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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation BRITTINGHAM FAMILY FOUNDATION		A Employer identification number 26-2992045	
Number and street (or P O box number if mail is not delivered to street address) 1482 E VALLEY ROAD SUITE 703		B Telephone number (see instructions) (805) 969-5415	
City or town, state, and ZIP code SANTA BARBARA, CA 93108		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 45,675,016		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)	77,355		
	2	Check ☒ if the foundation is not required to attach Sch B			
	3	Interest on savings and temporary cash investments	73,098	73,098	
	4	Dividends and interest from securities.	315,866	315,866	
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	3,638,021		
	b	Gross sales price for all assets on line 6a _____ 17,490,592			
	7	Capital gain net income (from Part IV , line 2)		3,638,021	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	b	Less Cost of goods sold			
	c	Gross profit or (loss) (attach schedule)			
	11	Other income (attach schedule) 	 212,019	212,019	
	12	Total. Add lines 1 through 11	4,316,359	4,239,004	
	13	Compensation of officers, directors, trustees, etc	225,961	36,298	133,173
	14	Other employee salaries and wages	85,800	0	57,200
	15	Pension plans, employee benefits	84,722	0	53,775
	16a	Legal fees (attach schedule) 	 3,790	0	0
	b	Accounting fees (attach schedule) 	 15,570	0	0
	c	Other professional fees (attach schedule) 	 93,990	75,000	0
	17	Interest			
	18	Taxes (attach schedule) (see instructions) 	 97	0	0
	19	Depreciation (attach schedule) and depletion 	 373	0	
	20	Occupancy	9,057	0	4,529
	21	Travel, conferences, and meetings	15,524	0	7,762
	22	Printing and publications	1,327	0	664
	23	Other expenses (attach schedule) 	 132,075	108,304	19,275
	24	Total operating and administrative expenses.			
		Add lines 13 through 23	668,286	219,602	276,378
	25	Contributions, gifts, grants paid	3,023,528		3,023,528
	26	Total expenses and disbursements. Add lines 24 and 25	3,691,814	219,602	3,299,906
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	624,545		
	b	Net investment income (if negative, enter -0-)		4,019,402	
	c	Adjusted net income (if negative, enter -0-)			

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,741,562	6,289,464	6,289,464
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	19,297,393 	14,749,252	21,487,135
	c	Investments—corporate bonds (attach schedule).	8,375,755 	10,665,689	10,743,033
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,833,725 	7,153,900	7,153,900
	14	Land, buildings, and equipment basis ▶ _____ 2,613 Less accumulated depreciation (attach schedule) ▶ _____ 1,129	1,857 	1,484	1,484
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	38,250,292	38,859,789	45,675,016	
Liabilities	17	Accounts payable and accrued expenses	37,548	22,500	
	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)	37,548	22,500	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	38,212,744	38,837,289	
	30	Total net assets or fund balances (see page 17 of the instructions)	38,212,744	38,837,289	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	38,250,292	38,859,789	

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	38,212,744
2	Enter amount from Part I, line 27a	2	624,545
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	38,837,289
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	38,837,289

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	REALIZED GAINS AND LOSSES - DETAIL AVAILABLE UPON REQUEST		P	
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 17,490,592		13,852,571	3,638,021
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			3,638,021
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	3,638,021
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,132,585	43,691,690	0 071698
2010	2,236,213	45,483,645	0 049165
2009	281,433	38,728,600	0 007267
2008	0	4,966,817	0 000000
2007			

2	Total of line 1, column (d).	2	0 128130
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 032033
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	42,302,884
5	Multiply line 4 by line 3.	5	1,355,088
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	40,194
7	Add lines 5 and 6.	7	1,395,282
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	3,299,906

Part VIExcise 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			
		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 ☒ and enter 1% of Part I, line 27b		1	40,194
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	40,194
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	40,194
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	40,168	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	40,168
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	26
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 2013 estimated tax ☒	Refunded ☐	11	

