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

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation Lowe Foundation		A Employer identification number 76-0262645
Number and street (or P O box number if mail is not delivered to street address) 4400 Post Oak Parkway	Room/suite 2550	B Telephone number (see the instructions) (713) 622-5420
City or town Houston	State ZIP code TX 77027	C If exemption application is pending, check here ☐
G Check all that apply		D 1 Foreign organizations, check here ☐
☐ Initial return		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 44,009,993.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	44,139.			
2 ☐ If the foundation is not req to att Sch B				
3 Interest on savings and temporary cash investments	543,376.	543,376.		
4 Dividends and interest from securities	285,761.	285,761.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	-346,853.			
b Gross sales price for all assets on line 6a	19,278,092.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	526,423.	829,137.	0.	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) <i>Mgt. Fees</i>	147,898.	147,898.		
17 Interest	40.	40.		
18 Taxes (attach schedule) (see instrs) <i>Schedule 6</i>	7,610.	840.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <i>Misc</i>	3,357.	3,357.		
24 Total operating and administrative expenses. Add lines 13 through 23	158,905.	152,135.		
25 Contributions, gifts, grants paid	2,155,000.			2,155,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,313,905.	152,135.		2,155,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,787,482.			
b Net investment income (if negative, enter -0-)		677,002.		
c Adjusted net income (if negative, enter -0-)			0.	

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ADMINISTRATIVE EXPENSES

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	30,983,139.	22,593,583.	22,746,695.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	15,730.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Schedule 2	9,709,787.	16,313,632.	21,263,298.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	40,708,656.	38,907,215.	44,009,993.	
LIABILITIES	17 Accounts payable and accrued expenses		125.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)		125.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	31,728,207.	31,772,346.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,980,449.	7,134,744.	
	30 Total net assets or fund balances (see instructions)	40,708,656.	38,907,090.	
31 Total liabilities and net assets/fund balances (see instructions)	40,708,656.	38,907,215.		

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	40,708,656.
2 Enter amount from Part I, line 27a	2	-1,787,482.
3 Other increases not included in line 2 (itemize) <u>▶ Rounding</u>	3	1.
4 Add lines 1, 2, and 3	4	38,921,175.
5 Decreases not included in line 2 (itemize) <u>▶ Prior period excise tax adjustment</u>	5	14,085.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	38,907,090.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Schedule 3		P	Various	Various
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 19,278,092.		19,624,945.	-346,853.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-346,853.
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	-346,853.
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	-346,853.

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 (column (b) divided by column (c))
2010	1,867,500.	43,220,209.	0.043209
2009	1,842,000.	37,390,869.	0.049263
2008	1,932,633.	38,977,906.	0.049583
2007	1,746,500.	39,863,947.	0.043812
2006	1,510,000.	35,321,004.	0.042751

2 Total of line 1, column (d)	2	0.228618
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045724
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	43,802,823.
5 Multiply line 4 by line 3	5	2,002,840.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,770.
7 Add lines 5 and 6	7	2,009,610.
8 Enter qualifying distributions from Part XII, line 4	8	2,155,000.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,770.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,770.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,770.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	6,645.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	10,500.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d.	7	17,145.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,375.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 6,772. Refunded	11	3,603.	

Part VII Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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
4 a 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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX – Texas		
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	8 b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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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? Website address <u>www.thelowefoundation.org</u>	13	X	
14	The books are in care of <u>Lowe Foundation</u> Telephone no. <u>(713) 622-5420</u> Located at <u>4400 Post Oak Parkway #2550 Houston, TX</u> ZIP + 4 <u>77027</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 <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
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 2011?	1 c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 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 2011)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2011?	4 b	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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 4				

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
None				
0				
0				
0				
0				

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

▶

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

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 None	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments. See instructions.	
3 None	0.
Total. Add lines 1 through 3	None

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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	41,189,260.
b Average of monthly cash balances	1b	3,280,611.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	44,469,871.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	44,469,871.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	667,048.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,802,823.
6 Minimum investment return. Enter 5% of line 5	6	2,190,141.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	2,190,141.
2a Tax on investment income for 2011 from Part VI, line 5	2a	6,770.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6,770.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,183,371.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,183,371.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,183,371.

