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

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

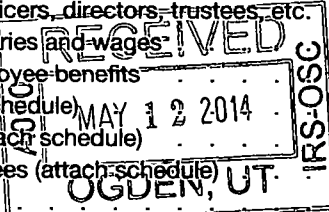
Open to Public Inspection

For calendar year 2013 or tax year beginning 2013, and ending Dec 31, 2013

Name of foundation Towe Foundation		A Employer identification number 81-6014376 81-6014378
Number and street (or P.O. box number if mail is not delivered to street address) 754 S. Rosemary	Room/suite	B Telephone number (see instructions) 979-846-7093
City or town, state or province, country, and ZIP or foreign postal code Bryan, TX 77802		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) ▶ \$ 79,455.53	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <small>(Part I, column (d) must be on cash basis.)</small>	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
				N/A	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	-0-			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	-0-	-0-		
	4 Dividends and interest from securities	1,049.61	1,049.61		
	5a Gross rents	-0-	-0-		
	b Net rental income or (loss)	-0-			
	6a Net gain or (loss) from sale of assets not on line 10	-0-			
	b Gross sales price for all assets on line 6a	-0-			
	7 Capital gain net income (from Part IV, line 2)		-0-		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	N/A			
b Less: Cost of goods sold	-0-				
c Gross profit or (loss) (attach schedule)	-0-				
11 Other income (attach schedule) <i>Sale of coins</i>	5250.00				
12 Total. Add lines 1 through 11	6299.61	1,049.61			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1000.00	500.00		500.00
	14 Other employee salaries and wages	-0-	-0-		-0-
	15 Pension plans, employee benefits	-0-	-0-		-0-
	16a Legal fees (attach schedule)	-0-	-0-		-0-
	b Accounting fees (attach schedule)	-0-	-0-		-0-
	c Other professional fees (attach schedule)	-0-	-0-		-0-
	17 Interest	-0-	-0-		-0-
	18 Taxes (attach schedule) (see instructions)	59.01	-0-		59.01
	19 Depreciation (attach schedule) and depletion	-0-	-0-		
	20 Occupancy <i>Bank fees</i>	21.00	10.50		10.50
	21 Travel, conferences, and meetings	523.04	-0-		523.04
	22 Printing and publications <i>Supplies</i>	21.09	-0-		-0-
	23 Other expenses (attach schedule) <i>Filing fees</i>	45.00	-0-		45.00
	24 Total operating and administrative expenses. Add lines 13 through 23	1,669.14	510.50		1,137.55
	25 Contributions, gifts, grants paid	3000.00			3,000.00
26 Total expenses and disbursements. Add lines 24 and 25	4,669.14	510.50		4,137.55	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,630.47				
b Net investment income (if negative, enter -0-)		539.11			
c Adjusted net income (if negative, enter -0-)			✓		

SCANNED MAY 20 2014



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	152.06	732.92	732.92
	2	Savings and temporary cash investments	-0-	-0-	-0-
	3	Accounts receivable ▶	-0-	-0-	-0-
		Less: allowance for doubtful accounts ▶	-0-	-0-	-0-
	4	Pledges receivable ▶	-0-	-0-	-0-
		Less: allowance for doubtful accounts ▶	-0-	-0-	-0-
	5	Grants receivable	-0-	-0-	-0-
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	-0-	-0-	-0-
	7	Other notes and loans receivable (attach schedule) ▶	-0-	-0-	-0-
		Less: allowance for doubtful accounts ▶	-0-	-0-	-0-
	8	Inventories for sale or use	-0-	-0-	-0-
	9	Prepaid expenses and deferred charges	-0-	-0-	-0-
	10a	Investments—U.S. and state government obligations (attach schedule)	-0-	-0-	-0-
	b	Investments—corporate stock (attach schedule)	-0-	-0-	-0-
	c	Investments—corporate bonds (attach schedule)	-0-	-0-	-0-
	11	Investments—land, buildings, and equipment: basis ▶	-0-	-0-	-0-
	Less: accumulated depreciation (attach schedule) ▶	-0-	-0-	-0-	
12	Investments—mortgage loans	-0-	-0-	-0-	
13	Investments—other (attach schedule) <i>USAA</i>	51,258.41	52,308.02	67,851.75	
14	Land, buildings, and equipment: basis ▶	-0-	-0-	-0-	
	Less: accumulated depreciation (attach schedule) ▶	-0-	-0-	-0-	
15	Other assets (describe ▶ <i>Silver Coins</i>)	36,731.54	18,138.12	16,870.86	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	82,142.01	71,179.06	79,455.53	
Liabilities	17	Accounts payable and accrued expenses	-0-	-0-	
	18	Grants payable	-0-	-0-	
	19	Deferred revenue	-0-	-0-	
	20	Loans from officers, directors, trustees, and other disqualified persons	-0-	-0-	
	21	Mortgages and other notes payable (attach schedule)	-0-	-0-	
	22	Other liabilities (describe ▶)	-0-	-0-	
	23	Total liabilities (add lines 17 through 22)	-0-	-0-	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted	-0-	-0-	
	25	Temporarily restricted	-0-	-0-	
	26	Permanently restricted	-0-	-0-	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	82,142.01	71,179.06	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	-0-	-0-	
29	Retained earnings, accumulated income, endowment, or other funds	-0-	-0-		
30	Total net assets or fund balances (see instructions)	82,142.01	71,179.06		
31	Total liabilities and net assets/fund balances (see instructions)				

