

EXTENDED TO NOVEMBER 15, 2018
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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

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

Room/suite

B Telephone number

775-686-5400

City or town, state or province, country, and ZIP or foreign postal code

RENO, NV 89501-1954

C If exemption application is pending, check here

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ 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)

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

\$ 30,344,717. (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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 2,264,528.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 4

c Other professional fees

STMT 5

17 Interest

18 Taxes

STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

<878,856.>

676,472.

N/A

N/A

STATEMENT 1

STATEMENT 2

STATEMENT 3

35,700.

2,300.

37,500.

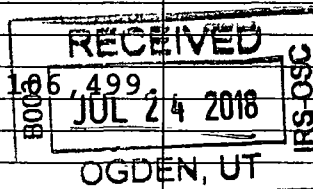
0.

408.

75,908.

1,469,660.

1,545,568.



SCANNED AUG 30 2018

Revenue

Operating and Administrative Expenses

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

87-6167851

Page 2

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	2,451.	837.	837.	
	2 Savings and temporary cash investments	332,312.	195,818.	195,818.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 9	13,703,694.	14,255,614.	30,148,062.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other		218,400.	0.	0.	
14 Land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,256,857.	14,452,269.	30,344,717.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	15,248,078.	16,322,346.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	<991,221.>	<1,870,077.>		
30 Total net assets or fund balances	14,256,857.	14,452,269.			
31 Total liabilities and net assets/fund balances	14,256,857.	14,452,269.			

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	14,256,857.
2 Enter amount from Part I, line 27a	2	<878,856.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,074,268.
4 Add lines 1, 2, and 3	4	14,452,269.
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	14,452,269.

Form 990-PF (2017)

VAL A. BROWNING CHARITABLE FOUNDATION

Form 990-PF (2017)

C/O THE WHITTIER TRUST CO OF NEVADA

87-6167851

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 WHITTIER TRUST COMPANY (SROUFE)			
b WHITTIER TRUST COMPANY (RUSSO)			
c CAPITAL GAINS DIVIDENDS			
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 2,040,722.		2,046,987.	<6,265.>
b 223,799.		111,042.	112,757.
c 7.			7.
d			
e			

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

(i) FMV 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			<6,265.>
b			112,757.
c			7.
d			
e			

2 Capital gain net income or (net capital loss)	<div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	106,499.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part 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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	1,481,205.	29,758,901.	.049774
2015	1,571,548.	29,427,869.	.053403
2014	1,582,543.	30,548,423.	.051804
2013	1,134,065.	27,088,214.	.041866
2012	1,152,050.	23,917,699.	.048167

2 Total of line 1, column (d)	2	.245014
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049003
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	30,455,446.
5 Multiply line 4 by line 3	5	1,492,408.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,765.
7 Add lines 5 and 6	7	1,499,173.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,545,568.

VAL A. BROWNING CHARITABLE FOUNDATION

C/O THE WHITTIER TRUST CO OF NEVADA

87-6167851

Page 4

Form 990-PF (2017)

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	6,765.
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	6,765.
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	6,765.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	12,100.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	12,100.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	3.
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	5,332.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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?
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.
 c Did the foundation file Form 1120-POL for this year?
 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.
 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.
 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
 If "Yes," attach a detailed description of the activities.
 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
 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by General Instruction T.
 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?
 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
 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
 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV
 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Form 990-PF (2017)

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

87-6167851

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>WHITTIER TRUST CO OF NEVADA</u> Telephone no. ► <u>775-686-5400</u> Located at ► <u>100 W LIBERTY ST STE 890, RENO, NV</u> ZIP+4 ► <u>89501</u>		
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 <u>N/A</u>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

Form 990-PF (2017)

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

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?

N/A

☐ 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?

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

☐ Yes

☒ No

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?

N/A

☐ Yes

☐ No

Part VIII

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

1

List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		42,000.	0.	0.

2

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

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

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

0

Form 990-PF (2017)

723551 01-03-18

7

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	30,344,099.
b	Average of monthly cash balances	1b	575,136.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,919,235.
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	30,919,235.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	463,789.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,455,446.
6	Minimum investment return. Enter 5% of line 5	6	1,522,772.