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	2,155,000.
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	2,155,000.
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	6,770.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,148,230.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,183,371.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			2,152,811.	
b Total for prior years. 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,155,000.				
a Applied to 2010, but not more than line 2a			2,152,811.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				2,189.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,181,182.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

N/A

Part XIV 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
<i>a Paid during the year</i>				
Schedule 5	None	Public		2,155,000.
Total			3a	2,155,000.
<i>b Approved for future payment</i>				
Schedule 5	None	Public		2,487,500.
Total			3b	2,487,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	543,376.	
4	Dividends and interest from securities			14	285,761.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-346,853.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				482,284.	
13	Total. Add line 12, columns (b), (d), and (e)				13	482,284.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

2011

Name of the organization

Lowe Foundation

Employer identification number

76-0262645

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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 foundation

Check 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).

BAA 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) (2011)

Name of organization

Employer identification number

Lowe Foundation

76-0262645

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Erma Lowe Charitable Unitrust 4400 Post Oak Parkway, Suite 2550 Houston TX 77027	\$ 39,030.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Lowe Foundation	☒ 76-0262645
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	4400 Post Oak Parkway, #2550	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Houston TX 77027	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Lowe Foundation

Telephone No. ► (713) 622-5420 FAX No. ► (713) 960-1672

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 12, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 11 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 17,145.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 6,645.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 10,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)

LOWE FOUNDATION
76-0262645
FORM 990 PF
12/31/2011
SCHEDULE 1

SCHEDULE OF CONTRIBUTIONS RECEIVED

		<u>DATE RECEIVED</u>	<u>AMOUNT</u>
Contributions of \$1000 or less	Cash	Various	5,109
SUBSTANTIAL CONTRIBUTORS:			
Erma Lowe Charitable Unitrust	Cash	12/30/2011	39,030
4400 Post Oak Parkway, Suite 2550			
Houston, Texas 77027			
TOTAL - TO FORM 990 PF, PART I, LINE 1			<u><u>44,139</u></u>

LOWE FOUNDATION
76-0262645
12/31/2011
SCHEDULE OF STOCKS
SCHEDULE 2

NAME	SHARES	COST BASIS
Abbott Laboratories	5,500	298,699
Adobe Systems Inc	9,900	310,435
Apple Inc	600	57,105
BOK Financial CP	5,100	282,547
Ball Corporation	6,500	185,976
Berkshire Hathaway B	2,400	183,369
Cabot Oil & Gas Corp	6,000	42,870
Celgene Corporation	4,650	281,765
Coca Cola Co	6,800	398,398
Colgate Palmolive	2,000	68,661
ConocoPhillips	6,300	424,154
Covidien PLC	4,500	220,944
Cullen Frost Bankers	7,800	428,313
Danaher Corporation	6,350	230,711
Dentsply Intl Inc	11,650	409,296
E I du Pont	6,000	230,124
EMC Corp Mass	14,000	203,755
EOG Resources Inc	2,330	210,119
Emerson Electric Co	5,500	243,816
Encana Corp	14,000	452,924
Exxon Mobil Corp	5,600	315,868
FMC Corp New	4,000	207,735
Franklin Elect Co	7,920	344,821
Glacier Bancorp Inc	31,700	476,783
Google Inc	400	236,508
Hancock Holding Co	14,400	465,747
Honeywell Intl Inc	5,500	226,013
IBM	2,980	336,689
Jarden Corp	6,400	183,339
Johnson & Johnson	6,900	435,472
Kimberly Clark Corp	6,000	318,974
Kirby Corp	8,000	188,999
Martin Marietta Matrls	3,800	327,665
Monsanto Company	4,000	294,142
National Instruments	9,500	243,333
Newmont Mining Corp	3,000	128,996
Nuance Communications	12,750	254,783
Oracle Corp	9,000	129,915
Pall Corporation	4,600	211,651

