
	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	5,216		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,571,517	11,960,826	28,921,355
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,428,244	12,443,302	29,403,831	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	11,428,244	12,823,740	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	-380,438	
30	Total net assets or fund balances (see instructions)	11,428,244	12,443,302		
31	Total liabilities and net assets/fund balances (see instructions) . . .	11,428,244	12,443,302		

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)	11,428,244
2	Enter amount from Part I, line 27a	-380,438
3	Other increases not included in line 2 (itemize) ▶ _____	1,395,496
4	Add lines 1, 2, and 3	12,443,302
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	12,443,302

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	WHITTIER TRUST COMPANY (RUSSO)	P		
b	WHITTIER TRUST COMPANY (RUSSO)	P		
c	WHITTIER TRUST COMPANY (SROUFE)	P		
d	WHITTIER TRUST COMPANY (SROUFE)	P		
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 8,971		8,479	492
b 31,679		33,547	-1,868
c 742,217		662,973	79,244
d 2,006,283		1,498,525	507,758
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			492
b			-1,868
c			79,244
d			507,758
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	585,626
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	79,736

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,134,065	27,088,214	0 041866
2012	1,152,050	23,917,699	0 048167
2011	1,173,939	22,762,558	0 051573
2010	895,903	20,891,036	0 042885
2009	1,031,611	17,928,021	0 057542

2	Total of line 1, column (d).	2	0 242033
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 048407
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	30,548,423
5	Multiply line 4 by line 3.	5	1,478,758
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,397
7	Add lines 5 and 6.	7	1,491,155
8	Enter qualifying distributions from Part XII, line 4.	8	1,594,940

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	12,397
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	12,397
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,397
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	24,438	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	24,438
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	12,041
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 12,041 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) NV				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

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 ST 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 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GARDNER RUSSO & GARDNER	INVESTMENT ADVISORY	104,793
223 EAST CHESTNUT STREET		
LANCASTER,PA 17602		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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	30,264,162
b	Average of monthly cash balances.	1b	749,465
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	31,013,627
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	31,013,627
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	465,204
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,548,423
6	Minimum investment return. Enter 5% of line 5.	6	1,527,421

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	1,527,421
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	12,397
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,397
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,515,024
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,515,024
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	1,515,024

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	1,594,940
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	1,594,940
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	12,397
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,582,543
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,515,024
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			368,307	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,594,940				
a Applied to 2013, but not more than line 2a			368,307	
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 2014 distributable amount.				1,226,633
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				288,391
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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	1,510,468
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2014)


Form 990PF Part VIII Line 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
BRUCE BROWNING	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
CHRISTOPHER BROWNING	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
JOHN BROWNING	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
CAROL BROWNING DUMKE	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
JUDITH ANN BROWNING JONES	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
AMELIA JONES	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
EDMUND DUMKE	DIRECTOR 1 00	6,000	0	0
100 W LIBERTY ST STE 890 RENO,NV 89501				
PEGINE E GRAYSON	SECRETARY 1 00	0	0	0
100 W LIBERTY ST 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)				
a <i>Paid during the year</i>				
ADVOCATES FOR SURVIVORS OF DOMESTIC VIOLENCE INC P O BOX 3216 HAILEY,ID 83333	NONE	PC	YOUTH AND TEEN PREVENTION PROGRAM AGAINST VIOLENCE AND BULLYING	10,040
AMERICAN FRIENDS OF UNIVERSITY COLLEGE OXFORD INC 541 BUTTERMILK PIKE STE 207 CRESCENT SPRINGS,KY 41017	NONE	PC	GENERAL OPERATING SUPPORT	20,080
ANIMAL SHELTER OF WOOD RIVER VALLEY P O BOX 1496 HAILEY,ID 83333	NONE	PC	NEW FACILITY DEVELOPMENT SUPPORT	150,728
BLAINE COUNTY SENIORS COUNCIL INC P O BOX 28 HAILEY,ID 83333	NONE	PC	GENERAL OPERATING SUPPORT	50,593
CAMBRIDGE IN AMERICA P O BOX 9123 JAFBLG NEWYORK,NY 100879123	NONE	PC	GENERAL OPERATING SUPPORT	20,080
CANYONLANDS FIELD INSTITUTE INC 1320 SOUTH HIGHWAY 191 MOAB,UT 84532	NONE	PC	EXPANDED NAVAJO TEEN NATURE GUIDE TRAINING	18,000
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL ROAD STE 150 ALEXANDRIA,VA 223142840	NONE	PC	THE GREAT BUSTARD GROUP GENERAL OPERATING SUPPORT	150,728
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL ROAD STE 150 ALEXANDRIA,VA 223142840	NONE	PC	TREATMENT BEFORE TRAGEDY PROGRAM SUPPORT	49,804
ECCLES GARDEN ECCLES COMMUNITY ART CENTER FOUNDATION 2580 JEFFERSON AVENUE OGDEN,UT 84401	NONE	PC	ANN C BROWNING GARDEN MAINTENANCE	8,649
FRIENDS OF ARCHES AND CANYONLANDS PARKS P O BOX 1680 MOAB,UT 84532	NONE	PC	EVIRONMENTAL STEWARDSHIP, PRESERVATION AND EDUCATION	10,040
FRIENDS OF TRACY AVIARY 589 EAST 1300 SOUTH SALT LAKE CITY,UT 84105	NONE	PC	NATURE IN THE CITY PROGRAM	10,000
GREATER OGDEN COMMUNITY NATURE PROGRAM 966 WEST 12TH STREET OGDEN,UT 84404	NONE	PC	VOLUNTEER TRAINING	15,073
HOSPICE & PALLIATIVE CARE OF THE WOOD RIVER VALLEY P O BOX 4320 KETCHUM,ID 83340	NONE	PC	GENERAL OPERATING SUPPORT	80,948
INTERNATIONAL FRIENDS OF LONDON LIBRARY INC 515 MADISON AVENUE STE 2310 NEWYORK,NY 10022	NONE	PC	LIBRARY'S REDEVELOPMENT PROJECT	100,502
INTERNATIONAL MENTAL HEALTH RESEARCH ORGANIZATION 1570 BELLA OAKS LANE RUTHERFORD,CA 94573	NONE	PC	MENTAL HEALTH RESEARCH PROGRAM FOR PREVENTION/CURE	20,080
Total  3a				1,510,468

