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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. Information about Form 990-PF and its instructions is at www.irs.gov/form990pf .			OMB No 1545-0052 2016 Open to Public Inspection		
For calendar year 2016, or tax year beginning 05-01-2016, and ending 04-30-2017							
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		Room/suite		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) \$ 3,662,275		J Accounting method Cash Accrual Other (specify) (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here			
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	82,040	82,040			
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	241,978				
	b	Gross sales price for all assets on line 6a					
	7	Capital gain net income (from Part IV, line 2)		241,978			
	8	Net short-term capital gain			0		
	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)	5,187				
	12	Total. Add lines 1 through 11	329,205	324,018			
	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)	1,016	0	0	1,016	
	b	Accounting fees (attach schedule)	1,500	0	0	0	
	c	Other professional fees (attach schedule)	12,525	11,273		1,253	
	17	Interest				0	
	18	Taxes (attach schedule) (see instructions)	1,241	1,241		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)	200			200		
24	Total operating and administrative expenses. Add lines 13 through 23	16,482	12,514	0	2,469		
25	Contributions, gifts, grants paid	178,500			178,500		
26	Total expenses and disbursements. Add lines 24 and 25	194,982	12,514	0	180,969		
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements	134,223				
	b	Net investment income (if negative, enter -0-)		311,504			
	c	Adjusted net income (if negative, enter -0-)			0		
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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			0		
	2	Savings and temporary cash investments	92,896	162,394		162,394	
	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)	621,906	1,235,029		3,106,607	
	c	Investments—corporate bonds (attach schedule)		252,058		309,724	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	877,548	77,095		83,550	
	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)	1,592,350	1,726,576		3,662,275		
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 ▶ <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	1,592,350	1,726,576			
	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)	1,592,350	1,726,576				
31	Total liabilities and net assets/fund balances (see instructions) .	1,592,350	1,726,576				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,592,350
2	Enter amount from Part I, line 27a	2	134,223
3	Other increases not included in line 2 (itemize) ▶ _____	3	3
4	Add lines 1, 2, and 3	4	1,726,576
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,726,576

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			(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	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	241,978
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))
2015	165,164	3,450,103	0 047872
2014	171,362	3,639,115	0 047089
2013	149,425	3,283,518	0 045508
2012	134,312	2,882,836	0 04659
2011	144,256	2,901,223	0 049722
2 Total of line 1, column (d)			2 0 236781
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 047356
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,533,072
5 Multiply line 4 by line 3			5 167,312
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,115
7 Add lines 5 and 6			7 170,427
8 Enter qualifying distributions from Part XII, line 4			8 180,969

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
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	3,115
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	3,115
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	3,115
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,768
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,768
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,347
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 2017 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	1b	No
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 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>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► _____	13	Yes	
14	The books are in care of ► <u>US BANK NA</u> Telephone no ► <u>(513) 632-4365</u>			

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	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016).	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 2016?	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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> 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)	5b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CARLISLE VAN METER c/o US BANK PO BOX 1118 CINCINNATI, OH 45201	TREASURER 0	0		
GEORGE VAN METER JR c/o US BANK PO BOX 1118 CINCINNATI, OH 45201	PRESIDENT 0	0		
LAURANCE VAN METER c/o US BANK PO BOX 1118 CINCINNATI, OH 45201	SECRETARY 0	0		
THOMAS VAN METER c/o US BANK NA PO BOX 1118 CINCINNATI, OH 45201	VICE PRESIDENT 0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	3,422,079
b	Average of monthly cash balances.	1b	164,796
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,586,875
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	3,586,875
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	53,803
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,533,072
6	Minimum investment return. Enter 5% of line 5.	6	176,654

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	176,654
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,115
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,115
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	173,539
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	173,539
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	173,539

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	180,969
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	180,969
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	3,115
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	177,854

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				173,539
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			156,238	
b Total for prior years 2014, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 0				
b From 2012. 0				
c From 2013. 0				
d From 2014. 0				
e From 2015. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 180,969				
a Applied to 2015, but not more than line 2a			156,238	
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 2016 distributable amount.				24,731
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				148,808
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. 0				
b Excess from 2013. 0				
c Excess from 2014. 0				
d Excess from 2015. 0				
e Excess from 2016. 0				

Part XIV Private 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 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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:

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 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	178,500
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

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

- 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.		
	***** Signature of officer or trustee	2017-09-07 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	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01251603
	JOSEPH J CASTRIANO		2017-09-07		
	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 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d