LOWE FOUNDATION
76-0262645
12/31/2011
SCHEDULE OF STOCKS
SCHEDULE 2

NAME	SHARES	COST BASIS
Pepsico Inc	6,500	313,022
Perkinelmer Inc	16,300	412,768
Petsmart Inc	9,000	252,189
Pfizer Inc	21,800	440,631
Procter & Gamble	6,800	388,266
Range Resources Corp	4,000	127,418
Reliance Steel & Alum	4,800	60,264
Rockwell Collins Inc	5,500	316,201
Roper Industries Inc	4,000	262,011
SM Energy Co	4,100	156,901
Thermo Fisher Scientific	3,500	77,825
Tiffany & Co	4,000	133,297
Time Warner Inc	5,500	150,728
Tortoise Energy	40,000	573,219
Tractor Supply Co	8,000	102,443
Trimble Navigation Ltd	7,000	242,052
US Bancorp	17,900	513,780
Union Pacific Corp	3,500	314,046
VF Corporation	1,850	157,110
Walgreen Co	10,500	341,493
Waste Connections	10,800	330,562
Williams Companies	6,500	155,992
TOTAL TO FORM 990-PF, PART II, LINE 10b		<u>16,313,632</u>

LOWE FOUNDATION
76-1262645
12/31/2011
SCHEDULE OF REALIZED GAINS AND LOSSES
SCHEDULE 3

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
9/28/2000	1/19/2011	2,000	Raytheon Co	57,120	101,224		44,104
3/1/2010	1/19/2011	500	Raytheon Co	28,517	25,306	(3,211)	
3/29/2010	1/19/2011	500	Raytheon Co	28,708	25,306	(3,402)	
4/13/2010	1/19/2011	500	Raytheon Co	28,714	25,306	(3,408)	
3/21/2000	1/19/2011	1,000	Waste Management	14,060	37,186		23,126
4/24/2000	1/19/2011	4,000	Waste Management	57,490	148,744		91,254
3/9/2010	1/24/2011	450,000	Baxter Int'l Sr Uns Global 1.8% Due 3-15-13	450,423	455,535	5,112	
2/2/2010	3/16/2011	400,000	Inter-American Development 9% Due 8-28-12	214,747	240,264		25,517
3/9/2010	3/16/2011	350,000	Inter-American Development 9% Due 8-28-12	196,546	210,231		13,685
11/5/2010	3/16/2011	175,000	Inter-American Development 6% Due 9-17-13	201,598	194,615	(6,983)	
11/17/2010	3/18/2011	1,000,000	European Investment Bank 5.375% Due 5-20-14	975,676	992,950	17,274	
4/7/1997	3/21/2011	1,800	Cisco Systems Inc	10,674	31,554		20,880
4/10/2001	3/21/2011	1,800	Cisco Systems Inc	28,818	31,554		2,736
9/2/2003	3/21/2011	900	Cisco Systems Inc	17,409	15,777		(1,632)
11/29/2005	3/21/2011	1,500	Cisco Systems Inc	26,260	26,295		35
Various	3/22/2011	Various	Veritas Class Action	-	17		17
3/12/2010	4/4/2011	1,000,000	Commonwealth Bank of Australia 2.2% Due 1-20-12	130,218	129,886		(331)
2/16/2010	5/19/2011	2,000	Gilead Sciences Inc	93,592	80,010		(13,583)
4/24/2000	5/19/2011	1,400	Microsoft Corp	46,638	34,397		(12,241)
10/19/2000	5/19/2011	1,600	Microsoft Corp	47,250	39,310		(7,940)
3/30/2001	5/19/2011	1,000	Microsoft Corp	27,188	24,569		(2,618)
11/20/2006	5/19/2011	1,000	Microsoft Corp	29,710	24,569		(5,141)
4/30/2007	5/19/2011	1,000	Microsoft Corp	30,099	24,569		(5,530)
3/17/2011	6/3/2011	500,000	European Investment Bank 5% Due 2-19-13	368,086	416,159		48,073
1/28/2010	6/7/2011	250,000	Inter-American Development 6.125% Due 7-19-11	175,941	204,494		28,554
11/25/2010	6/7/2011	250,000	International Bank for Reconstruction & Development 3 54% Due 1-22-13	186,593	201,520	14,927	
3/19/2010	8/18/2011	7,100	Brunswick Corp	113,892	101,997		(11,896)
4/21/2011	8/18/2011	900	Brunswick Corp	23,749	12,929	(10,820)	
5/14/2002	8/18/2011	2,000	Texas Instruments	63,700	51,121		(12,579)
9/25/2002	8/18/2011	2,000	Texas Instruments	32,763	51,121		18,358
1/26/2010	9/1/2011	250,000	Canada Govt 1% Due 9-1-11	235,673	255,964		20,291
10/15/2010	9/1/2011	250,000	Canada Govt 1% Due 9-1-11	246,679	255,964		9,285
11/8/2010	9/1/2011	700,000	Canada Govt 1% Due 9-1-11	698,203	716,699		18,496
2/18/2010	9/30/2011	2,400	Express Scripts Inc	107,323	91,054		(16,269)
1/27/2010	10/11/2011	650,000	International Bank for Reconstruction & Development 3% Due 7-31-12	220,979	204,319		(16,659)

