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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 **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation TOWBES FOUNDATION		A Employer identification number 95-3519577
Number and street (or P.O. box number if mail is not delivered to street address) 21 E. VICTORIA STREET	Room/suite 200	B Telephone number (805) 962-2121
City or town, state, and ZIP code SANTA BARBARA, CA 93101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,558,416.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		1,251,131.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		60.	60.		STATEMENT 1
4 Dividends and interest from securities		3,086.	3,086.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		87,951.			
b Gross sales price for all assets on line 6a 778,794.					
7 Capital gain net income (from Part IV, line 2)			87,951.		
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		1,342,228.	91,097.		
13 Compensation of officers, directors, trustees, etc.		6,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,500.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		85.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		86,576.	3,616.		1,000.
24 Total operating and administrative expenses. Add lines 13 through 23		94,161.	3,616.		1,000.
25 Contributions, gifts, grants paid		932,900.			932,900.
26 Total expenses and disbursements. Add lines 24 and 25		1,027,061.	3,616.		933,900.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		315,167.			
b Net investment income (if negative, enter -0-)			87,481.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,951.	12,086.	12,086.
	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 7	191,380.	501,472.	571,330.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	950,446.	950,446.	975,000.
Liabilities	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,151,777.	1,464,004.	1,558,416.
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	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	1,151,777.	1,464,004.	
Net Assets or Fund Balances	30 Total net assets or fund balances	1,151,777.	1,464,004.	
	31 Total liabilities and net assets/fund balances	1,151,777.	1,464,004.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,151,777.
2 Enter amount from Part I, line 27a	2	315,167.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,466,944.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAXES	5	2,940.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,464,004.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STOCK SALES - ST		P	VARIOUS	VARIOUS
b STOCK SALES - LT		P	VARIOUS	VARIOUS
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 105,254.		94,291.	10,963.
b 673,540.		596,552.	76,988.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			10,963.
b			76,988.
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	87,951.
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 does not 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))
2011	937,191.	1,461,748.	.641144
2010	934,500.	1,397,085.	.668893
2009	896,511.	1,202,127.	.745771
2008	865,350.	1,135,954.	.761783
2007	810,850.	1,423,888.	.569462

2 Total of line 1, column (d)	2	3.387053
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	.677411
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,611,161.
5 Multiply line 4 by line 3	5	1,091,418.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	875.
7 Add lines 5 and 6	7	1,092,293.
8 Enter qualifying distributions from Part XII, line 4	8	933,900.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,750.
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	1,750.
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	1,750.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,480.	
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	1,480.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	270.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **N/A**

14 The books are in care of ► **TOWBES FOUNDATION** Telephone no. ► **(805) 962-2121**
 Located at ► **21 E. VICTORIA STREET, SUITE #200, SANTA BARBARA,** ZIP+4 ► **93101**

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** **N/A**

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? **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► **16** **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)?		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<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.)	N/A	
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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

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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)?

☐ 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)?

N/A

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?

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?**6b****X**

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?

N/A

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.

(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 9		6,000.	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**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	622,666.
b	Average of monthly cash balances	1b	38,030.
c	Fair market value of all other assets	1c	975,000.
d	Total (add lines 1a, b, and c)	1d	1,635,696.
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	1,635,696.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,535.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,611,161.
6	Minimum investment return. Enter 5% of line 5	6	80,558.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	80,558.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,750.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,750.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,808.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	78,808.
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	78,808.

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	933,900.
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	933,900.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	933,900.

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				78,808.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	742,318.			
b From 2008	808,760.			
c From 2009	836,451.			
d From 2010	865,006.			
e From 2011	865,556.			
f Total of lines 3a through e	4,118,091.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	933,900.			
a Applied to 2011, but not more than line 2a			0.	
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				78,808.
e Remaining amount distributed out of corpus	855,092.			
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	4,973,183.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	742,318.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,230,865.			
10 Analysis of line 9:				
a Excess from 2008	808,760.			
b Excess from 2009	836,451.			
c Excess from 2010	865,006.			
d Excess from 2011	865,556.			
e Excess from 2012	855,092.			