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)				
a Paid during the year				
KIMBALL ART CENTER 638 PARK AVENUE PARK CITY,UT 84060	NONE	PC	GENERAL OPERATING SUPPORT	55,284
LIVING RIVERS P O BOX 466 MOAB,UT 84532	NONE	PC	RESEARCH AND PROSECUTE SW WATER INTERESTS	25,507
LIVING WITH WOLVES P O BOX 896 SUN VALLEY,ID 83353	NONE	PC	WOLF/LIVESTOCK CONFLICT SOLUTIONS	50,251
LASSO LOCAL ANIMAL SHELTER SUPPORT ORGANIZATION ELKO ANIMAL SHELTER P O BOX 1333 ELKO,NV 89803	NONE	PC	VALERIE A DUMKE FUND - SPAY & NEUTER	25,000
MOAB MUSIC FESTIVAL INC 58 EAST 300 SOUTH MOAB,UT 84532	NONE	PC	GENERAL FUNDENDOWMENT	51,015
MOAB VALLEY HEATH CARE INC MOAB REGIONAL HOSPITAL 450 WEST WILLIAMS WAY MOAB,UT 84532	NONE	PC	ONE DIFIBRILLATOR	20,391
MOAB VALLEY MULTICULTURAL CENTER P O BOX 55 MOAB,UT 84532	NONE	PC	CRITICAL NEEDS OF UNDERSERVED POPULATIONS	10,000
OGDEN SURGICAL SOCIETY P O BOX 9311 OGDEN,UT 84409	NONE	PC	GENERAL OPERATING SUPPORT	2,432
OGDEN SYMPHONY-BALLET ASSOCIATION 638 26TH STREET OGDEN,UT 84401	NONE	PC	GENERAL OPERATING SUPPORT	16,313
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY UC BERKELEY LIBRARY 131 DOE LIBRARY BERKELEY,CA 947206000	NONE	PC	GENERAL OPERATING SUPPORT	20,042
SAWTOOTH INTERPRETIVE AND HISTORICAL ASSOCIATION P O BOX 75 STANLEY,ID 83333	NONE	PC	GENERAL OPERATING SUPPORT	24,000
SAWTOOTH SOCIETY INC P O BOX 209 STANLEY,ID 83278	NONE	PC	TRAIL BUILDING	10,000
SEEKHAVEN INC P O BOX 729 MOAB,UT 84532	NONE	PC	SAFETY AND SECURITY - DOORS AND WALLS	15,750
ST LUKE'S WOOD RIVER FOUNDATION INC P O BOX 7005 KETCHUM,ID 83340	NONE	PC	DESIGNATED FOR MENTAL HEALTH	50,251
SUNFLOWER WELLNESS 554 CASTRO STREET STE 250 SAN FRANCISCO,CA 94114	NONE	PC	EXPANSION OF CANCER EXERCVISE PROGRAM	30,146
Total  3a				1,510,468

