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

OMB No 1545-0052

2011

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 **11/01, 2011**, and ending **10/31, 2012**

Name of foundation LOWENSTEIN BROTHERS FOUNDATION		A Employer identification number 43-6055404						
Number and street (or P O box number if mail is not delivered to street address) 5248 W. 126TH TERRACE	Room/suite	B Telephone number (see instructions) (913) 498-2202						
City or town, state, and ZIP code LEAWOOD, KS 66209		C If exemption application is pending, check here <input type="checkbox"/> D - 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 65% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<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
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H Check type of organization: <table style="display: inline-table; vertical-align: top;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>			<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			
<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						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,448,882. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	80,582.	80,582.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,707.			
	b Gross sales price for all assets on line 6a	514,605.			
	7 Capital gain net income (from Part IV, line 2)		26,707.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	107,289.	107,289.		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	8,219.	5,177.		3,042.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,911.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	14,670.	14,670.		
	24 Total operating and administrative expenses. Add lines 13 through 23	34,800.	19,847.		3,042.
	25 Contributions, gifts, grants paid	222,500.			222,500.
	26 Total expenses and disbursements. Add lines 24 and 25	257,300.	19,847.	0	225,542.
	27 Subtract line 26 from line 12	-150,011.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		87,442.		
	c Adjusted net income (if negative, enter -0-)				

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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	55,194.	217,712.	217,712.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule), **	62,105.	43,945.	35,474.	
	b	Investments - corporate stock (attach schedule) ATCH 6 . .	1,679,234.	1,587,079.	2,132,608.	
	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) ATCH 7	1,221,091.	1,018,877.	1,063,088.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 8)	1.				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,017,625.	2,867,613.	3,448,882.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	3,017,625.	2,867,613.		
	30	Total net assets or fund balances (see instructions)	3,017,625.	2,867,613.		
31	Total liabilities and net assets/fund balances (see instructions)	3,017,625.	2,867,613.			

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	3,017,625.
2	Enter amount from Part I, line 27a	2	-150,011.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,867,614.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,867,613.

**ATCH 5

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	26,707.	
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	0	

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))
2010	186,812.	3,446,568.	0.054202
2009	202,846.	3,268,791.	0.062055
2008	184,318.	2,953,794.	0.062400
2007	206,039.	4,312,345.	0.047779
2006	223,647.	4,365,970.	0.051225
2 Total of line 1, column (d)			2 0.277661
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 0.055532
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 3,473,975.
5 Multiply line 4 by line 3			5 192,917.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 874.
7 Add lines 5 and 6			7 193,791.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 225,542.

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 <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	874.
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	
3 Add lines 1 and 2		3	874.
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	874.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	-5,560.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,560.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,686.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 880. Refunded <input checked="" type="checkbox"/>	11	3,806.	

Part VII-A 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 page 19 of 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	
Website address N/A				
14	The books are in care of WILLIAM B. LOWENSTEIN		Telephone no 913-498-2202	
	Located at 5248 W 126TH TERRACE, LEAWOOD, KS		ZIP + 4 66209	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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		
1b	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
1c	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	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)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

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

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				

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

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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		

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 ----- ----- -----	
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 ----- ----- ----- -----	
2 ----- ----- ----- -----	
All other program-related investments See instructions 3 NONE ----- ----- -----	
Total. Add lines 1 through 3	

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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	3,429,847.
b	Average of monthly cash balances	1b	97,031.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,526,878.
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	3,526,878.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,903.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,473,975.
6	Minimum investment return. Enter 5% of line 5	6	173,699.

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	173,699.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	874.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	874.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	172,825.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	172,825.
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	172,825.