N/A

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

- 3 Subtract line 2 from line 20.
 - a 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

SEE STATEMENT ATTACHED - SCHEDULE #2

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				
SEE SCHEDULE #1				932,900.
Total			3a	932,900.
b Approved for future payment				
NONE				
Total			3b	0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Employer identification number

TOWBES FOUNDATION

95-3519577

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
TOWBES FOUNDATION	95-3519577

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>MICHAEL TOWBES</u> <u>21 E. VICTORIA STREET, SUITE #200</u> <u>SANTA BARBARA, CA 93101</u>	\$ <u>251,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>MICHAEL TOWBES</u> <u>21 E. VICTORIA STREET, SUITE #200</u> <u>SANTA BARBARA, CA 93101</u>	\$ <u>1,000,131.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

95-3519577

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	APPRECIATED SECURITIES 	\$ 1,000,131.	12/26/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	

Name of organization

Employer identification number

TOWBES FOUNDATION**95-3519577**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

The Towbes Foundation
EIN #95-3519577
Schedule of Grants and Grant Purpose
For the Year Ending 06/30/13

#	Check Date	Payee Name	Amount	Grant Purpose
1	03/06/2013	Academy of Healing Arts for Teens	10,000	Support salaries of team facilitators - AHA Groups after school and through the summer
2	05/10/2013	The Acting Company	500	Support Primary Shakespeare Program to elementary school students
3	03/06/2013	Adventures in Caring	5,000	Help fund training, materials and year-round support for student volunteers
4	06/20/2013	AIDS Housing Santa Barbara - Sarah House	10,000	General operating support to pay wages of caregivers at Sarah House
5	06/20/2013	Alliance for Pharmaceutical Access	7,500	General operating support to expand service hours and service areas
6	03/06/2013	Alzheimer's Association	7,500	Support core Family Services program for training and educating caregivers
7	11/12/2012	American Dream Foundation	7,500	Support Vouchers Improve Performance program in selected high schools
8	06/28/2013	American Foundation for Equal Rights	1,500	In honor of the DOMA decision
9	11/12/2012	Angels Foster Care of Santa Barbara	7,500	Support general operating expenses
10	03/06/2013	Anti Defamation League	10,000	Help fund educator workshop and family and parent-child workshops
11	11/12/2012	Arts for Humanity	5,000	Support community programs and internship program
12	11/12/2012	Arts Fund	5,000	Support the expansion of the Teen Arts Mentorship Program
13	06/20/2013	Arts Mentorship Program	8,000	General support for programs
14	11/12/2012	Boxtales Theatre Company	7,500	General operating support for staff salaries
15	06/20/2013	Boys & Girls Club of Santa Barbara	10,000	Support the five core programs
16	06/20/2013	C.A.L.M.	10,000	Support the Juvenile Offenders program
17	06/20/2013	Carpinteria Valley Arts Council	5,000	Support the Bellas Arts Education Outreach Program
18	06/20/2013	Casa Serena, Inc.	10,000	Help fund scholarships for women seeking help
19	06/28/2013	Center for Reproductive Rights	1,500	Support of Wendy Davis
20	03/06/2013	Center for Successful Aging	2,500	Assistance with offering more direct services to those living in low-income housing
21	11/12/2012	Center Stage Theatre	7,500	General Operating support for staff salaries, light board and the Renal Subsidy Fund
22	11/12/2012	Channel Islands YMCA	5,000	Support the Youth and Government program
23	11/12/2012	Coastal Housing Coalition	7,500	General operating support to educate and promote workforce housing
24	06/20/2013	Community Action Commission	10,000	Support Healthy Senior Lunch Program
25	11/12/2012	Community Arts Music Association	10,000	Sponsorship of a concert in the 2013/2014 International Series
26	11/12/2012	Community Environmental Council	2,500	Support the Rethink the Drink program to promote alternatives to single use plastic water bottles
27	06/20/2013	Conflict Solutions Center	5,000	General support for Conflict Resolution Training Institute
28	06/20/2013	Cornerstone House of Santa Barbara	5,000	Support Happy Adventure Summer Camp
29	11/12/2012	Council on Drug and Alcohol Abuse	7,500	Support Fighting Back Mentor program to develop online mentor resource center
30	03/06/2013	Court Appointed Special Advocates		Provide recruitment, training, and administrative oversight for volunteer advocates to serve foster children
31	04/02/2013	Cranbrook Educational Community	12,500	Children
32	03/06/2013	Domestic Violence Solutions	10,000	Collections Fellow and Program Development incorporating the Smith House
33	11/12/2012	Dream Foundation	10,000	Support Teen Services Program
34	11/12/2012	Easy Lift Transportation	2,500	Help fund the final wishes of terminally ill in Santa Barbara seniors
35	11/12/2012	Elings Park Foundation	5,000	Help fund Dial-A-Ride
36	06/20/2013	Engender Health	5,000	Support Camp Elings scholarship program for underprivileged children
37	11/12/2012	Everybody Dance Now	750	Support women's health
38	03/06/2013	Family Service Agency of Santa Barbara	5,000	Support further development of the Performance Troupe Leadership program
39	03/06/2013	Fellowship of Reconciliation	12,500	Support Child and Family Counseling Program
			500	Support efforts to defuse difficult situations through the world through music