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	1,522,772.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	6,765.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,765.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,516,007.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,516,007.
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	1,516,007.

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	1,545,568.
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	1,545,568.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,765.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,538,803.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,516,007.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			145,338.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,545,568.				
a Applied to 2016, but not more than line 2a			145,338.	
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 2017 distributable amount				1,400,230.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				115,777.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

N/A

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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

VAL A. BROWNING CHARITABLE FOUNDATION

Form 990-PF (2017)

C/O THE WHITTIER TRUST CO OF NEVADA

87-6167851 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEPARATE SCHEDULE ATTACHED	NONE	PC	SEPARATE SCHEDULE ATTACHED	1,469,660.
Total			3a	1,469,660.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2017)

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

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		
Whittier Trust Company of Nevada, Inc.		

**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.

Marie R. Diggs

Date _____

Title

VICE PRESIDENT
WHITTIER TRUST

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

Sr. Vice President's Client Advisor

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

**Paid
Preparer
Use Only**

KIRK GARDNER, CPA

KIRK GARDNER, CPA

06/29/18

P00225248

Firm's name ► EIDE BAILLY LLP

Firm's EIN ▶ 45-0250958

Firm's address ► 5441 KIETZKE LN, STE 150
RENO, NV 89511-2094

Phone no. 775-689-9100

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY	1,546.	1,546.	
WHITTIER TRUST COMPANY (RUSSO)	966.	966.	
WHITTIER TRUST COMPANY (SROUFE)	1,076.	1,076.	
TOTAL TO PART I, LINE 3	3,588.	3,588.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY	286,168.	2.	286,166.	286,166.	
WHITTIER TRUST COMPANY (RUSSO)	273,720.	1.	273,719.	273,719.	
WHITTIER TRUST COMPANY (SROUFE)	253,918.	4.	253,914.	253,914.	
TO PART I, LINE 4	813,806.	7.	813,799.	813,799.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION RECOVERY	1,103.	1,103.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,103.	1,103.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EIDE BAILLY CPAS	4,600.	2,300.		2,300.
TO FORM 990-PF, PG 1, LN 16B	4,600.	2,300.		2,300.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WHITTIER TRUST CO - MANAGEMENT FEES	50,000.	12,500.		37,500.
GARDNER RUSSO & GARDNER - INVESTMENT ADVISORY	129,948.	129,948.		0.
LESA SROUFE & CO - INVESTMENT ADVISORY	44,023.	44,023.		0.
LAZARD LTD - INVESTMENT FEES FROM K-1	61.	61.		0.
TO FORM 990-PF, PG 1, LN 16C	224,032.	186,532.		37,500.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	9,760.	0.		0.
FOREIGN TAX	52,008.	52,008.		0.
TO FORM 990-PF, PG 1, LN 18	61,768.	52,008.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEETING EXPENSES	480.	72.		408.	
ADR FEES	1,305.	1,305.		0.	
TO FORM 990-PF, PG 1, LN 23	1,785.	1,377.		408.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
UNRECOGNIZED GAIN ON SECURITIES DISTRIBUTED TO CHARITIES	1,074,268.		
TOTAL TO FORM 990-PF, PART III, LINE 3	1,074,268.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WHITTIER TRUST COMPANY - SEE ATTACHED STATEMENT FOR DETAIL	14,255,614.	30,148,062.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,255,614.	30,148,062.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE BROWNING 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
CHRISTOPHER BROWNING 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
JOHN BROWNING 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
CAROL BROWNING DUMKE 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
JUDITH ANN BROWNING JONES 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
AMELIA JONES 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
EDMUND DUMKE, JR 100 W LIBERTY ST STE 890 RENO, NV 89501	DIRECTOR 1.00	6,000.	0.	0.
PEGINE E GRAYSON 100 W LIBERTY ST STE 890 RENO, NV 89501	FOUNDATION ADMINISTRATOR 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		42,000.	0.	0.

