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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 05-01-2014, and ending 04-30-2015

Name of foundation JOHN N BROWNING FAMILY FDCARLISLE CO US		A Employer identification number 31-1284450	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 0634		B Telephone number (see instructions) (513) 632-2018	
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 532010634		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,667,410		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	79,054	79,054		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	401,924			
	b Gross sales price for all assets on line 6a 551,903				
	7 Capital gain net income (from Part IV, line 2) . . .		401,924		
	8 Net short-term capital gain			0	
	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	480,978	480,978		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	2,372	0	0	2,372
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	12,900	11,610		1,290
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	3,166	766		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	225	25		200
	24 Total operating and administrative expenses. Add lines 13 through 23	18,663	12,401	0	3,862
	25 Contributions, gifts, grants paid	167,500			167,500
	26 Total expenses and disbursements. Add lines 24 and 25	186,163	12,401	0	171,362
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	294,815			
	b Net investment income (if negative, enter -0-)		468,577		
	c Adjusted net income (if negative, enter -0-)			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			
	2	Savings and temporary cash investments	35,107	88,673	88,673
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	686,027	634,438	2,584,812
	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)	584,638	877,548	993,925
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,305,772	1,600,659	3,667,410	
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	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	1,305,772	1,600,659	
28		Paid-in or capital surplus, or land, bldg , and equipment fund			
29		Retained earnings, accumulated income, endowment, or other funds			
30		Total net assets or fund balances (see instructions)	1,305,772	1,600,659	
31		Total liabilities and net assets/fund balances (see instructions) . . .	1,305,772	1,600,659	

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)	11,305,772
2	Enter amount from Part I, line 27a	2294,815
3	Other increases not included in line 2 (itemize) ▶ ☒	379
4	Add lines 1, 2, and 3	41,600,666
5	Decreases not included in line 2 (itemize) ▶ ☒	57
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	61,600,659

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
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	401,924
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	149,425	3,283,518	0 045508
2012	134,312	2,882,836	0 04659
2011	144,256	2,901,223	0 049722
2010	125,598	2,789,248	0 045029
2009	121,282	2,620,734	0 046278

2	Total of line 1, column (d).	2	0 233127
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 046625
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,639,115
5	Multiply line 4 by line 3.	5	169,674
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,686
7	Add lines 5 and 6.	7	174,360
8	Enter qualifying distributions from Part XII, line 4.	8	171,362

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 ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		19,372	
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-)		20	
3		Add lines 1 and 2.		39,372	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		59,372	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	1,936
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	7,436
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments Add lines 6a through 6d.		79,372	
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		80	
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	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 0 Refunded ☐		110	

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		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		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) ☐ OH				
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		No
Website address				
14	The books are in care of US BANK NA Telephone no (513) 632-4365 Located at 425 WALNUT ST CINCINNATI OH ZIP+4 45201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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		
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		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 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))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARLISLE VAN METER	TREASURER	0		
c/o US BANK PO BOX 1118 CINCINNATI, OH 45201	0			
GEORGE VAN METER JR	PRESIDENT	0		
c/o US BANK PO BOX 1118 CINCINNATI, OH 45201	0			
LAURANCE VAN METER	SECRETARY	0		
c/o US BANK PO BOX 1118 CINCINNATI, OH 45201	0			
THOMAS VAN METER	VICE PRESIDENT	0		
c/o US BANK NA PO BOX 1118 CINCINNATI, OH 45201	0			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,564,275
b	Average of monthly cash balances.	1b	130,258
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,694,533
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	3,694,533
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	55,418
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,639,115
6	Minimum investment return. Enter 5% of line 5.	6	181,956

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	181,956
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	9,372
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,372
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	172,584
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	172,584
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	172,584

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	171,362
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	171,362
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	171,362

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				172,584
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			151,211	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				0
b From 2010.				0
c From 2011.				0
d From 2012.				0
e From 2013.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 171,362				
a Applied to 2013, but not more than line 2a			151,211	
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.				20,151
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:				
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 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				152,433
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. . . .				0
b Excess from 2011. . . .				0
c Excess from 2012. . . .				0
d Excess from 2013. . . .				0
e Excess from 2014. . . .				0

Part XIV

4942(j)(3) or 4942(j)(5)

3 Complete 3a, b, or c for the alternative test relied upon

1 Information Regarding Foundation Managers:

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

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.