LOWE FOUNDATION
76-1262645
12/31/2011
SCHEDULE OF REALIZED GAINS AND LOSSES
SCHEDULE 3

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
2/22/2010	10/11/2011	300,000	International Bank for Reconstruction & Development 1.43% Due 3-5-14	210,876	239,643		28,767
3/9/2010	10/11/2011	400,000	Inter-American Development Bank 9% Due 8-28-12	499,522	464,853		(34,669)
3/23/2010	10/11/2011	1,500,000	European Investment Bank 3.125% Due 1-7-13	252,974	266,630		13,656
6/4/2010	10/11/2011	3,300,000	International Bank for Reconstruction & Development 6.5% Due 9-11-13	257,870	256,071		(1,799)
10/19/2010	10/11/2011	2,200,000	International Bank for Reconstruction & Development 6.5% Due 9-11-13	182,114	170,714	(11,400)	
11/2/2010	10/11/2011	1,200,000	International Bank for Reconstruction & Development 1.75% Due 6-24-13	386,869	371,622	(15,247)	
11/5/2010	10/11/2011	5,500,000	International Bank for Reconstruction & Development 6.5% Due 9-11-13	470,735	426,785	(43,951)	
11/5/2010	10/11/2011	850,000	Inter-American Development Bank 9% Due 8-28-12	224,089	218,754	(5,334)	
11/5/2010	10/11/2011	1,750,000,000	Inter-American Development Bank 6% Due 9-17-13	200,361	185,768	(14,594)	
11/9/2010	10/11/2011	3,000,000	International Bank for Reconstruction & Development 3.375% Due 4-30-15	522,315	548,395	26,080	
11/9/2010	10/11/2011	1,600,000	International Bank for Reconstruction & Development 3% Due 7-31-12	561,086	502,940	(58,146)	
11/10/2010	10/11/2011	700,000	International Bank for Reconstruction & Development 1% Due 8-18-15	546,573	556,434	9,861	
11/15/2010	10/11/2011	200,000,000	Inter-American Development Bank 6% Due 6-3-13	432,123	386,409	(45,714)	
2/1/2011	10/11/2011	230,000,000	International Bank for Reconstruction & Development 2.5% Due 2-21-13	459,238	422,635	(36,603)	
4/4/2011	10/11/2011	180,000	International Bank for Reconstruction & Development 1% Due 8-18-15	141,543	143,083	1,540	
6/6/2011	10/11/2011	750,000	European Investment Bank 6% Due 8-14-13	810,292	768,608	(41,684)	
6/8/2011	10/11/2011	350,000,000	International Bank for Reconstruction & Development 3.25% Due 1-24-13	740,357	648,414	(91,943)	
9/1/2011	10/11/2011	1,200,000	Canada Govt T-Bill Due 12-22-11	1,226,123	1,151,216	(74,907)	
Various	10/11/2011	Various	Various Foreign Currency	5,641,203	5,455,712	(185,491)	

LOWE FOUNDATION
76-1262645
12/31/2011
SCHEDULE OF REALIZED GAINS AND LOSSES
SCHEDULE 3

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
5/27/2010	10/25/2011	25,000	Abbott Labs Sr Uns Global 2 7% Due 5-27-15	25,033	26,250		1,217
8/21/2006	12/9/2011	1,800	Peabody Energy Corp	80,203	63,795		(16,408)
11/20/2006	12/9/2011	700	Peabody Energy Corp	27,265	24,809		(2,456)
12/18/2006	12/9/2011	1,000	Peabody Energy Corp	40,169	35,442		(4,728)
4/30/2007	12/9/2011	1,000	Peabody Energy Corp	45,821	35,442		(10,379)
3/25/2010	12/21/2011	212,500	Dr Pepper Snapple Sr Uns Global 1.7% Due 12-21-11	212,500	212,500		0
3/25/2010	12/21/2011	212,500	Dr Pepper Snapple Sr Uns Global 1.7% Due 12-21-11	212,500	212,500		0
Various	12/31/2011	Various	Various Foreign Currency	158	153	(5)	
TOTAL GAINS/LOSSES				19,624,945	19,278,092	(578,048)	231,196
TOTAL REALIZED GAIN/LOSS							(346,853)

