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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department 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 2012, or tax year beginning , 2012, and ending

Name of foundation Low 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		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 ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 46,664,114.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

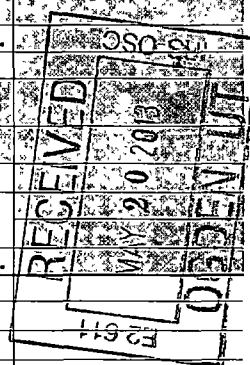
Part I Analysis of Revenue and Expenses

(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)	1,038,659.			
2 Ck ☐ if the foundation is not req to att Sch B				
3 Interest on savings and temporary cash investments	201,188.	201,188.		
4 Dividends and interest from securities	465,254.	465,254.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	663,815.	L-6a Stmt		
b Gross sales price for all assets on line 6a	2,761,074.			
7 Capital gain net income (from Part IV, line 2)		663,815.		
8 Net short-term capital gain			663,815.	
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	2,368,916.	1,330,257.	663,815.	
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) Mgt Fees	95,285.	95,285.		
17 Interest				
18 Taxes (attach schedule) (see instrs) Schedule 6	12,731.	420.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) Misc	3,488.	3,488.		
24 Total operating and administrative expenses. Add lines 13 through 23	111,504.	99,193.		
25 Contributions, gifts, grants paid	2,194,500.			2,194,500.
26 Total expenses and disbursements. Add lines 24 and 25	2,306,004.	99,193.		2,194,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	62,912.			
b Net investment income (if negative, enter -0-)		1,231,064.		
c Adjusted net income (if negative, enter -0-)			663,815.	

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REVENUE

ADMINISTRATIVE
AND
OPERATING
EXPENSES

22

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	22,593,583.	21,699,482.	21,963,125.
	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 sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		1,461.	1,461.
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) <i>SCHEDULE 2</i>	16,313,632.	17,269,059.	24,699,528.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	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)	38,907,215.	38,970,002.	46,664,114.
17		Accounts payable and accrued expenses	125.		
18		Grants payable			
FUNDS	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.		
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
BALANCES	27	Capital stock, trust principal, or current funds	31,772,346.	32,811,005.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,134,744.	6,158,997.	
	30	Total net assets or fund balances (see instructions)	38,907,090.	38,970,002.	
	31	Total liabilities and net assets/fund balances (see instructions)	38,907,215.	38,970,002.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	38,907,090.
2	Enter amount from Part I, line 27a	2	62,912.
3	Other increases not included in line 2 (itemize) <u>Rounding</u>	3	
4	Add lines 1, 2, and 3	4	38,970,002.
5	Decreases not included in line 2 (itemize) <u>Prior period excise tax adjustment</u>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	38,970,002.

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)
1 a 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 2,761,074.		2,097,259.	663,815.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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 0.	0.	0.	663,815.
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	663,815.
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	663,815.

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))
2011	2,148,230.	43,802,823.	0.049043
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

2 Total of line 1, column (d)	2	0.234910
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	0.046982
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	44,686,748.
5 Multiply line 4 by line 3	5	2,099,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,311.
7 Add lines 5 and 6	7	2,111,784.
8 Enter qualifying distributions from Part XII, line 4	8	2,194,500.

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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Form 990-PF (2012)

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	12,311.
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	12,311.
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	12,311.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	13,772.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	13,772.	
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	1,461.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 1,461. Refunded	11		

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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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 2012?	4 b	X

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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

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)

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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				

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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Form 990-PF (2012)

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	1 a	38,959,497.
b Average of monthly cash balances	1 b	6,407,760.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	45,367,257.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	45,367,257.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	680,509.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,686,748.
6 Minimum investment return. Enter 5% of line 5	6	2,234,337.

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	2,234,337.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	12,311.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	12,311.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,222,026.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,222,026.
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	2,222,026.

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	1 a	2,194,500.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,194,500.
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	12,311.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,182,189.

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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Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,222,026.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,181,182.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,194,500.				
a Applied to 2011, but not more than line 2a			2,181,182.	
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 2012 distributable amount				13,318.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,208,708.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

N/A

4942(j)(5)

(4) Gross investment income

[illegible]

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

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

Recipient 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		2,194,500.
Total			3 a	2,194,500.
<i>b Approved for future payment</i>				
Schedule 5	None	Public		3,130,000.
Total			3 b	3,130,000.