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	82,142.01
2	Enter amount from Part I, line 27a	2	1,630.47
3	Other increases not included in line 2 (itemize) ▶	3	-0-
4	Add lines 1, 2, and 3	4	83,772.48
5	Decreases not included in line 2 (itemize) ▶ <i>Market Devaluation/sale of silver</i>	5	12,593.42
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	71,179.06

Part IV Capital Gains and Losses for Tax on Investment Income

N/A

(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				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a				
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	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 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))
2012	4131.62	69,431.56	.0595
2011	515.50	45,969.95	.0112
2010	622.50	39,333.34	.0158
2009	1004.43	32,055.57	.0313
2008	1616.53	46,696.54	.0394
2	Total of line 1, column (d)		.1572
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		.0314
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		69,431.56
5	Multiply line 4 by line 3		2,180.15
6	Enter 1% of net investment income (1% of Part I, line 27b)		5.39
7	Add lines 5 and 6		2185.54
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.		4137.55

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5	93
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	5	93
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	5	93
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	-0-	
b	Exempt foreign organizations—tax withheld at source	6b	-0-	
c	Tax paid with application for extension of time to file (Form 8868)	6c	-0-	
d	Backup withholding erroneously withheld	6d	-0-	
7	Total credits and payments. Add lines 6a through 6d	7	-0-	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	N/A	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5	93
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	-0-	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	N/A	

Part VII-A Statements Regarding Activities

	Yes	No
1a		<input checked="" type="checkbox"/>
1b		<input checked="" type="checkbox"/>
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c		<input checked="" type="checkbox"/>
2		<input checked="" type="checkbox"/>
3		<input checked="" type="checkbox"/>
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
5		<input checked="" type="checkbox"/>
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8a	Montana	
8b	<input checked="" type="checkbox"/>	
9		<input checked="" type="checkbox"/>
10		<input checked="" type="checkbox"/>

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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	
Website address ▶ <u>none</u>				
14	The books are in care of ▶ <u>Karen T. James</u> Telephone no. ▶ <u>979-846-7093</u>			
Located at ▶ <u>754 S. Rosemary, Bryan, TX 77802</u> ZIP+4 ▶ <u>77802-4333</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>	<u>N/A</u>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input checked="" type="checkbox"/>	1b	<u>N/A</u>
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 2013?	1c	<input checked="" type="checkbox"/>
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	<u>N/A</u>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	<u>N/A</u>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2013?	4b	<input checked="" type="checkbox"/>

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here *N/A*

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). *N/A*

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? Yes 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? Yes No

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
<i>Karen T. James</i>	<i>President</i>	<i>\$1,000</i>	<i>-0-</i>	<i>-0-</i>
<i>Thomas Towe 2525 N. 6th Ave, Billings, MT</i>	<i>Vice Pres</i>	<i>-0-</i>	<i>-0-</i>	<i>-0-</i>
<i>Tofer Towe 5614 N.E 59th Ave, Portland, OR</i>	<i>Secretary</i>	<i>-0-</i>	<i>-0-</i>	<i>-0-</i>

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
<i>NONE</i>				

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

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		
NONE		
NONE		
NONE		
NONE		
Total number of others receiving over \$50,000 for professional services		▶

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 NONE	
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 NONE		
3 All other program-related investments. See instructions.		
Total. Add lines 1 through 3		▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	59,280.62
b	Average of monthly cash balances	1b	332.41
c	Fair market value of all other assets (see instructions)	1c	10,870.86
d	Total (add lines 1a, b, and c)	1d	70,488.89
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	70,488.89
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,057.33
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,431.56
6	Minimum investment return. Enter 5% of line 5	6	3,471.58

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	3,471.58
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5.93
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	5.93
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,465.65
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	3,465.65
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	3,465.65