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	225,542.
b	Program-related investments - total from Part IX-B	1b	
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	225,542.
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	874.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	224,668.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				172,825.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 11,954.				
b From 2007 4,209.				
c From 2008 37,450.				
d From 2009 40,196.				
e From 2010 20,033.				
f Total of lines 3a through e	113,842.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 225,542.				
a Applied to 2010, but not more than line 2a				
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				172,825.
e Remaining amount distributed out of corpus	52,717.			
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:	166,559.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)	11,954.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	154,605.			
10 Analysis of line 9				
a Excess from 2007 4,209.				
b Excess from 2008 37,450.				
c Excess from 2009 40,196.				
d Excess from 2010 20,033.				
e Excess from 2011 52,717.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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))

WILLIAM B. LOWENSTEIN

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 of the person to whom applications should be addressed

ATTACHMENT 11

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

LETTER REQUEST

c Any submission deadlines

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 12				222,500.
Total ▶ 3a				222,500.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	80,582.
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	26,707.
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)				107,289.
13 Total. Add line 12, columns (b), (d), and (e)				107,289.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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		

PAGE 14

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,444.		STMT ATTACHED TO SCHED D-1 (FORM 1041) PROPERTY TYPE: SECURITIES 5,577.				P	VARIOUS -133.	VARIOUS
509,161.		STMT ATTACHED TO SCHED D-1 (FORM 1041) PROPERTY TYPE: SECURITIES- 464,970.				P	VARIOUS 44,191.	VARIOUS
		CAPITAL GUARDIAN PARTNERSHIP INTEREST PROPERTY TYPE: SECURITIES 17,351.				P	PRE-2010 -17,351.	NOV. 2011
TOTAL GAIN(LOSS)							<u>26,707.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST FROM SECURITIES	80,582.	80,582.
TOTAL	<u>80,582.</u>	<u>80,582.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
HOUSE PARK & DOBRATZ, P.C.	1,794.	359.		1,435.
LOWENSTEIN FINANCIAL SOLUTIONS	6,425.	4,818.		1,607.
TOTALS	<u>8,219.</u>	<u>5,177.</u>		<u>3,042.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BALANCE DUE 2010 990-PF	5,149.
2011 990-PF EST'D TAX PMTS	5,560.
FOREIGN INCOME TAX WITHHELD	1,202.
TOTALS	<u>11,911.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPITAL GUARDIAN ACCOUNT MGMT	3,569.	3,569.
SCHWAB MONEY MANAGEMENT FEES	11,101.	11,101.
TOTALS	14,670.	14,670.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 5</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FHLMC BONDS - ATTACHMENT 13	12,480.	13,099.
FNMA BONDS - ATTACHMENT 13	31,465.	22,375.
US OBLIGATIONS TOTAL	<u>43,945.</u>	<u>35,474.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SCHWAB STOCKS - ATTACHMENT 13	1,587,079.	2,132,608.
TOTALS	<u>1,587,079.</u>	<u>2,132,608.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CAPITAL GUARDIAN MUTUAL FUNDS - ATTACHMENT 13 INVESTMENTS IN PARTNERSHIPS: THROUGH LOWENSTEIN BROS FDN #1927 (GRANTOR TRUST)	1,018,877.	1,063,088.
TOTALS	<u>1,018,877.</u>	<u>1,063,088.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS
DESCRIPTION

ROUNDING

TOTALS

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

LOWENSTEIN BROTHERS FOUNDATION

43-6055404

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM B. LOWENSTEIN 5248 W. 126TH TERRACE LEAWOOD, KS 66209	TRUSTEE	0	0	0
LON J. LOWENSTEIN 5248 W. 126TH TERRACE LEAWOOD, KS 66209	TRUSTEE	0	0	0
GLENN L. LOWENSTEIN 5248 W. 126TH TERRACE LEAWOOD, KS 66209	TRUSTEE	0	0	0
MARJORIE S. KAPLAN 5248 W. 126TH TERRACE LEAWOOD, KS 66209	TRUSTEE	0	0	0
REED LOWENSTEIN 5248 W. 126TH TERRACE LEAWOOD, KS 66209	TRUSTEE	0	0	0
JOHN LOWENSTEIN 5248 W. 126TH TERRACE LEAWOOD, KS 66209	TRUSTEE	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 11FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WILLIAM B. LOWENSTEIN
5248 W. 126TH TERRACE
LEAWOOD, KS 66209
913-498-2202