Part VII-AStatements 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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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? 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? If "Yes," attach the statement required by General Instruction T.	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? 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) ☒ CA, DE _____			
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 2012 or the taxable year beginning in 2012 (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	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW BRITTINGHAMFAMILYFOUNDATION ORG				
14	The books are in care of ▶SCOTT BRITTINGHAM Telephone no ▶(805) 451-1200 Located at ▶1482 E VALLEY ROAD SUITE 703 SANTA BARBARA CA ZIP +4 ▶93108			
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 2012, 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ 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		
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
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
SCOTT BRITTINGHAM	PRESIDENT	145,192	7,706	0
1482 E VALLEY ROAD SUITE 703 SANTA BARBARA, CA 93108	30 00			
ELLA BRITTINGHAM	CFO AND SECRETARY	80,769	0	0
1482 E VALLEY ROAD SUITE 703 SANTA BARBARA, CA 93108	30 00			
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
LESLIE A CONROY	FOUNDATION	85,800	52,156	0
1482 E VALLEY ROAD SUITE 703 SANTA BARBARA, CA 93108	ADMINISTR			
	35 00			
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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	34,452,741
b	Average of monthly cash balances.	1b	1,403,738
c	Fair market value of all other assets (see instructions).	1c	7,090,611
d	Total (add lines 1a, b, and c).	1d	42,947,090
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	42,947,090
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	644,206
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,302,884
6	Minimum investment return. Enter 5% of line 5.	6	2,115,144

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	2,115,144
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	40,194
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	40,194
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,074,950
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,074,950
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	2,074,950

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	3,299,906
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	3,299,906
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	40,194
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,259,712
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,074,950
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			638,436	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,299,906				
a Applied to 2011, but not more than line 2a			638,436	
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 2012 distributable amount.				2,074,950
e Remaining amount distributed out of corpus	586,520			
5 Excess distributions carryover applied to 2012 (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	586,520			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	586,520			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	586,520			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,023,528
b Approved for future payment UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES, CA 90089	NONE	501(C)(3) - PUBLIC C	PATRICK C HADEN BALCONY IN THE JOHN MCKAY CENTER	400,000
LOBERO THEATRE FOUNDATION 33 E CANON PERDIDO ST SANTA BARBARA, CA 93101	NONE	501(C)(3) - PUBLIC C	LOBERO ENCORE CAMPAIGN	80,000
Total			3b	480,000

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	73,098	
4 Dividends and interest from securities.			14	315,866	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	212,019	
8 Gain or (loss) from sales of assets other than inventory			18	3,638,021	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		4,239,004	0
13 Total. Add line 12, columns (b), (d), and (e).			13	4,239,004	4,239,004

[illegible]

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?		Yes	No
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.			

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge		
	***** Signature of officer or trustee	2013-05-01 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 ☒	PTIN P00025230
	CHRISLEY N REED CPA	CHRISLEY N REED CPA			
	Firm's name ☐	MCGOWAN GUNTERMANN		Firm's EIN ☐ 95-3680171	
		111 E VICTORIA ST 2ND FLOOR			
Firm's address ☐	SANTA BARBARA, CA 931012018		Phone no (805) 962-9175		