LOWE FOUNDATION
76-0262645
FORM 990 PF
12/31/2011
SCHEDULE 4

PART VIII, LINE 1 INFORMATION ABOUT OFFICERS & TRUSTEES

NAMES AND ADDRESSES OF TRUSTEES AND OFFICERS	TITLE AND HRS WORKED	CONTRIBUTIONS TO BENEFIT PLANS	EXPENSE A/C ALLOWANCES	COMPENSATION PAID
MARY RALPH LOWE 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	PRESIDENT/ TRUSTEE PART-TIME	0	0	0
DIANA STRAUSS 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	VICE-PRES/ TRUSTEE PART-TIME	0	0	0
BARBARA HENDRY 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	SECRETARY PART-TIME	0	0	0
GEOFFREY PERRIN 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	TREASURER PART-TIME	0	0	0
PATRICIA FLEMING 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	TRUSTEE PART-TIME	0	0	0
CLAYTON YOST 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	TRUSTEE PART-TIME	0	0	0
SAMANTHA PACE 4400 POST OAK PARKWAY, STE 2550 HOUSTON, TX 77027	TRUSTEE PART-TIME	0	0	0

Schedule of Appropriations and Payments

Fiscal Year 2011

12/31/2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
AIDS Outreach Center						
400 North Beach Street		\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Fort Worth, TX 76111						
<i>Youth Services Program</i>						
\$5,000.00						
2011						
All Saints' Episcopal Church						
5001 Crestline Road		\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Fort Worth, Texas 76107						
<i>Support the Youth Ministry</i>						
\$20,000.00						
2011						
Amon Carter Museum						
3501 Camp Bowie Blvd.		\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Fort Worth, TX 76107						
<i>Education Program</i>						
\$45,000.00						
2009						
The Arts & Fitness Program for Young Children						
3505 Sacred Moon Cove		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
Austin, TX 78746						
<i>Art Enrichment Program</i>						
\$10,000.00						
2011						
Austin Children's Museum						
201 Colorado Street		\$500,000.00	\$0.00	\$0.00	\$0.00	\$500,000.00
Austin, TX 78701						
<i>Capital Campaign</i>						
\$500,000.00						
2010						

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Austin YMBL Sunshine Camps P.O. Box 684980 Austin, Texas 78768 <i>Capital Campaign</i> \$50,000.00 2011		\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
Badgerdog Literary Publishing, Inc. P.O. Box 301209 Austin, Texas 78703-0021 <i>Writers-in-the-schools Program</i> \$10,000.00 2011		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
Bo's Place 10050 Buffalo Speedway Houston, TX 77054 <i>General Operating Expenses</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
Boys & Girls Clubs of Greater Fort Worth 3218 E. Belknap Street Fort Worth, TX 76111 <i>Character Development Program</i> \$30,000.00 2011		\$0.00	\$30,000.00	\$0.00	\$10,000.00	\$20,000.00
Breakthrough 1605A East 7th Street Austin, TX 78702 <i>General Operations</i> \$30,000.00 2010		\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Cancer Care Services 623 South Henderson Fort Worth, TX 76104 <i>General Operating</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
Capital Idea P.O. Box 1784 Austin, TX 78767 <i>General Operations</i> \$10,000.00 2010		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
CASA of Travis County, Inc. 7701 N. Lamar Suite 301 Austin, TX 78752 <i>Child Advocacy Specialists</i> \$40,000.00 2010		\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Catholic Charities Diocese of Fort Worth, Inc. P.O. Box 15610 Fort Worth, TX 76119 <i>Building Hope Capital Campaign</i> \$250,000.00 2008		\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Children's Medical Center Foundation of Central Texas 4900 Mueller Boulevard Austin, TX 78723 <i>Purchase of an iMRI (intraoperative MRI).</i> \$500,000.00 2009		\$300,000.00	\$0.00	\$0.00	\$150,000.00	\$150,000.00