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) 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	201,188.	
4	Dividends and interest from securities			14	465,254.	
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	663,815.	
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)				1,330,257.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,330,257.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-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

2012

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) (2012)

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	\$ 34,570.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Mary Ralph Lowe 4400 Post Oak Parkway, Suite 2550 Houston TX 77027	\$ 1,000,000.	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)

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

E-mail _____

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 _____

E-mail _____

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.

LOWE FOUNDATION
76-0262645
FORM 990 PF
12/31/2012
SCHEDULE 1

SCHEDULE OF CONTRIBUTIONS RECEIVED

		<u>DATE RECEIVED</u>	<u>AMOUNT</u>
Contributions of \$1000 or less	Cash	Various	4,089
SUBSTANTIAL CONTRIBUTORS:			
Erma Lowe Charitable Unitrust 4400 Post Oak Parkway, Suite 2550 Houston, Texas 77027	Cash	12/30/2011	34,570
Mary Ralph Lowe 4400 Post Oak Parkway, Suite 2550 Houston, Texas 77027	Cash	10/25/2012	1,000,000
TOTAL - TO FORM 990 PF, PART I, LINE 1			<u>1,038,659</u>

LOWE FOUNDATION
76-0262645
12/31/2012
SCHEDULE OF STOCKS
SCHEDULE 2

NAME	SHARES	COST BASIS
AT&T Inc New	7,860	291,644
Abbott Laboratories	5,500	298,699
Adobe Systems Inc	9,900	310,435
Allergan Inc	2,560	226,664
Amazon.Com Inc	800	183,028
Amgen Inc	3,200	214,376
Apple Inc	800	179,494
BOK Financial CP	5,100	282,547
Ball Corporation	6,500	185,976
Berkshire Hathaway B	2,400	183,369
Cabot Oil & Gas Corp	12,000	42,870
Celgene Corporation	4,650	281,765
Coca Cola Co	13,600	398,398
Colgate Palmolive	2,000	68,661
Comerica Incorporated	7,600	234,704
ConocoPhillips	6,300	326,980
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
Eli Lilly & Co	5,400	259,917
Emerson Electric Co	5,500	243,816
Exxon Mobil Corp	5,600	315,868
FMC Corp New	8,000	207,735
Franklin Elect Co	7,920	344,821
Glacier Bancorp Inc	31,700	476,783
Google Inc	450	266,421
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

LOWE FOUNDATION
76-0262645
12/31/2012
SCHEDULE OF STOCKS
SCHEDULE 2

NAME	SHARES	COST BASIS
Kirby Corp	10,000	279,921
Martin Marietta Matrls	3,800	327,665
Microsoft Corp	7,800	249,295
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
Pall Corporation	4,600	211,651
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
Thermo Fisher Scientific	5,500	174,414
Tiffany & Co	4,000	133,297
Time Warner Inc	5,500	150,728
Tortoise Energy	40,000	550,820
Tractor Supply Co	4,500	73,735
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
TOTAL TO FORM 990-PF, PART II, LINE 10b		<u>17,269,059</u>

LOWE FOUNDATION
76-1262645
12/31/2012
SCHEDULE OF REALIZED GAINS AND LOSSES
SCHEDULE 3

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss	
						Short Term	Long Term
4/13/2010	1/1/2012	1	WPX Energy	9	12		3
4/13/2010	1/9/2012	6,500	Williams Companies	127,165	178,283		51,118
4/13/2010	1/9/2012	2,166	WPX Energy	28,818	36,340		7,522
3/15/2011	1/17/2012	5,700	Encana Corp	180,312	98,422	(81,890)	
5/19/2011	1/17/2012	8,300	Encana Corp	272,612	143,316	(129,295)	
Various	1/26/2012	Various	Marathon Lawsuit Settlement	0	362,500		362,500
Various	4/13/2012	Various	AOL Time Warner Class Action	0	10		10
4/2/2002	5/18/2012	4,000	Oracle Corp	48,320	102,385		54,065
6/10/2002	5/18/2012	1,000	Oracle Corp	8,360	25,596		17,236
6/2/2003	5/18/2012	1,500	Oracle Corp	19,665	38,394		18,729
11/29/2005	5/18/2012	1,500	Oracle Corp	18,953	38,394		19,441
4/21/2011	5/18/2012	1,000	Oracle Corp	34,617	25,596		(9,021)
2/13/2003	5/31/2012	2,000	Tractor Supply Co	16,404	182,360		165,956
4/13/2010	6/1/2012	4,100	SM Energy Co	156,901	210,118		53,217
10/11/2010	6/18/2012	1,300	Phillips 66	35,694	44,239		8,545
5/19/2011	6/18/2012	1,850	Phillips 66	61,479	62,956		1,477
2/6/2012	7/5/2012	6,000	JP Morgan Chase & Co	228,601	206,157	(22,445)	
5/5/2010	7/12/2012	222,000	Tyco International Finance Sr Uns 3.375% Due 10-15-15	221,751	240,692		18,941
3/1/2010	11/15/2012	400,000	Praxair Inc Sr Uns Global 1.75% Due 11-15-12	400,000	400,000		0
5/27/2010	12/10/2012	250,000	Abbott Laboratories Sr Uns Global 2.7% Due 5-27-15	225,293	237,751		12,458
2/13/2003	12/5/2012	1,500	Tractor Supply Co	12,303	127,551		115,248
TOTAL GAINS / LOSSES				2,097,258	2,761,074	(233,630)	897,445
TOTAL REALIZED GAIN/LOSS							663,815