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	4,137.55
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,137.55
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	5.93
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,131.62

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				3,465.65
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			- 0 -	
b	Total for prior years: 20 __, 20 __, 20 __		- 0 -		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008	- 0 -			
b	From 2009	- 0 -			
c	From 2010	- 0 -			
d	From 2011	- 0 -			
e	From 2012	- 0 -			
f	Total of lines 3a through e	- 0 -			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>4,137.55</u>				
a	Applied to 2012, 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 2013 distributable amount				3,465.65
e	Remaining amount distributed out of corpus	671.90			
5	Excess distributions carryover applied to 2013 (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	671.90			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			- 0 -	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				- 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 2008 not applied on line 5 or line 7 (see instructions)	- 0 -			
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	671.90			
10	Analysis of line 9:				
a	Excess from 2009	- 0 -			
b	Excess from 2010	- 0 -			
c	Excess from 2011	- 0 -			
d	Excess from 2012	- 0 -			
e	Excess from 2013	671.90			

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

N/A

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			N/A		
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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).)
 N/A

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.
 N/A

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
 Karen T. James, 754 S. Rosemary Dr., Bryan, TX 77802 Phone: 979-846-7093

b The form in which applications should be submitted and information and materials they should include:
 Send Proposal/request. Include Tax Exempt Letter.

c Any submission deadlines:
 Yearly by May 30

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 No grants to individuals or endowments

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				
American Friends Service Comm. 1501 Cherry Street Philadelphia, PA 19102	N/A		Unrestricted	\$2,000.
Olney Friends School 61830 Sandy Ridge Rd Barnesville, OH 43713	N/A		Unrestricted	\$ 500
Westtown School 975 Westtown Rd. West Chester, PA 19382-5700	N/A		unrestricted	\$500
Total				3a
b Approved for future payment				
<u>None</u>				
Total				3b

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? *N/A*
- | | Yes | No |
|---|--------------|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		<i>N/A</i>	

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
<i>N/A</i>		

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

Karen J. James *4/24/14* *President*

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Ppnt/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶		Phone no	
	Firm's address ▶				

Return prepared by Karen James.

**TOWE FOUNDATION
BALANCE SHEET
December 31,2013**

RESOURCES	Book Value	Fair Mkt. Val
<u>INVESTMENTS</u>		
Permanent Endowment - Beg of Yr Basis	\$51,258.41	\$51,393.06
Earnings reinvested	\$1,049.61	\$1,049.61
Gains/losses on Investments	\$0.00	\$15,409.08
End of Year	<u> </u>	<u> </u>
	\$52,308.02	\$67,851.75
<u>OTHER RESOURCES</u>		
Montana Centennial Silver Coin (858 left} (2012 = 1385 , 2013 sold 500)	\$18,138.12	\$10,870.86
General Fund/Cash	\$732.92	\$732.92
TOTAL RESOURCES	<u>=====</u>	<u>=====</u>
	\$71,179.06	\$79,455.53
LIABILITIES		
Long Term Liabilities		
Permanent Endowment	<u> </u>	<u> </u>
	\$52,308.02	\$67,851.75
Net Assets	\$18,871.04	\$11,603.78
TOTAL LIABILITIES	<u>=====</u>	<u>=====</u>
	\$71,179.06	\$79,455.53

**TOWE FOUNDATION
STATEMENT OF INCOME & EXPENSES
December 31, 2013**

INCOME	2013	2012
Net Investment Income		
Dividends Reinvested	\$1,049.61	\$3,450.47
	<hr/>	<hr/>
	\$1,049.61	\$3,450.47
Centennial Coins (1358)		
Coins Sold -500	\$5,250.00	\$0.00
	<hr/>	<hr/>
	\$5,250.00	\$0.00
TOTAL INCOME	\$6,299.61	\$3,450.47
EXPENSES		
Executive Stipend	\$1,000.00	\$1,000.00
IRS for Investment Taxes	\$59.01	\$0.00
Annual Notice & Report	\$30.00	\$30.00
Montana State Filing	\$15.00	\$15.00
Postage & Paper	\$21.09	\$0.00
Travel Reimbursement	\$523.04	\$0.00
Bank Fees	\$21.00	\$0.00
	<hr/>	<hr/>
	\$1,669.14	\$1,045.00
TOTAL INCOME LESS EXPENSES	\$4,630.47	\$2,405.47
2012 Contributions	\$2,968.37	\$0.00
Distri Amt	\$3,647.29	
Less Qual	\$ 545.00	
Excess -- Carryover	\$ 133.92	
	<hr/>	<hr/>
	\$3,000.00	
NET INCOME LESS EXPENSES/CONTRIBUTIONS	\$1,630.47	\$2,405.47