List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1386 APACHE CORP			2016-09-08
6645 ALCOA INC		2002-08-02	2016-10-24
3000 HEWLETT PACKARD ENTERPRIS WI		1994-03-25	2016-12-22
400 COSTCO WHSL CORP NEW		2002-09-05	2017-02-17
600 ACCENTURE PLC CL A			2017-02-17
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)
81,871		27,981	53,890
18		51	-33
71,267		12,944	58,323
70,398		13,412	56,986
72,356		11,675	60,681
			12,131

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	
			53,890
			-33
			58,323
			56,986
			60,681

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>				
LIVING ARTS AND SCIENCE CENTER 362 NORTH MARTIN LUTHER KING LEXINGTON, KY 40508	NONE	PC	GENERAL OPERATING	5,000
FRIENDS OF RAVEN RUN MS PHYLLIS HASBROUCK TREASURER LEXINGTON, KY 405222854	NONE	PC	GENERAL OPERATING	12,000
KENTUCKY EASTER SEALS 2050 VERSAILLES ROAD LEXINGTON, KY 40504	NONE	PC	GENERAL OPERATING	5,000
SAYRE SCHOOL 194 N LIMESTONE STREET LEXINGTON, KY 40507	NONE	PC	GENERAL OPERATING	21,000
UNIVERSITY OF KENTUCKY COLLEGE OF MEDICINE 138 LEADER AVENUE LEXINGTON, KY 40506	NONE	PC	GENERAL OPERATING	15,000
Total 				178,500
3a				

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>				
LEEDS CENTER FOR THE ARTS PO BOX 836 WINCHESTER, KY 403920836	NONE	PC	GENERAL OPERATING	10,000
TRANSYLVANIA UNIVERSITY 300 NORTH BROADWAY LEXINGTON, KY 40508	NONE	PC	GENERAL OPERATING	10,000
OLDFIELDS SCHOOL 1500 GLENCOE ROAD SPARKS GLENCOE, MD 21152	NONE	PC	GENERAL OPERATING	10,000
UNIVERSITY OF GEORGIA FOUNDATION COLLEGE OF VETERINARY MEDICINE 394 SOUTH MILLEDGE AVE ATHENS, GA 30602	NONE	PC	GENERAL OPERATING	10,000
YMCA OF GREATER LEXINGTON 239 EAST HIGH STREET LEXINGTON, KY 40507	NONE	PC	GENERAL OPERATING	10,000
Total ► 3a				178,500

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>				
NOLI CDC 714 NORTH LIMESTONE STREET LEXINGTON, KY 40508	NONE	PC	GENERAL OPERATING	6,000
ST AGNES HOUSE 635 MAXWELTON COURT LEXINGTON, KY 40508	NONE	PC	GENERAL OPERATING	5,000
CLARK COUNTY ASSOCIATION FOR HANDICAP CITIZENS PO BOX 643 WINCHESTER, KY 40392	NONE	PC	GENERAL OPERATING	5,000
BLUEGRASS COMMUNITY & TECH COLLEGE 164 OPPORTUNITY WAY BLDG C LEXINGTON, KY 40511	NONE	PC	GENERAL OPERATING	5,000
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302	NONE	PC	GENERAL OPERATING	5,000
Total ▶ 3a				178,500

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>				
KENTUCKY EDUCATIONAL TELEVISION 560 COOPER DRIVE LEXINGTON, KY 40502	NONE	PC	GENERAL OPERATING	5,000
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	NONE	PC	GENERAL OPERATING	5,000
MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON, CT 06032	NONE	PC	GENERAL OPERATING	5,000
MORTON CENTER 1028 BARRET AVENUE LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING	2,500
WOODBERRY FOREST SCHOOL 10 WOODBERRY STATION WOODBERRY FOREST, VA 229890010	NONE	PC	GENERAL OPERATING	1,000
Total ▶ 3a				178,500

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 Paid during the year				
TOM BROWNING BOYS & GIRLS CLUB 309 WADSWORTH DRIVE MAYSVILLE, KY 41056	NONE	PC	GENERAL OPERATING	25,000
KENTUCKY REFUGEE MINISTRIES INC 969B CHEROKEE ROAD LOUISVILLE, KY 40204	NONE	PC	GENERAL OPERATING	1,000
Total ▶ 3a				178,500

TY 2016 Accounting 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
TAX PREPARATION FEE (NON-ALLOC	1,500			

TY 2016 Investments Corporate Bonds Schedule**Name:** JOHN N BROWNING FAMILY FDCARLISLE CO US**EIN:** 31-1284450

Name of Bond	End of Year Book Value	End of Year Fair Market Value
641233200 NEUBERGER BERMAN GEN	94,217	150,605
81063U503 SCOUT INTERNATIONAL	27,051	22,584
464288687 ISHARES S P U S PRE	130,790	136,535