The Towbes Foundation
EIN #95-3519577
Schedule of Grants and Grant Purpose
For the Year Ending 06/30/13

#	Check Date	Payee Name	Amount	Grant Purpose
40	06/20/2013	Foodbank of Santa Barbara	10,000	Support the purchase of food for young children and low income seniors on fixed income
41	08/28/2012	Foodbank of Santa Barbara	2,500	Support the Empty Bowls event
42	06/20/2013	Foundation for Santa Barbara City College	10,000	Support the 2012/2013 Towbes Department Internship Scholarship program
43	03/06/2013	Foundation for Santa Barbara High School	10,000	Support the renovation of the JR Richards Gymnasium
44	03/06/2013	Foundation for SBCC - The SPARC Program	10,000	Support the SPARC program
45	06/20/2013	Foundation for Teaching Economics	5,000	Support the professional development programs for high school teachers
46	06/28/2013	Freedom from Religion Foundation	750	Support efforts to separate church and state
47	11/12/2012	Friendship Center Adult Day Care Center	5,000	General support for the expansion and census building of adult day care services program
48	11/12/2012	Future Leaders of America	7,500	Support for the continuation of the Equality in Education for Underserved Youth project
49	11/12/2012	Ganna Walska Lotusland	7,500	Help underwrite costs for participants in the SBCC Sustainable Horticulture Student Work Experience
50	06/20/2013	Girls Inc of Carpinteria	10,000	Support the After School Enrichment Programs
51	11/12/2012	Girls Inc of Greater Santa Barbara	10,000	Help fund year-round scholarships
52	03/06/2013	Girls Rock SBI	250	Support low-income scholarships to summer camp
53	06/20/2013	Girls Rock SBI	750	Support after school programs and summer camp
54	03/06/2013	Goleta Valley Historical Society	7,500	General operating support
55	06/20/2013	Guadalupe Nipomo Dunes	5,000	Support STEM Education Program
56	03/06/2013	Habitat for Humanity of	7,500	Help cover the cost of framing 12 new affordable units on Canon Perdido
57	06/20/2013	Hollaback	750	Support the end of street harassment
58	03/06/2013	Hospice of Santa Barbara, Inc.	7,500	Support the cost of the core Clinical Service Program
59	06/20/2013	Housing Trust Fund of SB County	10,000	General operating support for the Workforce Homebuyer Program for the South County
60	06/20/2013	International Federation of MS Societies	1,000	Benefactor patron
61	06/20/2013	International Women's Media Foundation	750	Support efforts to achieve an equal voice for women in the news media
62	05/15/2013	Isla Vista School PTA	10,000	Support the Science Camp Scholarship Fund
63	11/12/2012	Isla Vista Teen Center	5,000	Support the salary of the Teen Center Director
64	06/20/2013	Jodi House	5,000	Support onsite pre-employment immersion services through the California Dept. of Rehabilitation
65	03/06/2013	Joyful Heart Foundation	500	Support efforts to heal, educate and empower supervisors of sexual assault, domestic violence and child abuse
66	06/20/2013	Just Communities Central Coast	5,000	Support Youth and Empowerment programs
67	06/20/2013	KCET Community Television	2,500	Support KCET's educational and cultural programming
68	06/20/2013	Learning Ally	5,000	Support the development and delivery of audio textbooks, tools and services in Santa Barbara County
69	03/06/2013	Legal Aid Foundation of SB County	10,000	Sustain and expand free services to low-income Santa Barbara County residents
70	11/12/2012	Lobero Theatre Foundation	10,000	General operating support
71	11/12/2012	Mental Health Association	10,000	General operating support
72	03/06/2013	Musicians On Call	500	Bring live and recorded music to the bedside of patients in healthcare facilities
73	06/20/2013	National Council on Economic Education	2,500	Support of the Economics America Program
74	03/06/2013	National Multiple Sclerosis Society	2,500	Support the salary costs of the Regional Offices Program Director
75	11/12/2012	New Beginnings Counseling Center	5,000	Support the RV Safe Parking and Homeless Outreach Program
76	03/06/2013	Notes for Notes Inc.	2,500	Support the Santa Barbara MusicBox Studios
77	11/12/2012	Opera Santa Barbara	15,000	Support the production sponsorship of Don Pasquale in April, 2013
78	11/12/2012	Orcutt Area Seniors in Service, Inc.	5,000	General operating support for the Luis Oasis Senior Center