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

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	167,500
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

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

2015-11-30

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

DONALD J ROMAN

Preparer's Signature

Date

2015-11-30

Check if self-employed

PTIN

P00364310

Firm's name

PRICEWATERHOUSECOOPERS LLP

Firm's EIN

13-4008324

Firm's address

600 GRANT STREET PITTSBURGH, PA 15219

Phone no.

(412) 355-6000

Form 990-PF (2014)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 ANADARKO PETE CORP		2002-09-04	2014-05-15
400 MC DONALD'S CORP		1986-12-23	2014-05-15
1000 MICROSOFT CORP		1994-03-25	2014-05-15
4195 258 NUVEEN INTL SELECT FD CL I			2014-05-15
113 309 NUVEEN INTL SELECT FD CL I		2013-12-16	2014-05-15
400 QUALCOMM INC		2003-07-24	2014-05-15
800 WALGREEN CO COM W/RTS ATTACHED EXP 08/21/2006		1992-05-19	2014-05-15
100 CR BARD INC		2003-11-12	2014-10-08
200 DISNEY WALT CO		2001-10-15	2014-10-08
876 DU PONT E I DE NEMOURS & CO		1984-10-16	2014-10-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
29,748		6,517	23,231
40,997		2,134	38,863
39,557		2,756	36,801
43,085		42,899	186
1,164		1,159	5
31,855		7,437	24,418
54,433		3,311	51,122
14,900		3,865	11,035
17,342		3,781	13,561
59,532		7,339	52,193

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			23,231
			38,863
			36,801
			186
			5
			24,418
			51,122
			11,035
			13,561
			52,193

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 HEWLETT PACKARD CO		1994-03-25	2014-10-08
1000 INTEL CORP		1993-06-04	2014-10-08
500 MICROSOFT CORP		1994-03-25	2014-10-08
100 PROCTER & GAMBLE CO		1961-05-11	2014-10-10
400 ALCOA INC		2002-08-02	2015-02-05
200 CR BARD INC		2003-11-12	2015-02-05
500 HEWLETT PACKARD CO		1994-03-25	2015-02-05
500 ISHARES DOW JONES US REAL ESTATE ETF		2013-08-06	2015-02-05
100 NIKE INC CL B COM		2008-03-25	2015-02-05
200 SOUTHERN CO		1988-06-23	2015-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,535		4,120	13,415
33,419		3,531	29,888
22,880		1,378	21,502
8,504		30	8,474
6,656		10,184	-3,528
34,784		7,730	27,054
18,910		4,120	14,790
41,034		32,825	8,209
9,268		3,440	5,828
9,888		1,423	8,465

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			13,415
			29,888
			21,502
			8,474
			-3,528
			27,054
			14,790
			8,209
			5,828
			8,465

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SECURITY LITIGATION PROCEEDS			2015-04-15
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34			34
			16,378