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>				
ADVANCEMENT PROJECT 1910 W SUNSET BLVD SUITE 500 LOS ANGELES,CA 90026	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
BOYS & GIRLS CLUB OF SANTA BARBARA INC 632 E CANON PERDIDO ST SANTA BARBARA,CA 93103	NONE	501(C)(3) - PUBLIC C	POT O' GOLD FOR KIDS	2,500
CARPINTERIA BOYS AND GIRLS CLUB FOUNDATION INC PO BOX 643 CARPINTERIA,CA 93014	NONE	501(C)(3) - PUBLIC C	TECHNOLOGY ENHANCEMENT	2,500
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA,CA 93014	NONE	501(C)(3) - PUBLIC C	TRAINING CENTER	100,000
CHINA UEMURA'S SURFING FOUNDATION 5333 LIKINI ST 1809 HONOLULU,HI 96818	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	15,000
COMMUNITY COUNSELING CENTER INC 923 OLIVE STREET SANTA SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	SPANISH SPEAKING FAMILIES PROGRAM	10,000
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	CRANE-CATE EDUCATIONAL OPPORTUNITY FUND	18,000
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	KINDERGARTEN CLASSROOM BUILDING & ENDOWMENT	200,000
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	2,700
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	FACULTY SPANISH STUDY	10,000
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	CARBAJAL ACADEMIC SCHOLARSHIP	23,500
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	ANNUAL FUND	25,000
DIRECT RELIEF INTERNATIONAL 27 S LA PATERA LANE SANTA BARBARA,CA 93117	NONE	501(C)(3) - PUBLIC C	CORE SUPPORT FOR USA PROJECTS	1,000
DREAM FOUNDATION 1528 CHAPALA ST SUITE 304 SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
FAMILY THERAPY INSTITUTE OF SANTA BARBARA 111 E ARRELLAGA ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000

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>				
FOODBANK OF SANTA BARBARA COUNTY 4554 HOLLISTER AVENUE SANTA BARBARA,CA 93110	NONE	501(C)(3) - PUBLIC C	GROW YOUR OWN WAY PROGRAM OUTREACH	10,000
FOUR WINDS WESTWARD HO CAMP PO BOX 140 DEER HARBOR,WA 98243	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
FOUR WINDS WESTWARD HO CAMP PO BOX 140 DEER HARBOR,WA 98243	NONE	501(C)(3) - PUBLIC C	ABBY RUEB SCHOLARSHIP FUND	1,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH ST 10TH FLOOR NEW YORK,NY 10001	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH ST 10TH FLOOR NEW YORK,NY 10001	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	70,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH ST 10TH FLOOR NEW YORK,NY 10001	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH ST 10TH FLOOR NEW YORK,NY 10001	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH ST 10TH FLOOR NEW YORK,NY 10001	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
FULFILLMENT FUND 6100 WILSHIRE BLVD STE 600 LOS ANGELES,CA 90048	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	20,000
FUND FOR SANTA BARBARA INC 26 WANAPAMU ST STE 100 SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	5,000
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY RD SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
HARVARD-WESTLAKE SCHOOL PO BOX 492415 LOS ANGELES,CA 90049	NONE	501(C)(3) - PUBLIC C	ANNUAL FUND	1,000
HEAL THE OCEAN 1836 STATE ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
HOSPICE OF SANTA BARBARA INC 2050 ALAMEDA PADRE SERRA SANTA BARBARA,CA 93103	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
HOTCHKISS SCHOOL PO BOX 800 LAKEVILLE,CT 06039	NONE	501(C)(3) - PUBLIC C	ANNUAL GIVING FACULTY SUPPORT	1,000