The Towbes Foundation
 EIN #95-3519577
 Schedule of Grants and Grant Purpose
 For the Year Ending 06/30/13

#	Check Date	Payee Name	Amount	Grant Purpose
79	03/06/2013	Orcutt Children's Arts Foundation	1,400	Support beginning strings lessons for elementary school students
80	11/12/2012	Out of the Box Theatre Company	4,500	Support the 2012/2013 season of productions, workshops and concerts
81	06/20/2013	Pacific Pride Foundation	10,000	Support HIV/AIDS services program
82	03/06/2013	Page Youth Center	10,000	Offset the cost of scholarships to low income families who participate in the programs
83	11/12/2012	Pathpoint	9,500	General and capital support for recovery programs
84	11/12/2012	PCPA Foundation	5,000	Help fund free tickets to area teenagers to performances of Shakespeare's <i>The Tempest</i>
85	06/20/2013	Philanthropy Roundtable	1,000	Support the mission to foster excellence in philanthropy
86	11/12/2012	Planned Parenthood of Santa Barbara	10,000	Support two community health educators to implement the Comprehensive Sexuality Services
87	06/20/2013	Reason Foundation	1,000	General support
88	03/06/2013	S.E.E. International	10,000	Support the Santa Barbara Vision Care Program
89	11/12/2012	San Marcos High School Entrepreneurship	5,000	Help offset start-up costs for the Entrepreneurship Academy
90	11/12/2012	Sansum Clinic	7,500	Support the Visiting Professor of Surgery Education Program
91	03/06/2013	Sansum Diabetes Research Institute	10,000	Support the bilingual diabetes education program for pregnant women with diabetes
92	03/06/2013	Santa Barbara Blues Society	2,000	General operating support
93	11/12/2012	Santa Barbara Botanic Gardens	5,000	Help fund the launch of Central California's first California Naturalist Training Program
94	11/12/2012	Santa Barbara Choral Society	5,000	General operating support of the 2012/2013 season
95	04/16/2013	Santa Barbara Cottage Hospital	2,500	Support the Children's Miracle Network at Cottage Children's Hospital
96	11/12/2012	Santa Barbara Dance Institute	5,000	Help sustain programs at current levels
97	06/20/2013	Santa Barbara Education Foundation	10,000	General operating support
98	11/12/2012	Santa Barbara Family Care Center Inc	10,000	Support Steps to Quality Program and Network
99	11/12/2012	Santa Barbara Festival Ballet	2,500	Support the Friends of Clara program and offer free tickets to underserved children
100	02/22/2013	Santa Barbara Foundation	2,500	Partnership for Excellence conference
101	06/20/2013	Santa Barbara Foundation	1,000	General support
102	11/12/2012	Santa Barbara Foundation - KDB Fund	10,000	General support
103	12/05/2012	Santa Barbara Foundation - Knight Challenge Grant	10,000	Support the John S. and James L. Knight Foundation challenge grant
104	11/12/2012	Santa Barbara Int'l Film Festival	5,000	Support the Field Trip to the Movies for low income Title I schools
105	06/20/2013	Santa Barbara Maritime Museum	7,500	Support the 2014 <i>Spirit of Dana Point</i> Tall Ship Overnight Education Program
106	11/12/2012	Santa Barbara Museum of Natural History	10,000	Support the Animal Care and Volunteer Interpretation Program at the Ty Warner Sea Center
107	06/20/2013	Santa Barbara Museum of Art	10,000	General support of education programs
108	11/12/2012	Santa Barbara Neighborhood Clinics	12,500	Support the <i>Care of Every Family</i> program
109	06/20/2013	Santa Barbara Partners in Education	7,500	Support the North County Volunteer Corps Program
110	03/06/2013	Santa Barbara Rape Crisis Center	10,000	Support the Community Education and Rape Prevention Program
111	06/20/2013	Santa Barbara School of Squash	2,500	Help fund a part-time Academic Director
112	06/20/2013	Santa Barbara Trust for Historic Preservation	15,000	Support the 50th Anniversary activities
113	11/12/2012	Santa Barbara Vocal Jazz Foundation	1,500	Help offset administrative costs for the Vocal Jazz Workshop
114	11/12/2012	Santa Barbara Wildlife Care Network	5,000	Support the new Executive Director position to implement a new strategic plan
115	03/07/2013	Santa Barbara Zoological Gardens	5,000	Support the Zoo's Golden Anniversary
116	06/20/2013	Santa Maria Valley Discovery Museum	10,000	General support
117	06/20/2013	Santa Ynez Valley People Helping People	10,000	Support salary costs to operate Seeking Success After School Program at Jonata School
118	11/12/2012	Santa Ynez Valley Senior Advisory Council	2,500	General operating support for the Solvang Senior Center's programs