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			34

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>				
SAYRE SCHOOL 194 N LIMESTONE STREET LEXINGTON,KY 40507	NONE	EDUCATIONAL	GENERAL	22,000
MORTON CENTER 1028 BARRET AVENUE LOUISVILLE,KY 40204	NONE	CHARITABLE	GENERAL	2,500
ST AGNES HOUSE 635 MAXWELTON COURT LEXINGTON,KY 40508	NONE	CHARITABLE	GENERAL	5,000
TRANSYLVANIA UNIVERSITY 300 NORTH BROADWAY LEXINGTON,KY 40508	NONE	EDUCATIONAL	GENERAL	10,000
CLARK COUNTY ASSOCIATION FOR HANDICAP CITIZENS PO BOX 643 WINCHESTER,KY 40392	NONE	CHARITABLE	GENERAL	5,000
BLUEGRASS COMMUNITY & TECH COLLEGE 164 OPPORTUNITY WAY BLDG C LEXINGTON,KY 40511	NONE	EDUCATIONAL	GENERAL	5,000
CARDINAL HILL HOSPITAL 2050 VERSAILLES RD LEXINGTON,KY 40504	NONE	CHARITABLE	GENERAL	5,000
OLDFIELDS SCHOOL 1500 GLENCOE ROAD SPARKS GLENCOE,MD 21152	NONE	EDUCATIONAL	GENERAL	10,000
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA,VA 22302	NONE	EDUCATIONAL	GENERAL	5,000
KENTUCKY EDUCATIONAL TELEVISION 560 COOPER DRIVE LEXINGTON,KY 40502	NONE	EDUCATIONAL	GENERAL	5,000
UNIVERSITY OF GEORGIA FOUNDATION COLLEGE OF VETERINARY MEDICINE 394 SOUTH MILLEDGE AVE ATHENS,GA 30602	NONE	EDUCATIONAL	GENERAL	10,000
TOM BROWNING BOYS & GIRLS CLUB 309 WADSWORTH DRIVE MAYSVILLE,KY 41056	NONE	CHARITABLE	GENERAL	25,000
UNIVERSITY OF KENTUCKY COLLEGE OF MEDICINE 138 LEADER AVENUE LEXINGTON,KY 40506	NONE	EDUCATIONAL	CANCER RESEARCH	15,000
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON,KY 40511	NONE	CHARITABLE	GENERAL	5,000
YMCA OF GREATER LEXINGTON 239 EAST HIGH STREET LEXINGTON,KY 40507	NONE	CHARITABLE	GENERAL	10,000
Total  3a				167,500

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>				
WOODBERRY FOREST SCHOOL 10 WOODBERRY STATION WOODBERRY FOREST,VA 229890010	NONE	EDUCATIONAL	GENERAL	1,500
LEEDS CENTER FOR THE ARTS PO BOX 836 WINCHESTER,KY 403920836	NONE	CHARITABLE	GENERAL	5,000
MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON,CT 06032	NONE	EDUCATIONAL	GENERAL	5,000
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE,KY 40211	NONE	EDUCATIONAL	GENERAL	500
EXPLORIUM OF LEXINGTON 440 WEST SHORT STREET LEXINGTON,KY 40507	NONE	CHARITABLE	GENERAL	1,000
KENTUCKY RACETRACK CHAPLAINCY INC PO BOX 324 SIMPSONVILLE,KY 40067	NONE	CHARITABLE	GENERAL	1,000
BEECH ACRES 6881 BEECHMONT AVENUE CINCINNATI,OH 45230	NONE	CHARITABLE	GENERAL	5,000
WASHINGTON & LEE UNIVERSITY 204 WEST WASHINGTON STREET LEXINGTON,VA 244502116	NONE	EDUCATIONAL	GENERAL	1,000
NOLI CDC 714 NORTH LIMESTONE STREET LEXINGTON,KY 40508	NONE	CHARITABLE	GENERAL	7,000
ARBOR YOUTH SERVICES 540 WEST THIRD STREET LEXINGTON,KY 40508	NONE	CHARITABLE	GENERAL	1,000
Total			3a	167,500