LOWENSTEIN BROTHERS FOUNDATION

43-6055404

FORM 990 PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL

CONTRIBUTOR AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

JEWISH COMMUNITY CENTER

OF GREATER KANSAS CITY

5801 W. 115TH STREET

OVERLAND PARK, KS 66211-1800

JEWISH COMMUNITY FOUNDATION

5801 W. 115TH STREET, SUITE 104

OVERLAND PARK, KS 66211-1824

JEWISH FEDERATION

OF GREATER KANSAS CITY

5801 W. 115TH STREET, SUITE 201

OVERLAND PARK, KS 66211-1824

MAQOM

P.O. BOX 31900-323

HOUSTON, TX 77231

PURPOSE OF GRANT

OR

CONTRIBUTION

AMOUNT

Amount
Paid 2,500

Check
Number 935

Date of
Payment 8/3/2012

2,500

210,000

210,000 wire

5,000

5,000

936 9/10/2012

5,000

5,000

937 9/10/2012

222,500 222,500

ATTACHMENT 12

Portfolio Value - As of 10/31/2012

As of 10/31/2012

11/20/2012

Page 1

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
CG 24600						
Capital World Growth & Inco	14,698 098	36 070		516,602 39	13,557 99	530,160 38
New Perspective Fund Cl F2	17,611 635	30 260		502,275 08	30,653 00	532,928 08
TOTAL CG 24600				1,018,877.47	44,210.99	1,063,088.46
Schwab Bonds - Gov						
Fed Home Loan 01/15/29 6 2	120 000	109 161		12,480 00	619 27	13,099 27
Fed Nat Mtg Assn 04/01/32 6	1,775 000	1 572		4,400.02	-1,608 92	2,791 10
Fed Nat Mtg Assn 11/01/22 6	500 000	14 662		10,335 84	-3,004 78	7,331 06
Fed Nat Mtg Assn 11/01/23 6	771 600	15 880		16,729 21	-4,476 27	12,252 94
TOTAL Schwab Bonds - Gov				43,945.07	-8,470.70	35,474.37
Schwab Stocks						
Apache Corp	750 000	82 719		24,363 86	37,675 39	62,039 25
Arch Cap Group Ltd	2,550 000	44.050		60,094 11	52,233 39	112,327 50
C V S Corp Del	2,500 000	46 400		71,155 95	44,844 05	116,000 00
ChevronTexaco Corp	900 000	110 241		37,426 45	61,790 18	99,216 63
Cisco Systems Inc	5,200 000	17.145		78,318 87	10,835 13	89,154 00
Coca Cola Company	2,550 000	37 180		67,366 38	27,442 62	94,809 00
Conoco Phillips	1,300 000	57 850		69,034 56	6,170 44	75,205 00
Costco Wholesale Corp	1,100 000	98 430		44,909 87	63,363 13	108,273 00
Engility	166 000	19 000		2,752 80	401 20	3,154 00
Fedex Corporation	1,000 000	91 990		71,692 35	20,297 65	91,990 00
Gamestop Corp CL A New	4,100 000	22 830		84,743 15	8,859 85	93,603 00
Harris Corporation	1,650 000	45 780		81,474 50	-5,937 50	75,537 00
Illinois Tool Works, Inc	1,600 000	61 330		59,580 35	38,547 65	98,128 00
Intel	3,100 000	21 630		86,361 00	-19,308 00	67,053 00
Jacobs Engineering Group	1,900 000	38 590		85,623 13	-12,302 13	73,321 00
Johnson & Johnson	1,200 000	70 820		74,584 51	10,399 49	84,984 00
L-3 Communications	1,000 000	73 800		65,628 69	8,171 31	73,800 00
McDonalds Corp	975 000	86 800		57,221 14	27,408 86	84,630 00
Nike Inc Class B	1,025 000	91 380		41,861 61	51,802 89	93,664 50
Paychex, Inc	2,500 000	32 420		72,267 06	8,782 19	81,049 25
Pepsico Incorporated	1,150 000	69 240		51,665 10	27,960 90	79,626 00
Phillips 66	650 000	47 160		22,988 51	7,665 49	30,654 00
Qualcomm Inc	1,950 000	58 610		77,042 61	37,246 89	114,289 50
T J X Cos, Inc	1,750 000	41 630		70,914 58	1,937 92	72,852 50
Teva Pharm Inds Ltd Adrf	1,400 000	40 420		61,065 44	-4,477 44	56,588 00
Tortoise Egy Infrastruct	1,000 000	41 280		22,687 40	18,592 60	41,280 00
Tortoise Energy Capital	2,000 000	29 690		44,255 30	15,124.70	59,380 00
TOTAL Schwab Stocks				1,587,079.27	545,528.86	2,132,608.13
TOTAL Investments				2,649,901.82	581,269.14	3,231,170.96