The Towbes Foundation

EIN #95-3519577

Schedule of Grants and Grant Purpose

For the Year Ending 06/30/13

#	Check Date	Payee Name	Amount	Grant Purpose
119	06/20/2013	Scholarship Foundation of Santa Barbara	40,000	Support four scholarships at \$7,00 each with the balance as an unrestricted gift
120	03/06/2013	Segue Career Guidance Program Inc	5,000	Support the expansion of the speaker outreach network
121	11/12/2012	Solvang Lutheran Home, Inc.	2,500	Help offset the costs for a new convection oven
122	11/12/2012	Solvang School Education Foundation	7,000	Help fund the integration of music and arts education
123	06/20/2013	St. Vincent's Institution	5,500	Support the Early Childhood Education Center
124	06/20/2013	Storyteller Children's Center	10,000	Support teacher's salaries for the Early Childhood Education Program
125	11/12/2012	SummerDance	7,500	Support the month long DANCEworks residency in collaboration with the Lobero Theatre
126	09/27/2012	Taubman Foundation at UCSB	9,000	Support the Taubman Symposia in Jewish Studies at UCSB
127	03/06/2013	Teddy Bear Cancer Foundation	7,500	General operating support for families in Santa Barbara County who have a child with cancer
128	06/20/2013	The Network for Teaching Entrepreneurship	10,000	Support programs serving low-income students ages 11-18
129	03/06/2013	The Phoenix of Santa Barbara, Inc.	7,500	General operating support for Phoenix House
130	03/06/2013	The Regents of University of California	12,500	Support scholarships for low-income high school students to attend the 2013 UCSB Summer Research Mentorship Program
131	06/20/2013	Transition House	13,000	Support Children's programs
132	06/20/2013	UC Santa Barbara Foundation	1,000	Membership in the Chancellor's Council for 2013
133	11/12/2012	UCSB Arts & Lectures	7,500	Help maintain and extend k-12 education and outreach program and Art Abounds
134	11/12/2012	UCSB Division of Dance	5,000	Help fund dynamic dance programs to underserved elementary school students
135	06/20/2013	United Boys & Girls Clubs	7,500	Support the Power Hour and after school programs
136	11/12/2012	Unity Shoppe, Inc.	5,000	General operating support to provide free food and clothing to low income families
137	06/20/2013	Ventura County Community Foundation	2,500	Support the incremental expansion of core programming of the Center for Nonprofit Leadership
138	11/12/2012	Wilderness Youth Project	5,000	Help fund camp scholarships for low income disadvantaged youth to the Summer Enrichment Program
139	03/06/2013	Wilding Art Museum	7,500	Help fund exhibitions for 2013
140	03/06/2013	Women's Economic Ventures	10,000	Support programs and services to low-income entrepreneurs in 2013
		Total	932,900	

TOWBES FOUNDATION

Grant Policies

The Towbes Foundation was organized in August of 1980 as a California non-operating private foundation. It has received determination letters confirming its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and under Section 23701d of the California Revenue and Taxation Code.