Annual Investment Statement January 1 to December 31, 2013

03476.160CZ.JSS772071751.03.01.3516

USAA Investment Management Company
P.O. Box 659453
San Antonio, TX 78265
www.usaa.com
1-800-531-8722 (USAA)

TOWE FOUNDATION
Member number 015731110

TOWE FOUNDATION
754 S ROSEMARY DR
BRYAN TX 77802-4333

Tax Forms for 2013

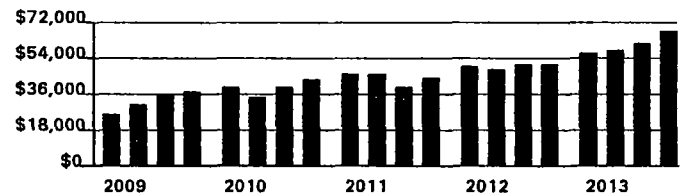
All tax forms with the exception of the 1099-B will be sent by January 31. Consolidated 1099-B tax forms will be sent separately by February 15. Visit the Tax Center on usaa.com/taxes for information on tax filing, USAA Mutual Fund sources of income and cost basis reporting.

Portfolio Summary

Total portfolio value

Portfolio value December 31, 2012	\$51,393.06
Earnings	1,049.61
Change in market value	15,409.08
Total portfolio value December 31, 2013	\$67,851.75

Portfolio performance

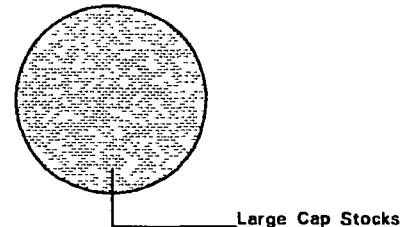


Annualized total portfolio return 32.03%

The total return is the annualized percentage change in the value of your mutual fund portfolio over the past 12 months.

Portfolio allocation

	Value on December 31, 2013	% of portfolio
Large Cap Stocks	\$67,851.75	100.00
Total portfolio value	\$67,851.75	100.00%



Please review this statement and notify us of any inaccuracies within 10 days. Oral communications should be re-confirmed in writing to protect your rights. For details on the information in this statement, see "About Your Account".

IN THE MATTER OF

NOTICE

Notice is hereby given that the 2013 Annual 990 PF Tax Return for the Towe Foundation is available for inspection during regular office hours by any citizen who requests it within 180 days after May 15, 2014 It is available at 2525 Sixth Avenue North, Billings, Montana Foundation Manager, Karen James (April 17, 2014)

**AFFIDAVIT
of
PUBLICATION**

STATE OF MONTANA)
: SS
County of Yellowstone)

Scott R. Turner, being first duly sworn, deposes and says that the:

Notice - 2013 Annual 990 PF Tax Return

a copy of which is hereto attached, was published in the regular and entire issue of The Billings Times, a weekly newspaper of general circulation published every Thursday in the City of Billings, County of Yellowstone, State of Montana, for 1 issue, the 17th day of April, 2014.

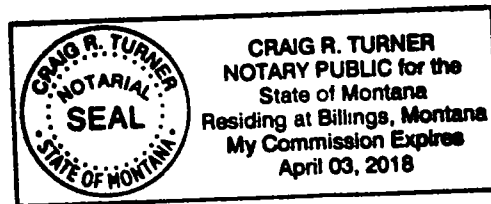
Scott R. Turner

STATE OF MONTANA)
: SS
County of Yellowstone)

On this 17th day of April, 2014, before me, the undersigned, a Notary Public for the State of Montana, personally appeared Scott R. Turner, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same and after being first duly sworn, deposed and stated that the matters and things contained therein are true of his own knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written.

Craig R. Turner



STATE OF MONTANA
DEPARTMENT OF JUSTICE
OFFICE OF CONSUMER PROTECTION

Tim Fox
Attorney General



2225 11TH Avenue
P.O. Box 200151
Helena, MT 59620-0151

May 21, 2013

Karen James President
Towe Foundation
754 S Rosemary Dr
Bryan TX 77802

RE: Towe Foundation
Record Number 09-7141

Dear Sir or Madam:

This will acknowledge receipt of the tax report of the above-named organization for the calendar year 2012, and submitted to this office pursuant to 26 CFR § 1.6033-3.

We will keep it on file in the Office of Consumer Protection. Thank you for your cooperation.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcus Meyer".

Marcus Meyer
Office of Consumer Protection