LOWE FOUNDATION
76-0262645
FORM 990 PF
12/31/2012
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

12/31/2012

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
All Church Home for Children 1424 Summit Avenue Fort Worth, TX 76102 <i>Wichita Street Campus Project</i> \$45,000.00 2012		\$0.00	\$45,000.00	\$0.00	\$15,000.00	\$30,000.00
All Saints' Episcopal Church 5001 Crestline Road Fort Worth, Texas 76107 <i>Support the Youth Ministry</i> \$60,000.00 2012		\$0.00	\$60,000.00	\$0.00	\$30,000.00	\$30,000.00
Amon Carter Museum 3501 Camp Bowie Blvd. Fort Worth, TX 76107 <i>Excellence in Education Campaign</i> \$60,000.00 2012		\$0.00	\$60,000.00	\$0.00	\$20,000.00	\$40,000.00
Any Baby Can 1121 East 7th Street Austin, TX 78702 <i>Healthy & Fair Start Program</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
The Arts & Fitness Program for Young Children 3505 Sacred Moon Cove Austin, TX 78746 <i>Art Enrichment Program</i> \$10,000.00 2011		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Austin Children's Museum 201 Colorado Street Austin, TX 78701 <i>Capital Campaign</i> \$500,000.00 2012		\$0.00	\$500,000.00	\$0.00	\$100,000.00	\$400,000.00
Austin Children's Shelter 4800 Manor Road Austin, TX 78723 <i>General Operations</i> \$90,000.00 2012		\$0.00	\$90,000.00	\$0.00	\$30,000.00	\$60,000.00
Austin YMBL Sunshine Camps P.O. Box 684980 Austin, Texas 78768 <i>Capital Campaign</i> \$50,000.00 2011		\$50,000.00	\$0.00	\$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		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Baylor All Saints Medical Center 1400 Eighth Avenue Fort Worth, TX 76104 <i>Project NICU</i> \$15,000.00 2012		\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The BeHive P.O. Box 301178 Austin, TX 78703 <i>General Operations</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
BookSpring PO Box 143147 Austin, TX 78714 <i>Multi-year grant for General operations</i> \$15,000.00 2012		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
Bo's Place 10050 Buffalo Speedway Houston, TX 77054 <i>General Operating Expenses</i> \$15,000.00 2011		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
Boys & Girls Clubs of Greater Fort Worth 3218 E. Belknap Street Fort Worth, TX 76111 <i>Character Development Program</i> \$30,000.00 2011		\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
Breakthrough 1050 E. 11th Street, Suite 350 Austin, TX 78702 <i>General Operations</i> \$30,000.00 2010		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Cancer Care Services		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
623 South Henderson Fort Worth, TX 76104 <i>General Operating</i> \$15,000.00 2011						
CASA of Travis County, Inc.		\$0.00	\$48,000.00	\$0.00	\$24,000.00	\$24,000.00
7701 N. Lamar Suite 301 Austin, TX 78752 <i>Child Advocacy Specialist</i> \$48,000.00 2012						
Cassata High School		\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
1400 Hemphill Street Fort Worth, TX 76104-4796 <i>Dropout Prevention Program</i> \$5,000.00 2012						
Catholic Charities Diocese of Fort Worth, Inc.		\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$25,000.00
P.O. Box 15610 Fort Worth, TX 76119 <i>General Operating Support</i> \$50,000.00 2012						
Center for Child Protection		\$0.00	\$60,000.00	\$0.00	\$20,000.00	\$40,000.00
8509 F.M. 969 Bldg. 2 Austin, TX 78724 <i>Upstream Legacy Project</i> \$60,000.00 2012						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Children's Medical Center Foundation of Central Texas		\$150,000.00	\$0.00	-\$150,000.00	\$0.00	\$0.00
4900 Mueller Boulevard Austin, TX 78723						
<i>Purchase of an iMRI (intraoperative MRI).</i>						
\$350,000.00						
2009						
Children's Medical Center Foundation of Central Texas		\$0.00	\$350,000.00	\$0.00	\$150,000.00	\$200,000.00
4900 Mueller Boulevard Austin, TX 78723						
<i>New Bed Tower Campaign</i>						
\$350,000.00						
2012						
City Kids Adventures		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
P.O. Box 830655 San Antonio, TX 78283						
<i>General operations</i>						
\$15,000.00						
2011						
Communities In Schools of Greater Tarrant County		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
6707 Brentwood Stair Road, Suite 510 Fort Worth, TX 76112						
<i>Operating Funds for "stay in school" programs</i>						
\$15,000.00						
2010						
Compassion Ministries of Waco		\$0.00	\$45,000.00	\$0.00	\$30,000.00	\$15,000.00
1421 Austin Waco, TX 76701						
<i>Hope House</i>						
\$45,000.00						
2012						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Con MI Madre		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
School of Social Work at U.T.						
1 University Station D3500						