PRESENT AREAS OF PRIMARY INTEREST TO THE FOUNDATION ARE:

- a. Education, including educational scholarships;
- b. Medical research, especially in the area of neurological disease;
- c. Promotion of the performing arts; and
- d. Promotion and preservation of the free enterprise system.

POLICIES AND PROCEDURES RE GRANT REQUESTS:

The Towbes Foundation prefers to award grants to organizations whose objective(s) parallel the areas of primary interest set forth above.

In establishing grant-making priorities, the Towbes Foundation prefers to initiate grant requests and relies heavily upon its Board of Directors, consultants, and advisers ~~to provide the necessary input to identify those philanthropic~~ needs which most relate to these areas of primary interest to the Foundation.

To be considered, applicants must provide evidence of current state and IRS 501(c)(3) tax-exempt status. Proposals must be submitted in writing (six copies) prior to April 1 of the year for which funding is sought and should set forth:

WES FOUNDATION
GRANT POLICIES (CONT.)

EIN # 95-3519577

1. Full name, address and business telephone number of applicant
2. Statement of applicant's general charitable purposes, operating history, and experience of applicant's management
3. Names and addresses of applicant's Board of Directors, officers, and executive director:
4. Specific description of project for which grant is requested, including:
 - (a) amount requested
 - (b) purpose of expenditure
 - (c) administrator of expenditures
 - (d) purpose and results expected
 - (e) duration of project
 - (f) other funding (amounts and sources)
5. Last three years' financial statements
6. Names of past major donors
7. Identity of other grantors contacted or to be contacted (including amounts requested from each) for this project.

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

SOURCE	AMOUNT
MONTECITO BANK & TRUST	60.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	60.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MONTECITO BANK & TRUST	3,086.	0.	3,086.
TOTAL TO FM 990-PF, PART I, LN 4	3,086.	0.	3,086.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	85.	0.		0.
TO FORM 990-PF, PG 1, LN 18	85.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CUSTODY FEES	3,616.	3,616.		0.
MEETINGS	374.	0.		0.
MEMBERSHIP DUES	3,000.	0.		1,000.
SECRETARIAL SERVICES	8,081.	0.		0.
ADMINISTRATION OF FRANK LLOYD WRIGHT LANDMARK BUILDING AND OTHER PROJECTS	71,422.	0.		0.
OFFICE	60.	0.		0.
BANK CHARGES	23.	0.		0.
TO FORM 990-PF, PG 1, LN 23	86,576.	3,616.		1,000.

FOOTNOTES

STATEMENT 6

SECRETARIAL SERVICES OF \$8,081 WERE PROVIDED BY THE TOWBES GROUP. MICHAEL TOWBES IS AN OWNER AND THE CHAIRMAN OF THE BOARD OF THE TOWBES GROUP.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MARKET INDEX	0.	0.
TWEEDY BROWNE GLOBAL VALUE FUND #1	0.	0.
T ROWE PRICE EMERGING MKT ST	0.	0.
FIDELITY CONTRAFUND	66,039.	83,972.
ISHARES RUSSELL 1000 GROWTH	435,433.	487,358.
TOTAL TO FORM 990-PF, PART II, LINE 10B	501,472.	571,330.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FRANK LLOYD WRIGHT LANDMARK BUILDING	COST	950,446.	975,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		950,446.	975,000.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SHERIDAH GERARD 21 E. VICTORIA STREET, SUITE #200 SANTA BARBARA, CA 93101	PRESIDENT 1.00	1,500.	0.	0.
MICHAEL TOWBES 21 E. VICTORIA STREET, SUITE #200 SANTA BARBARA, CA 93101	CFO 1.00	0.	0.	0.
LYNN C. TOWBES 21 E. VICTORIA STREET, SUITE #200 SANTA BARBARA, CA 93101	DIRECTOR 0.50	1,500.	0.	0.
ROBERT L. SKINNER 21 E. VICTORIA STREET, SUITE #200 SANTA BARBARA, CA 93101	DIRECTOR 0.50	1,500.	0.	0.
CRAIG A. ZIMMERMAN 21 E. VICTORIA STREET, SUITE #200 SANTA BARBARA, CA 93101	DIRECTOR 0.50	1,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,000.	0.	0.