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>				
JAZZ AT ASPEN-SNOWMASS 110 E HALLAM ST SUITE 104 ASPEN,CO 81611	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	2,500
KEYSTONE SCHOOL 119 E CRAIG PLACE SAN ANTONIO,TX 78212	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	20,000
LOBERO THEATRE FOUNDATION 33 E CANON PERDIDO ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	LOBERO ENCORE CAMPAIGN	20,000
LOBERO THEATRE FOUNDATION 33 E CANON PERDIDO ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
MAYO CLINIC 200 1ST ST SW ROCHESTER,MN 55905	NONE	501(C)(3) - PUBLIC C	DOROTHY CURRIE WAUGH FUND IN IMMUNOLOGY RESEARCH	100,000
OLD SPANISH DAYS IN SANTA BARBARA INC PO BOX 21557 SANTA BARBARA,CA 93121	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	2,500
PLANNED PARENTHOOD SHASTA DIABLO INC 2185 PACHECO ST CONCORD,CA 94520	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
POLYTECHNIC SCHOOL 1030 E CALIFORNIA BLVD PASADENA,CA 91106	NONE	501(C)(3) - PUBLIC C	ANNUAL FUND	1,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1156 HIGH STREET SANTA CRUZ,CA 95064	NONE	501(C)(3) - PUBLIC C	DEAD CENTRAL AT UC SANTA CRUZ LIBRARY	100,000
SANTA BARBARA BOWL FOUNDATION 1122 N MILPAS ST SANTA BARBARA,CA 93103	NONE	501(C)(3) - PUBLIC C	AMERICAN CLASSIC CAMPAIGN	200,000
SANTA BARBARA CENTER FOR THE PERFORMING ARTS INC 1330 STATE ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	40,000
SANTA BARBARA COTTAGE HOSPITAL FOUNDATION 6550 HOLLISTER AVENUE SANTA BARBARA,CA 93117	NONE	501(C)(3) - PUBLIC C	REBUILDING OF COTTAGE HOSPITAL	500,000
SANTA BARBARA FOUNDATION PO BOX 6307 SANTA BARBARA,CA 93160	NONE	501(C)(3) - PUBLIC C	WESTSIDE CHILDRENS ZONE	100,000
SANTA BARBARA FOUNDATION 1111 CHAPALA ST SUITE 200 SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	PARTNERSHIP IN EXCELLENCE CONFERENCE	2,500
SANTA BARBARA LACROSSE ASSOCIATION 109B W MISSION ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000

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>				
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY STE 190 SANTA BARBARA,CA 93109	NONE	501(C)(3) - PUBLIC C	LOST POSTERS OF SANTA BARBARA	3,000
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY STE 190 SANTA BARBARA,CA 93109	NONE	501(C)(3) - PUBLIC C	RINCON CLASSIC	1,500
SANTA BARBARA MUSEUM OF ART 1130 STATE STREET SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	SMART FAMILIES	1,000
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL SANTA BARBARA,CA 93105	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	2,500
SANTA BARBARA NEIGHBORHOOD CLINICS 1900 STATE ST STE G SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	IMPROVED SUSTAINABILITY & INFRASTRUCTURE	30,000
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA,CA 93130	NONE	501(C)(3) - PUBLIC C	CATE SCHOOL SCHOLARSHIP FUND	5,000
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA,CA 93130	NONE	501(C)(3) - PUBLIC C	50TH ANNIVERSARY CELEBRATION	10,000
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA,CA 93130	NONE	501(C)(3) - PUBLIC C	NEW ENGLAND COLLEGE SCHOLARSHIP FUND	5,000
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA,CA 93130	NONE	501(C)(3) - PUBLIC C	BRITTINGHAM BISHOP SCHOLARSHIP FUND	5,000
SPECIAL OLYMPICS SOUTHERN CALIFORNIA SANTA BARBARA 423 W VICTORIA ST SANTA BARBARA,CA 93101	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
STANFORD UNIVERSITY 434 GALVEZ MALL STANFORD,CA 94305	NONE	501(C)(3) - PUBLIC C	STANFORD FUND FOR UNDERGRADUATE FINANCIAL AID	25,000
SURF HAPPENS FOUNDATION 1117 LAS OLAS AVE SANTA BARBARA,CA 93109	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	10,000
THE BUDDY PROGRAM INC 110 E HALLAM ST STE 125 ASPEN,CO 81611	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
THE LAND TRUST FOR SANTA BARBARA COUNTY PO BOX 91830 SANTA BARBARA,CA 93190	NONE	501(C)(3) - PUBLIC C	HOT SPRINGS CANYON CAMPAIGN	100,000
THE LAND TRUST FOR SANTA BARBARA COUNTY PO BOX 91830 SANTA BARBARA,CA 93190	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000