12/31/11

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Citizen Schools						
2520 Longview Street, #315A Austin, TX 78705		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
<i>Support two Austin campuses and expand to one or two more.</i>						
\$15,000.00 2009						
City Kids Adventures						
P.O. Box 830655 San Antonio, TX 78283		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
<i>General operations</i>						
\$15,000.00 2011						
Communities In Schools - Central Texas, Inc.						
3000 IH-35, Suite 200 Austin, Texas 78704		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
<i>General Operations</i>						
\$10,000.00 2010						
Communities In Schools of Greater Tarrant County						
6707 Brentwood Stair Road, Suite 510 Fort Worth, TX 76112		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
<i>Operating Funds for "stay in school" programs</i>						
\$15,000.00 2010						
Community Partners of Dallas						
1215 Skiles Street Dallas, TX 75204		\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
<i>Kids in Crisis Program</i>						
\$15,000.00 2011						

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SCHEDULE OF APPROPRIATIONS & PAYMENTS SCHEDULE 5

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Cook Children's Medical Center 801 7th Avenue Fort Worth, TX 76104 <i>Capital Campaign</i> \$500,000.00 2009		\$300,000.00	\$0.00	\$0.00	\$170,000.00	\$130,000.00
Dress for Success Austin 701 Tillery, #11, Suite A-5 Austin, TX 78702 <i>General operating expenses to run boutique</i> \$45,000.00 2009		\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
El Buen Pastor Early Childhood Development Center 1208 Willow Street Austin, TX 78702 <i>Tuition Scholarships</i> \$15,000.00 2009		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Explore Austin PO Box 50470 Austin, TX 78763 <i>Support for Summer Wilderness Trips</i> \$15,000.00 2010		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
Family Crisis Center P. O. Box 736 Bastrop, TX 78602 <i>General operating expenses</i> \$7,500.00 2011		\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00

LOWE FOUNDATION
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SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Family Violence Prevention Services, Inc. 7911 Broadway San Antonio, TX 78209 <i>Capital Campaign</i> \$250,000.00 2011		\$10,000.00	\$250,000.00	(\$10,000.00)	\$0.00	\$250,000.00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107 <i>Capital Campaign</i> \$1,000,000.00 2007		\$58,000.00	\$0.00	\$0.00	\$58,000.00	\$0.00
Fort Worth Symphony Orchestra 330 East Fourth Street, Suite 200 Fort Worth, TX 76102 <i>Adventures in Music</i> \$25,000.00 2010		\$20,000.00	\$0.00	\$0.00	\$5,000.00	\$15,000.00
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110 <i>Wild Connection</i> \$250,000.00 2007		\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Foundation Communities 3036 South First St., #200 Austin, TX 78704 <i>Children's HOME Initiative</i> \$30,000.00 2010		\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
GENaustin		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
P.O. Box 3122 Austin, TX 78764 <i>General Operations</i> \$15,000.00 2011						
Haven for Hope		\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
P.O. Box 781609 San Antonio, TX 78278 <i>Construction of new facility</i> \$150,000.00 2009						
Helping Hand Home for Children		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
3804 Avenue B Austin, TX 78751 <i>Residential Treatment Center</i> \$20,000.00 2011						
Houston Area Women's Center		\$0.00	\$30,000.00	\$0.00	\$10,000.00	\$20,000.00
1010 Waugh Drive Houston, TX 77019 <i>Adult Services Program</i> \$30,000.00 2011						
Houston Ballet		\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
P.O. Box 3645 Houston, TX 77253 <i>Dance With Us! Capital Campaign</i> \$5,000.00 2011						

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Jonathan's Place P.O. Box 140085 Dallas, TX 75214 <i>Residential Therapeutic Program</i> \$5,000.00 2011		\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Jump Start Performance Co. 108 Blue Star San Antonio, TX 78204 <i>Historias y Cuentos</i> \$15,000.00 2009		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
KIPP Austin College Prep 8509 F.M. 969, Building 513 Austin, TX 78724 <i>Expansion Plan to open new charter schools</i> \$250,000.00 2010		\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00
KLRU-TV P.O. Box 7158 Austin, TX 78713-7158 <i>Ready to Learn Literacy Program</i> \$20,000.00 2010		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
The Long Center for the Performing Arts P.O. Box 301449 Austin, TX 78703 <i>Long Reach for the Arts Program</i> \$10,000.00 2011		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00