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)				
a Paid during the year				
TREATMENT ADVOCACY CENTER 200 NORTH GLEBE ROAD STE 730 ARLINGTON,VA 22203	NONE	PC	THE TORREY ACTION FUND	48,987
UNION STATION FOUNDATION 2501 WALL AVENUE OGDEN,UT 84401	NONE	PC	GENERAL OPERATING SUPPORT	10,040
UTAH PHYSICIANS FOR A HEALTHY ENVIRONMENT 1064 EAST ELGIN AVENUE SALT LAKE CITY,UT 84106	NONE	PC	GENERAL OPERATING SUPPORT	10,040
UTAH STATE UNIVERSITY FOUNDATION 1490 OLD MAIN HILL LOGAN,UT 843221490	NONE	PC	GEOLOGY DEPARTMENT FIESINGER PETROLOGY LAB RENOVATION	25,270
UTAH STATE UNIVERSITY FOUNDATION 1490 OLD MAIN HILL LOGAN,UT 843221490	NONE	PC	GEOLOGY DEPARTMENT PETROGRAPHIC MICROSCOPES	23,247
UTAH STATE UNIVERSITY FOUNDATION 1490 OLD MAIN HILL LOGAN,UT 843221490	NONE	PC	GEOLOGY DEPARTMENT ARIEL IMAGERY ANALYSIS SYSTEM	8,017
WEBER PATHWAYS 1265 VILLAGE DRIVE DEPT 4018 OGDEN,UT 844084018	NONE	PC	LAND FOR WEBER PARKWAY TRAIL	80,948
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN,UT 844084018	NONE	PC	WEBER STATE DEBATING TEAM	3,010
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN,UT 844084018	NONE	PC	TELITHA LINDQUIST COLLEGE OF HUMANITIESSORENSEN ARTS LEARING PROGRAM	25,271
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN,UT 844084018	NONE	PC	SCIENCE AND ARTS IN THE PARKS	25,271
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN,UT 844084018	NONE	PC	CENTER FOR SCIENCE AND MATH EDUCATION	25,271
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN,UT 844084018	NONE	PC	RITCHIE SCIENCE FAIR	10,040
WEBER STATE UNIVERSITY DEVELOPMENT OFFICE 4018 UNIVERSITY CIRCLE OGDEN,UT 844084018	NONE	PC	HARBOR BALLOON PROJECT	25,271
WEST SOUND ACADEMY 16571 CREATIVE DRIVE NE POULSBO,WA 98370	NONE	PC	INTERNATIONAL BACCALAUREATE PROGRAM	33,914
WEST SOUND ACADEMY 16571 CREATIVE DRIVE NE POULSBO,WA 98370	NONE	PC	INTERNATIONAL BACCALAUREATE PROGRAM	34,144
Total  3a				1,510,468

TY 2014 Accounting Fees Schedule**Name:** VAL A BROWNING CHARITABLE FOUNDATION

C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DOUGLAS DAMON CPA	2,000	0	0	0

TY 2014 Investments Corporate Stock Schedule

Name: VAL A BROWNING CHARITABLE FOUNDATION
C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WHITTIER TRUST COMPANY	11,960,826	28,921,355

TY 2014 Legal Fees Schedule**Name:** VAL A BROWNING CHARITABLE FOUNDATION

C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STOEL RIVES LLP	910	0	0	910

TY 2014 Other Expenses Schedule**Name:** VAL A BROWNING CHARITABLE FOUNDATION

C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEETING EXPENSES	426	64	0	362
ADR FEES	2,283	2,283	0	0

TY 2014 Other Increases Schedule

Name: VAL A BROWNING CHARITABLE FOUNDATION
C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Description	Amount
UNRECOGNIZED GAIN ON SECURITIES DISTRIBUTED TO CHARITIES	1,393,736
2014 NONTAXABLE DIVIDENDS	1,760

TY 2014 Other Professional Fees Schedule

Name: VAL A BROWNING CHARITABLE FOUNDATION

C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WHITTIER TRUST CO - MANAGEMENT FEES	50,000	2,500	0	47,500
GARDNER RUSSO & GARDNER - INVESTMENT ADVISORY	104,793	104,793	0	0
LESA SROUFE & CO - INVESTMENT ADVISORY	39,827	39,827	0	0

TY 2014 Taxes Schedule**Name:** VAL A BROWNING CHARITABLE FOUNDATION

C/O THE WHITTIER TRUST CO OF NEVADA

EIN: 87-6167851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	23,216	0	0	0
FOREIGN TAX	48,821	48,821	0	0