Austin, TX 78712						
<i>General Operations</i>						
\$10,000.00						
2012						
Cook Children's Medical Center		\$130,000.00	\$0.00	\$0.00	\$100,000.00	\$30,000.00
801 7th Avenue						
Fort Worth, TX 76104						
<i>Capital Campaign</i>						
\$500,000.00						
2009						
Dallas Arboretum		\$0.00	\$120,000.00	\$0.00	\$80,000.00	\$40,000.00
8617 Garland Road						
Dallas, TX 75218						
<i>Rory Meyers Children's Adventure Garden</i>						
\$120,000.00						
2012						
Dress for Success Austin		\$0.00	\$30,000.00	\$0.00	\$10,000.00	\$20,000.00
701 Tillery, #11, Suite A-5						
Austin, TX 78702						
<i>General Operations</i>						
\$30,000.00						
2012						
Explore Austin		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
2121 E. Cesar Chavez St.						
Austin, TX 78751						
<i>Support for Summer Wilderness Trips</i>						
\$15,000.00						
2010						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Family Crisis Center						
P. O. Box 736		\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Bastrop, TX 78602						
<i>General Operations</i>						
\$7,500.00						
2012						
Family Place, The						
P.O. Box 7999		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Dallas, TX 75209						
<i>General Operations</i>						
\$20,000.00						
2012						
Family Violence Prevention Services, Inc.						
7911 Broadway		\$250,000.00	\$0.00	\$0.00	\$0.00	\$250,000.00
San Antonio, TX 78209						
<i>Capital Campaign</i>						
\$250,000.00						
2011						
The First Tee of Fort Worth						
P.O. Box 4767		\$0.00	\$15,000.00	\$0.00	\$5,000.00	\$10,000.00
Fort Worth, TX 76164						
<i>Ben Hogan Learning Center</i>						
\$15,000.00						
2012						
Fort Worth Symphony Orchestra						
330 East Fourth Street, Suite 200		\$15,000.00	\$0.00	\$0.00	\$5,000.00	\$10,000.00
Fort Worth, TX 76102						
<i>Adventures in Music</i>						
\$25,000.00						
2010						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Fort Worth Zoo		\$0.00	\$200,000.00	\$0.00	\$40,000.00	\$160,000.00
1989 Colonial Parkway Fort Worth, TX 76110 <i>Wild Connection Program</i> \$200,000.00 2012						
Foster Angels of Central Texas		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
P.O. Box 152575 Austin, TX 78715 <i>General Operations</i> \$10,000.00 2012						
Foundation Communities		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
3036 South First St., #200 Austin, TX 78704 <i>Children's HOME Initiative</i> \$30,000.00 2010						
GENaustin		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
P.O. Box 3122 Austin, TX 78764 <i>General Operations</i> \$15,000.00 2011						
Good Samaritan Center		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
1600 Satillo Street San Antonio, TX 78207 <i>Mommy & Me Learning Together Program</i> \$10,000.00 2012						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hays-Caldwell Women's Center		\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
P.O. Box 234						
San Marcos, TX 78667-0234						
<i>General Operations</i>						
\$7,500.00						
2012						
Help Hope Live, Strother Norman Benefit Fund		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
150 N. Radnor Chester Road, Suite F-120						
Radnor, PA 19087						
<i>Strother Norman Benefit Fund</i>						
\$1,000.00						
2012						
Helping Hand Home for Children		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
3804 Avenue B						
Austin, TX 78751						
<i>Residential Treatment Center</i>						
\$20,000.00						
2011						
Houston Area Women's Center		\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
1010 Waugh Drive						
Houston, TX 77019						
<i>Adult Services Program</i>						
\$30,000.00						
2011						
I Have A Dream Foundation - Fort Worth		\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
P.O. Box 4050						
Fort Worth, TX 76164						
<i>General Operations</i>						
\$5,000.00						
2012						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Jack S. Blanton Museum of Art 1 University Station D1303 Austin, TX 78712 <i>Art Central and School Tours</i> \$20,000.00 2012		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Kids In A New Groove 3300 Bee Caves Road, Suite 650-216 Austin, TX 78746 <i>Funds would provide 166 private music lessons for kids in foster homes.</i> \$5,000.00 2012		\$0.00	\$5,000.00	\$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		\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
KIPP Austin College Prep 8509 F.M. 969, Building 513 Austin, TX 78724 <i>Playscape - tribute to Jan Hughes</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
KLRU-TV P.O. Box 7158 Austin, TX 78713-7158 <i>Ready to Learn Literacy Program</i> \$15,000.00 2012		\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