LOWE FOUNDATION
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SCHEDULE OF APPROPRIATIONS & PAYMENTS SCHEDULE 5

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Love Never Fails International 5617 Diamond Oaks Drive South Fort Worth, TX 76117 <i>Mentoring Program</i> \$10,000.00 2011		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Manos de Cristo 4911 Harmon Avenue Austin, TX 78751 <i>Dental Clinic</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
Meals on Wheels 3227 East 5th Street Austin, TX 78702 <i>Building Compassion Project</i> \$10,000.00 2010		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Mental Health Association of Tarrant County 3136 West 4th Street Fort Worth, TX 76107 <i>Suicide Prevention Coalition</i> \$1,000.00 2011		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107 <i>iCivics Lab</i> \$1,000.00 2011		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Partners Together for Health 2500 Circle Drive, Suite 300 Fort Worth, TX 76119 <i>JPS School-Based Mental Health Program</i> \$30,000.00 2011		\$0.00	\$30,000.00	\$0.00	\$10,000.00	\$20,000.00
People's Community Clinic 2909 North IH-35 Austin, TX 78722 <i>Healthy Mothers, Happy Babies</i> \$20,000.00 2011		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Performing Arts Fort Worth Maddox-Muse Administration Hall, 330 East 4th Street Fort Worth, TX 76102 <i>Children's Education Program</i> \$200,000.00 2009		\$120,000.00	\$0.00	\$0.00	\$40,000.00	\$80,000.00
Planned Parenthood of North Texas, Inc. 7424 Greenville Avenue, Suite 206 Dallas, TX 75231 <i>Capital Campaign</i> \$100,000.00 2010		\$75,000.00	\$0.00	\$0.00	\$25,000.00	\$50,000.00
Presbyterian Night Shelter 2400 Cypress Fort Worth, TX 76102 <i>Little Feet off the Street Program</i> \$15,000.00 2010		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Ronald McDonald House - Austin 1315 Barbara Jordan Blvd. Austin, TX 78723 <i>Capital Campaign</i> \$250,000.00 2009		\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
Safe Haven of Tarrant County 6815 Manhattan Blvd., Suite 105 Fort Worth, TX 76120 <i>Safety First Program</i> \$50,000.00 2011		\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$25,000.00
Safe Place PO Box 19454 Austin, TX 78760 <i>Counseling Services Program</i> \$60,000.00 2010		\$40,000.00	\$0.00	\$0.00	\$20,000.00	\$20,000.00
Safe Place of the Permian Basin PO Box 11331 Midland, TX 79702 <i>General operations</i> \$15,000.00 2009		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Saint Louise House 2026 Guadalupe Street Austin, TX 78705 <i>General Operations</i> \$20,000.00 2011		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
The Seton Fund, Seton Medical Center 1201 West 38th Street Austin, TX 78705 <i>Mobile Mammograms</i> \$30,000.00 2011		\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Shelter Ministries of Dallas, dba Austin Street Centre P.O. Box 710729 Dallas, TX 75371 <i>Women's Work Readiness program</i> \$20,000.00 2010		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
Southwestern Medical Center 5323 Harry Hines Blvd. Dallas, TX 75390 <i>Alzheimer's Research</i> \$1,000,000.00 2008		\$250,000.00	\$0.00	\$0.00	\$250,000.00	\$0.00
St. James' Episcopal School 1941 Webberville Rd. Austin, TX 78721 <i>General Operations</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$7,500.00	\$7,500.00
St. Luke's Episcopal Church 263 RR 962 East Cypress Mill, TX 78663 <i>Creation of an endowment</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