TY 2014 Investments Corporate
Stock Schedule

Name: JOHN N BROWNING FAMILY FDCARLISLE CO US
EIN: 31-1284450

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALCOA INC. 6,900 SH	77,145	87,230
ANADARKO PETRO. CORP. 800 SH	10,861	47,050
APACHE CORP. 1,386 SH	27,981	94,802
BARD C R INC. 800 SH		
BRISTOL MYERS SQUIBB 1,600 SH	15,957	101,968
CHEVRON CORPORATION 800 SH	18,125	88,848
COSTCO WHSL CORP. 400 SH	13,412	57,220
CVS CAREMARK CORP. 1,670 SH	31,353	165,814
DISNEY WALT CO. 1,700 SH	22,439	163,080
DU PONT E I DE NEMOURS 876 SH		
EXXON MOBIL CORP. 1,500 SH	2,004	131,055
FED EX CORP. 300 SH	28,460	50,871
GENERAL ELECTRIC CO. 2,500 SH	5,455	67,700
HEWLETT PACKARD CO. 4,000 SH	24,719	98,910
INTEL CORP. 5,000 SH	14,125	130,200
JOHNSON & JOHNSON 600 SH	1,547	59,520
MCDONALDS CORP. 1,200 SH	4,269	77,240
MICROSOFT CORP. 4,000 SH	6,890	121,600
NIKE INC. 800 SH	24,078	69,188
PFIZER INC. 1,970 SH	34,505	66,842
PROCTER & GAMBLE CO. 600 SH	150	39,755
QUALCOMM INC. 1,600 SH	41,301	102,000
SOUTHERN CO. 1,700 SH	10,669	66,450
TARGET CORP. 1000 SH	56,742	78,830
VERIZON COMM. INC. 1,600 SH	39,574	80,704
WALGREEN CO. 2,800 SH	8,279	165,860
WELLS FARGO CO. 400 SH	8,017	22,040
ACCENTURE PLC CL A 2,100 SH	35,075	194,565
CSC CORP. 2,000 SH		
CR BARD INC	17,675	83,290

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CSX CORP	53,631	72,180

TY 2014 Investments - Other Schedule**Name:** JOHN N BROWNING FAMILY FDCARLISLE CO US**EIN:** 31-1284450

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAUDUS INTL MARKETMASTERS	AT COST	150,000	190,035
NEUBERGER BERMAN GENESIS INSTL	AT COST	94,217	146,822
SCOUT INTERNATIONAL FUND	AT COST	27,051	34,695
T ROWE PRICE INTL GR&INC ADV	AT COST	39,041	45,786
ISHARES MSCI EMERGING MKTS ETF	AT COST	161,549	171,520
ISHARES DJ US REAL ESTATE ETF	AT COST	162,253	188,750
NUVEEN INTL SELECT FD CL I			
IPATH DOW JONES UBS COMMODITY	AT COST	137,986	103,250
ISHARES MSCI EAFE ETF	AT COST	105,451	113,067

TY 2014 Legal Fees Schedule

Name: JOHN N BROWNING FAMILY FDCARLISLE CO US

EIN: 31-1284450

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - INCOME (ALLOCABLE	2,372			2,372

TY 2014 Other Decreases Schedule

Name: JOHN N BROWNING FAMILY FDCARLISLE CO US

EIN: 31-1284450

Description	Amount
ROUNDING ADJUSTMENT	7

TY 2014 Other Expenses Schedule

Name: JOHN N BROWNING FAMILY FDCARLISLE CO US

EIN: 31-1284450

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	200	0		200
OTHER NONALLOCABLE EXPENSES -	25	25		0

TY 2014 Other Increases Schedule

Name: JOHN N BROWNING FAMILY FDCARLISLE CO US

EIN: 31-1284450

Description	Amount
990PF TAX REFUND	79

TY 2014 Other Professional Fees Schedule

Name: JOHN N BROWNING FAMILY FDCARLISLE CO US

EIN: 31-1284450

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	12,900	11,610		1,290

TY 2014 Taxes Schedule**Name:** JOHN N BROWNING FAMILY FDCARLISLE CO US**EIN:** 31-1284450

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	464	0		0
FEDERAL ESTIMATES - PRINCIPAL	1,936	0		0
FOREIGN TAXES ON QUALIFIED FOR	661	661		0
FOREIGN TAXES ON NONQUALIFIED	105	105		0