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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		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Love Never Fails International						
5617 Diamond Oaks Drive South Fort Worth, TX 76117 <i>Mentoring Program</i> \$12,000.00 2012		\$0.00	\$12,000.00	\$0.00	\$6,000.00	\$6,000.00
Manos de Cristo						
4911 Harmon Avenue Austin, TX 78751 <i>Dental Clinic</i> \$15,000.00 2011		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
Meals on Wheels						
3227 East 5th Street Austin, TX 78702 <i>Meals for Kids Program</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Modern Art Museum of Fort Worth						
3200 Darnell Street Fort Worth, TX 76107 <i>General Operations</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Open Door Preschools 3804 Cherrywood Road Austin, TX 78722 <i>Project Helping Hand</i> \$20,000.00 2012		\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Open Door Recovery House 1107 Hwy 1431 #251 Marble Falls, TX 78654 <i>General Operating Expenses</i> \$30,000.00 2012		\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Partners Together for Health 1223 S. Main Street Fort Worth, TX 76104 <i>JPS School-Based Mental Health Program</i> \$30,000.00 2011		\$20,000.00	\$0.00	\$0.00	\$10,000.00	\$10,000.00
People's Community Clinic 2909 North IH-35 Austin, TX 78722 <i>Healthy Mothers, Happy Babies</i> \$20,000.00 2011		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
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		\$80,000.00	\$0.00	\$0.00	\$40,000.00	\$40,000.00

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

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Planned Parenthood of North Texas, Inc. 7424 Greenville Avenue, Suite 206 Dallas, TX 75231 <i>Capital Campaign</i> \$100,000.00 2010		\$50,000.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00
Presbyterian Night Shelter P.O. Box 2645 Fort Worth, TX 76113 <i>Little Feet off the Street Program</i> \$15,000.00 2010		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Relief Nursery of Central Texas 2001 Justin Lane Austin, TX 78757 <i>General Operations</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
Ronald McDonald House - Austin 1315 Barbara Jordan Blvd. Austin, TX 78723 <i>Capital Campaign</i> \$250,000.00 2009		\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Ronald McDonald House of Fort Worth 1004 7th Avenue Fort Worth, TX 76104 <i>Making More Rooms for Love Campaign</i> \$25,000.00 2012		\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