LOWE FOUNDATION
ID No. 76-0262645
12/31/11

SCHEDULE OF APPROPRIATIONS & PAYMENTS SCHEDULE 5

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Memorial Hermann Foundation/Staman Ogilvie Fund		\$75,000.00	\$0.00	\$0.00	\$25,000.00	\$50,000.00
929 Gessner, Suite 2650 Houston, TX 77024						
<i>The Staman Ogilvie Fund for Spinal Cord Injury Recovery, Rehabilitation & Research</i>						
\$100,000.00						
2010						
Tarrant Area Food Bank		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
2600 Cullen Street						
Fort Worth, TX 76107						
<i>Operation Frontline</i>						
\$15,000.00						
2009						
Teach for America - Dallas/Fort Worth		\$0.00	\$300,000.00	\$0.00	\$100,000.00	\$200,000.00
350 N. Paul Street, Suite 2800						
Dallas, TX 75201						
<i>General Operations</i>						
\$300,000.00						
2011						
Texas Ballet Theater		\$80,000.00	\$0.00	\$0.00	\$80,000.00	\$0.00
6845 Green Oaks Road						
Fort Worth, TX 76116						
<i>Underwrite Ballet's Artistic Growth Initiative</i>						
\$240,000.00						
2009						

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Texas Christian University - Office of Chancellor		\$750,000.00	\$0.00	\$0.00	\$350,000.00	\$400,000.00
P.O. Box 297080 Fort Worth, TX 76129 <i>Nursing Scholarship Fund and Dance Building Renovation</i> \$1,000,000.00 2010						
Theatre Action Project 701 Tillery Street, Box 9 Austin, TX 78702 <i>After School Program</i> \$15,000.00 2009		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Trinity Center 304 E. 7th Street Austin, TX 78701 <i>Women's Programs</i> \$20,000.00 2011		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Trinity Episcopal School 3901 Bee Cave Road Austin, TX 78746 <i>Capital Campaign</i> \$300,000.00 2011		\$0.00	\$300,000.00	\$0.00	\$125,000.00	\$175,000.00
University of Texas M.D. Anderson Cancer Center P.O. Box 301439 Houston, TX 77230 <i>SPORC Initiative in Ovarian or Uterine Cancer</i> \$250,000.00 2008		\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00

LOWE FOUNDATION
ID No. 76-0262645
12/31/11

Fiscal Year 2011

SCHEDULE 5

APPROPRIATIONS & PAYMENTS

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Van Cliburn Foundation 2525 Ridgmar Blvd., Ste. 307 Fort Worth, TX 76116 <i>Musical Awakenings</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
Vogel Alcove Childcare Center for the Homeless 7557 Rambler Road, Suite 262 Dallas, TX 75231 <i>Early Education & Development Program</i> \$15,000.00 2009		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Warm Place 809 Lipscomb St Fort Worth, TX 76104 <i>Children's Bereavement Program</i> \$15,000.00 2010		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
The Women's Center of Tarrant County, Inc. 1723 Hemphill Fort Worth, TX 76110 <i>Free counseling for victimized children program</i> \$30,000.00 2010		\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
Wonders & Worries 923 Westbank Dr., Suite C Austin, TX 78746 <i>General operations</i> \$20,000.00 2011		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Grand Totals (74 items)		\$3,263,000.00	\$1,389,500.00	(\$10,000.00)	\$2,155,000.00	\$2,487,500.00

To Form 990PF
Part XV, Line 3A

To Form 990PF
Part XV, Line 3B

LOWE FOUNDATION
76-0262645
SCHEDULE OF TAXES PAID
12/31/2011
SCHEDULE 6

FEDERAL EXCISE TAXES	6,770	
FOREIGN INCOME TAXES WITHHELD	840	840
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TOTAL- TO FORM 990 PF, PART I, LINE 18, COLUMN A	7,610	
	=====	
TOTAL- TO FORM 990 PF, PART I, LINE 18, COLUMN B		840
		=====

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, ProgramsName Clayton MaebiusAddress 2630 Exposition Blvd, Suite G-14City, St, Zip, Phone Austin TX 78703 (512) 322-0041

The form in which applications should be submitted and information and materials they should include:
Description of organization and needs, 501c3 certification, audit report

Any submission deadlines:

Application deadline January 1

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

Texas org's benefiting the critical needs of at risk women & children

Name _____

Address _____

City, St, Zip, Phone _____

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

Any submission deadlines:

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

in the Dallas/Ft Worth area and Austin/San Antonio area.