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				
THE RELATIONAL CENTER 5486 WILSHIRE BLVD LOS ANGELES,CA 90036	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	2,500
U C SANTA CRUZ FOUNDATION 1156 HIGH ST SANTA CRUZ,CA 95064	NONE	501(C)(3) - PUBLIC C	ACQUISITION OF THE ART FOR THE GRATEFUL DEAD ARCHIVE	20,000
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS 3211 4TH ST NE WASHINGTON,DC 20017	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	1,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES,CA 90089	NONE	501(C)(3) - PUBLIC C	USC ATHLETICS ALL SPORTS BUILDING	660,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES,CA 90089	NONE	501(C)(3) - PUBLIC C	GALEN CENTER	100,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES,CA 90089	NONE	501(C)(3) - PUBLIC C	PATRICK C HADEN BALCONY IN THE JOHN MCKAY CENTER	100,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES,CA 90089	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT FOR THE ATHLETIC DEPARTMENT	30,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3501 WATT WAY HERITAGE HALL 203A LOS ANGELES,CA 90089	NONE	501(C)(3) - PUBLIC C	ANNUAL FUND	25,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON,WI 53726	NONE	501(C)(3) - PUBLIC C	BRITTINGHAM VIKING FUND	84,828
WESTMONT COLLEGE 955 LA PAZ RD SANTA BARBARA,CA 93108	NONE	501(C)(3) - PUBLIC C	ATHLETIC SCHOLARSHIPS	5,000
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN,MA 01267	NONE	501(C)(3) - PUBLIC C	ALUMNI FUND MATCHING GRANT	50,000
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN,MA 01267	NONE	501(C)(3) - PUBLIC C	ALUMNI FUND CHALLENGE GRANT	50,000
WISHTOYO FOUNDATION 3875-A TELEGRAPH ROAD 423 VENTURA,CA 93003	NONE	501(C)(3) - PUBLIC C	CHUMASH CULTURAL AND NATURAL RESOURCES PRESERVATION	1,000
WORLD BICYCLE RELIEF 1333 N KINGSBURY ST FL 4 CHICAGO,IL 60642	NONE	501(C)(3) - PUBLIC C	GENERAL OPERATING SUPPORT	500
Total  3a				3,023,528

TY 2012 Accounting Fees Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,570	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DESK W/ RETURN (PRESIDIO OFFICE INTERIORS)	2009-09-28	1,822	586	SL	7 000000000000	260	0		
VISITORS CHAIRS	2010-07-08	791	170	SL	7 000000000000	113	0		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: BRITTINGHAM FAMILY FOUNDATION
EIN: 26-2992045

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME BONDS AND FUNDS	10,665,689	10,743,033

TY 2012 Investments Corporate Stock Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK AND EXCHANGE TRADED FUNDS	14,749,252	21,487,135

TY 2012 Investments - Other Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	7,153,900	7,153,900

TY 2012 Land, Etc. Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DESK W/ RETURN (PRESIDIO OFFICE INTERIORS)	1,822	846	976	
VISITORS CHAIRS	791	283	508	

TY 2012 Legal Fees Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,790	0		0

TY 2012 Other Expenses Schedule**Name:** BRITTINGHAM FAMILY FOUNDATION**EIN:** 26-2992045

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT MANAGEMENT SOFTWARE	4,250	0		4,250
OFFICE SUPPLIES	6,864	0		3,481
NPO RESEARCH DUES AND SUBSCRIPTIONS	10,430	0		10,430
INVESTMENT EXPENSES	108,304	108,304		0
INSURANCE	2,227	0		1,114

TY 2012 Other Income Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HARBOUR APT OPPORTUNITY FUND	175,479	175,479	175,479
RCG VENTURES	28,920	28,920	28,920
EMMETT OCHS FUND	7,620	7,620	7,620

TY 2012 Other Professional Fees Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACT SERVICES	93,990	75,000		0

TY 2012 Substantial Contributors Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Name	Address
OTIS BOOTH ADMINISTRATIVE TRUST DTD 03192002	1999 AVENUE OF THE STARTS SUITE 2400 LOS ANGELES, CA 90067

TY 2012 Taxes Schedule

Name: BRITTINGHAM FAMILY FOUNDATION

EIN: 26-2992045

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	97	0		0