LOWE FOUNDATION

ID No 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

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Safe Haven of Tarrant County 8701 W. Bedford Eulless Road, Suite 600 Hurst, TX 76053 <i>Safety First Program</i> \$50,000.00 2011		\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
Safe Place PO Box 19454 Austin, TX 78760 <i>Counseling Services Program</i> \$60,000.00 2010		\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Safe Place of the Permian Basin PO Box 11331 Midland, TX 79702 <i>Equal Justice Project</i> \$10,000.00 2012		\$0.00	\$10,000.00	\$0.00	\$5,000.00	\$5,000.00
Saint Louise House 2026 Guadalupe Street Austin, TX 78705 <i>General Operations</i> \$20,000.00 2011		\$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 with Dr. Powell</i> \$1,000,000.00 2012		\$0.00	\$1,000,000.00	\$0.00	\$250,000.00	\$750,000.00

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
St. James' Episcopal School 1941 Webberville Rd. Austin, TX 78721 <i>General Operations</i> \$15,000.00 2011		\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
Memorial Hermann Foundation/Staman Ogilvie Fund 929 Gessner, Suite 2650 Houston, TX 77024 <i>The Staman Ogilvie Fund for Spinal Cord Injury Recovery, Rehabilitation & Research</i> \$100,000.00 2010		\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Sustainable Food Center 1106 Clayton Lane, Suite 480-W Austin, TX 78723 <i>Capital Campaign - Sustainable Food Center Training Facility</i> \$50,000.00 2012		\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$25,000.00
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107 <i>General Operations</i> \$150,000.00 2012		\$0.00	\$150,000.00	\$0.00	\$60,000.00	\$90,000.00
Teach for America - Dallas/Fort Worth 350 N. Paul Street, Suite 2800 Dallas, TX 75201 <i>General Operations</i> \$300,000.00 2011		\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Texas Christian University - Office of Chancellor						
P.O. Box 297080						
Fort Worth, TX 76129						
<i>Nursing Scholarship Fund and Dance Building Renovation</i>						
\$1,000,000.00						
2010		\$400,000.00	\$0.00	\$0.00	\$250,000.00	\$150,000.00
Theatre Action Project/ Creative Action						
701 Tillery Street, Box 9						
Austin, TX 78702		\$0.00	\$60,000.00	\$0.00	\$0.00	\$60,000.00
<i>Campaign for new building</i>						
\$60,000.00						
2012						
Trinity Center						
304 E. 7th Street						
Austin, TX 78701		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
<i>Women's Programs</i>						
\$20,000.00						
2011						
Trinity Episcopal School						
3901 Bee Cave Road						
Austin, TX 78746		\$175,000.00	\$0.00	\$0.00	\$100,000.00	\$75,000.00
<i>Capital Campaign</i>						
\$300,000.00						
2011						
UCross Foundation						
30 Big Red Lane						
Clearmont, WY 82835		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
<i>New Building</i>						
\$1,000.00						
2012						

LOWE FOUNDATION

ID No. 76-0262645

12/31/2012

SCHEDULE OF APPROPRIATIONS & PAYMENTS

SCHEDULE 5

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
University of Texas M.D. Anderson Cancer Center		\$0.00	\$250,000.00	\$0.00	\$50,000.00	\$200,000.00
P.O. Box 301439 Houston, TX 77230 <i>Clinical Cancer Genetics Program</i> \$250,000.00 2012						
Van Cliburn Foundation 2525 Ridgmar Blvd., Ste. 307 Fort Worth, TX 76116 <i>Musical Awakenings</i> \$15,000.00 2011		\$10,000.00	\$0.00	\$0.00	\$5,000.00	\$5,000.00
Warm Place 809 Lipscomb St Fort Worth, TX 76104 <i>Children's Bereavement Program</i> \$15,000.00 2010		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
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		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
Wonders & Worries 923 Westbank Dr., Suite C Austin, TX 78746 <i>General operations</i> \$20,000.00 2011		\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
Grand Totals (85 items)		\$1,987,500.00	\$3,487,000.00	-\$150,000.00	\$2,194,500.00	\$3,130,000.00

To Form 990PF
Part XV, Line 3A

To Form 990PF
Part XV, Line 3B

LOWE FOUNDATION
76-0262645
SCHEDULE OF TAXES PAID
12/31/2012
SCHEDULE 6

FEDERAL EXCISE TAXES	12,311	
FOREIGN INCOME TAXES WITHHELD	<u>420</u>	<u>420</u>
TOTAL- TO FORM 990 PF, PART I, LINE 18, COLUMN A	<u>12,731</u>	
	=====	
TOTAL- TO FORM 990 PF, PART I, LINE 18, COLUMN B		<u>420</u>
		=====