TY 2016 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		
ANADARKO PETRO. CORP. 800 SH		
APACHE CORP. 1,386 SH		
BRISTOL MYERS SQUIBB 1,600 SH		
CHEVRON CORPORATION 800 SH		
COSTCO WHSL CORP. 400 SH		
CVS CAREMARK CORP. 1,670 SH		
DISNEY WALT CO. 1,700 SH		
EXXON MOBIL CORP. 1,500 SH		
FED EX CORP. 300 SH		
GENERAL ELECTRIC CO. 2,500 SH		
HEWLETT PACKARD CO. 4,000 SH		
INTEL CORP. 5,000 SH		
JOHNSON & JOHNSON 600 SH		
MCDONALDS CORP. 1,200 SH		
MICROSOFT CORP. 4,000 SH		
NIKE INC. 800 SH		
PFIZER INC. 1,970 SH		
PROCTER & GAMBLE CO. 600 SH		
QUALCOMM INC. 1,600 SH		
SOUTHERN CO. 1,700 SH		
TARGET CORP. 1000 SH		
VERIZON COMM. INC. 1,600 SH		
WALGREEN CO. 2,800 SH		
WELLS FARGO CO. 400 SH		
ACCENTURE PLC CL A 2,100 SH		
HP INC - HPQ		
CR BARD INC		
CSX CORP		
G1151C101 ACCENTURE PLC CL A	23,400	181,950

Name of Stock	End of Year Book Value	End of Year Fair Market Value
254687106 DISNEY WALT CO	18,699	144,500
30231G102 EXXON MOBIL CORP	2,004	122,475
87612E106 TARGET CORP	56,742	55,850
464287465 ISHARES MSCI EAFE ET	105,451	108,460
166764100 CHEVRON CORPORATION	18,125	85,360
464287234 ISHARES MSCI EMERGIN	161,549	160,240
654106103 NIKE INC	17,198	55,410
032511107 ANADARKO PETROLEUM C	10,861	28,510
40434L105 HP INC	11,775	56,460
580135101 MCDONALDS CORP	3,735	97,951
742718109 PROCTER GAMBLE CO	150	43,665
842587107 SOUTHERN CO	10,669	74,700
126650100 CVS HEALTH CORPORATI	31,353	137,675
931427108 WALGREENS BOOTS ALLI	8,279	173,080
369604103 GENERAL ELECTRIC CO	5,455	72,475
458140100 INTEL CORP	14,125	144,600
478160104 JOHNSON JOHNSON	1,547	74,082
717081103 PFIZER INC	34,505	66,822
06738C778 IPATH DOW JONES UBS	137,986	80,780
31428X106 FED EX CORP	28,460	56,910
464287739 ISHARES DOW JONES US	162,253	197,325
747525103 QUALCOMM INC	41,301	80,610
949746101 WELLS FARGO CO	8,017	21,536
92343V104 VERIZON COMMUNICATIO	39,574	73,456
77956H849 T ROWE PRICE INTL GR	39,041	43,154
126408103 CSX CORP	53,631	101,680
594918104 MICROSOFT CORP	5,512	136,920
808509640 LAUDUS INTERNATIONAL	150,000	186,551
067383109 CR BARD INC	17,675	153,740
110122108 BRISTOL MYERS SQUIBB	15,957	89,680

TY 2016 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			
NEUBERGER BERMAN GENESIS INSTL			
SCOUT INTERNATIONAL FUND			
T ROWE PRICE INTL GR&INC ADV			
ISHARES MSCI EMERGING MKTS ETF			
ISHARES DJ US REAL ESTATE ETF			
IPATH DOW JONES UBS COMMODITY			
ISHARES MSCI EAFE ETF			
03965L100 ARCONIC INC	AT COST	56,477	59,197
013872106 ALCOA UPSTREAM CORPO	AT COST	20,618	24,353

TY 2016 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 - PRINCIPAL (ALLOCA	225			225
LEGAL FEES - INCOME (ALLOCABLE	791			791

TY 2016 Other Expenses Schedule**Name:** JOHN N BROWNING FAMILY FDCARLISLE CO US**EIN:** 31-1284450**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARITABLE STATE FILING FEE	200	0		200

TY 2016 Other Income Schedule**Name:** JOHN N BROWNING FAMILY FDCARLISLE CO US**EIN:** 31-1284450**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	5,187	0	

TY 2016 Other Increases Schedule

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

Description	Amount
ROUNDING ADJUSTMENT	3

TY 2016 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%	12,525	11,273		1,253

TY 2016 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
FOREIGN TAXES	1,127	1,127		0
FOREIGN TAXES ON NONQUALIFIED	114	114		0