VAL A. BROWING CHARITABLE FOUNDATION

Form 990-PF, Part XV, Line 3

Grants Paid 2016

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The Advocates P.O. Box 3216 Hailey, ID 83333	PC	Every Teen Has a Choice Youth Leadership Program	\$20,618.58
The American Friends of the Almeida Theatre, Inc. 950 Third Avenue, 32nd Floor New York, NY 10022	PC	General Operating Support	\$50,000.00
American Friends of University College Oxford, Inc. 541 Buttermilk Pike, Suite 207 Crescent Springs, KY 41017	PC	General Operating Support	\$15,000.00
Animal Shelter of Wood River Valley P O. Box 1496 Hailey, ID 83333	PC	Community Paws Outreach Program	\$103,195.48
Blaine County Seniors Council, Inc , dba The Senior Connection 721 South 3rd Avenue Hailey, ID 83333	PC	Senior Connection Programs	\$60,143.10
Canyonlands Art Council HC 64 Box 1711 Castle Valley, UT 84532	PC	Support Moab Art Trails Outdoor Sculpture Exhibits for One Year	\$4,000.00
Canyonlands Field Institute P.O. Box 68 Moab, UT 84532	PC	Native Teen Guide & Training Program	\$24,000.00
Cats Protection National Cat Centre Haywards Heath RH17 7TT	PC Equivalency Determination	General Operating Support	\$15,000.00
Charities Aid Foundation America 1800 Diagonal Road Alexandria, VA 22314	PC	General Operating Support for Gunmakers Charitable Trust	\$15,489.58
The Community Library P O. Box 2168 Ketchum, ID 83340	PC	Bloom Outreach Program	\$25,798.87
Eccles Community Art Center 2580 Jefferson Avenue Ogden, UT 84401	PC	Ann S. Browning Garden Maintenance	\$8,630.40
Friends of Arches and Canyonlands Parks P.O. Box 1680 Moab, UT 84532	PC	General Fund	\$10,000.00
Friends of Moab Canyonlands Health Care 450 West Williams Way Moab, UT 84532	PC	Replace Old Cardiac Life Support Training Equipment	\$20,065.68
Friends of the Moab Folk Festival P.O. Box 1082 Moab, UT 84532	PC	General Fund	\$5,180.29
Friends of Tracy Aviary 589 East 1300 South Salt Lake City, UT 84105	PC	Citizen Science Non-breeding Monitoring	\$5,000.00
Great Bustard Group	PC Equivalency	General Operating Support	\$90,000.00

VAL A. BROWING CHARITABLE FOUNDATION

Form 990-PF, Part XV, Line 3

Grants Paid 2016

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
1 Down Barn Close	Determination		
Salisbury, Wiltshire SP4 6JP			
Hospice & Palliative Care of the Wood River Valley	PC	General Operating Support	\$25,798.87
P.O. Box 4320			
Ketchum, ID 83340			
International Friends of London Library	PC	General Operating Support	\$50,110.26
515 Madison Avenue			
New York, NY 10022			
Kimball Art Center	PC	General Operating Support	\$15,489.58
P.O. Box 1478			
Park City, UT 84060			
Living Rivers	PC	General Fund	\$25,798.87
P.O. Box 466			
Moab, UT 84532			
Living with Wolves	PC	Staffing Needs and Survey Flights to Complete Genetic Analysis of Wolf Hair	\$51,597.74
P.O. Box 896			
Sun Valley, ID 83353			
The Magdalene College Foundation	PC	General Operating Support	\$15,489.58
1000 N. West Street, Suite 1200			
Wilmington, DE 19801			
Mental Illness Policy Org	PC	Information to Key Legislators	\$10,000.00
50 East 129 Street, PH7			
New York, NY 10035			
Moab Music Festival, Inc.	PC	General Operating Support	\$30,979.16
58 East 300 South			
Moab, UT 84532			
Moab Valley Multicultural Center	PC	Youth Programs, Medical Interpretation and Translation	\$15,000.00
P.O. Box 55			
Moab, UT 84532			
Ogden Nature Center	PC	Volunteer Program Support	\$16,515.38
966 West 12th Street			
Ogden, UT 84112			
Ogden Surgical Society	PC	General Operating Support	\$2,461.92
P.O. Box 9311			
Ogden, UT 84409			
Ogden Symphony Ballet Association	PC	General Operating Support	\$16,515.38
638 26th Street			
Ogden, UT 84401			
Ogden Symphony Ballet Association	PC	Support of a dancer and a Musician for 2017-2018 Season	\$12,360.89
638 26th Street			
Ogden, UT 84401			
One Mind Institute (IMHRO)	PC	General Fund	\$25,824.02
P O. Box 680			
Rutherford, CA 94573			
Parents For Care Inc.	PC	Small Grants to Families of the Severely Mentally Ill	\$10,000.00
8225 Pleasant Plains Road			