ATTACHMENT 13

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

LOWENSTEIN BROTHERS FOUNDATION

Employer identification number

43-6055404

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-133.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-133.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	26,840.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	26,840.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-133.
14	Net long-term gain or (loss):			
a	Total for year	14a		26,840.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		26,707.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of
a	The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if	
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22.	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

43-6055404

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -133.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	26,840.
---	---------

Schedule D-1 (Form 1041) 2011

Capital Gains - Last year

11/1/2011 through 10/31/2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
CG 24600	New Perspective Fund CI F2	29,990	5/9/2011	1/25/2012	835.00	909.00	-74.00
CG 24600	New Perspective Fund CI F2	33,910	5/9/2011	4/25/2012	1,000.00	1,027.81	-27.81
CG 24600	Capital World Growth & Incom...	11,693	3/19/2012	7/19/2012	400.00	417.79	-17.79
CG 24600	Capital World Growth & Incom...	87,801	9/24/2012	10/22/2012	3,197.71	3,211.78	-14.07
Schwab Stocks	Engility	0.667	7/17/2012	7/18/2012	11.73	11.06	0.67
TOTAL SHORT TERM						5,444.44	-133.00
LONG TERM							
CG 24600	New Perspective Fund CI F2	13,940	5/9/2011	7/19/2012	400.00	422.52	-22.52
CG 24600	New Perspective Fund CI F2	32,331	5/9/2011	10/18/2012	1,000.00	979.95	20.05
CG 24600	Capital World Growth & Incom...	197,380	6/17/2011	10/22/2012	7,188.58	7,085.94	102.64
CG 24600	Capital World Growth & Incom...	1,493,461	5/9/2011	10/22/2012	54,391.86	56,781.41	-2,389.55
CG 24600	Capital World Growth & Incom...	73,195	3/18/2011	10/22/2012	2,665.76	2,603.56	62.20
CG 24600	Capital World Growth & Incom...	1,031,194	12/17/2010	10/22/2012	37,556.10	36,339.29	1,216.81
CG 24600	New Perspective Fund CI F2	1,770,086	5/9/2011	10/22/2012	54,253.05	53,651.31	601.74
CG 24600	New Perspective Fund CI F2	1,655,689	12/17/2010	10/22/2012	50,746.79	47,286.48	3,460.31
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	11/9/2011	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	12/15/2011	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	2/13/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	3/15/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	4/16/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	5/13/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	6/15/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	7/15/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	9/15/2012	1,000.00	1,040.00	-40.00
Schwab Bonds - Gov	Fed Home Loan 01/15/29 6.25%	10,000	9/8/2005	10/15/2012	1,000.00	1,040.00	-40.00
Schwab Stocks	Costco Wholesale Corp	200,000	4/27/2001	4/11/2012	17,658.89	6,949.98	10,708.91
Schwab Stocks	Emerson Electric Co	600,000	11/1/2000	5/3/2012	29,516.10	20,536.33	8,979.77
Schwab Stocks	Emerson Electric Co	200,000	1/24/2001	5/3/2012	9,838.70	7,231.25	2,607.45
Schwab Stocks	Emerson Electric Co	400,000	10/5/2001	5/3/2012	19,677.40	9,195.00	10,482.40
Schwab Stocks	Emerson Electric Co	400,000	6/13/2006	5/3/2012	19,677.40	15,703.95	3,973.45
Schwab Stocks	Valero Energy Corp New	2,300,000	8/1/2008	7/12/2012	54,818.85	76,418.17	-21,599.32
Schwab Stocks	Valero Energy Corp New	1,800,000	6/3/2010	7/12/2012	42,901.71	33,758.95	9,142.76
Schwab Stocks	J2 Global Inc	2,000,000	11/21/2007	8/2/2012	59,157.01	49,999.35	9,157.66
Schwab Stocks	J2 Global Inc	1,275,000	6/3/2010	8/2/2012	37,712.59	29,626.31	8,086.28
TOTAL LONG TERM						509,160.79	44,191.04
OVERALL TOTAL						514,605.23	44,058.04