VAL A. BROWING CHARITABLE FOUNDATION

Form 990-PF, Part XV, Line 3

Grants Paid 2016

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Towson, MD 21286			
St. Luke's Wood River Foundation	PC	Greatest Priority Fund	\$72,216.32
P.O. Box 7005			
Ketchum, ID 83340			
Salmon & Trout Conservation UK	PC Equivalency Determination	Riverfly Census Program	\$75,000.00
Fishmongers' Hall, London Bridge			
London EC4R 9EL			
Samaritan Counseling Center of Tyler, Inc.	PC	The Peace of Mind Conference	\$3,000.00
218 North College			
Tyler, TX 75702			
Sawtooth Interpretive & Historical Association	PC	General Operating Support	\$25,000.00
P.O. Box 75			
Stanley, ID 83278			
Schizophrenia and Related Disorders Alliance of America	PC	Access to Treatment	\$7,744.79
P.O. Box 941222			
Houston, TX 77094			
Seekhaven, Inc.	PC	Office Furnishings	\$7,000.00
81 North 300 East			
Moab, UT 84532			
Stanley Community Library	PC	Furnishings	\$2,000.00
P O Box 230			
Stanley, ID 83278			
Sunflower Wellness	PC	Exercise Program for Cancer Patients	\$30,979.16
584 Castro Street #250			
San Francisco, CA 94114			
Swiftsure Ranch Therapeutic Equestrian Center	PC	Phase II of Enclosed Arena Project	\$51,597.74
114 Calypso Lane			
Bellevue, ID 83313			
Treatment Advocacy Center	PC	Follow Up to A Bed Instead and AOT Implementation	\$66,574.42
200 North Glebe Road			
Arlington, VA 22203			
Union Station Foundation	PC	General Operating Support	\$10,000.00
2501 Wall Avenue			
Ogden, UT 84401			
UC Berkeley Library	PC	General Operating Support	\$10,309.29
131 Doe Library			
Berkeley, CA 94720			
University of Utah	PC	Department of Orthopedics' Ann C. & Val A. Browning Scholarship Fund	\$5,180.29
332 South 1400 East, Suite 150			
Salt Lake City, UT 84112			
Weber County Library Development Fund	PC	Main Library Remodel	\$103,195.48
2039 W 4000 S			
Roy, UT 84067			
Weber Pathways	PC	Land Acquisition	\$82,525.61
P.O. Box 972			
Ogden, UT 84402			

VAL A. BROWING CHARITABLE FOUNDATION

Form 990-PF, Part XV, Line 3

Grants Paid 2016

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Weber State University 1265 Village Drive Ogden, UT 84408	PC	Weber State Debating Team	\$3,077.40
Weber State University 1265 Village Drive Ogden, UT 84408	PC	Summer Workshop for Teachers in Math and Dance Education	\$25,798.87
Weber State University 1265 Village Drive Ogden, UT 84408	PC	College of Science Tracer 5i Handheld Spectrometer	\$25,798.87
West Sound Academy P.O. Box 807 Poulsbo, WA 98370	PC	International Baccalaureate Diploma Program	\$25,798.87
West Sound Academy P O. Box 807 Poulsbo, WA 98370	PC	International Baccalaureate Diploma Program	\$25,798.87
YCC Family Crisis Center 2261 Adams Avenue Ogden, UT 84401	PC	Senior Life Program	\$10,000.00
Youth Garden Project 530 South 400 East Moab, UT 84532	PC	Tuition Assistance for Youth Camps	\$5,000.00
TOTAL:			\$1,469,659.61