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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

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

11/01, 2012, and ending

10/31, 2013

| | | |
|--|---|---|
| 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 | | 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"/> |
| G Check all that apply | 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 <input type="checkbox"/> | D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,124,551. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |

| 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 (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 | | 92,352. | 92,352. | | ATCH 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 155,677. | | | |
| b Gross sales price for all assets on line 6a 472,362. | | | 155,677. | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | 3,806. | | | |
| 11 Other income (attach schedule) ATCH 2 | | 251,835. | 248,029. | | |
| 12 Total. Add lines 1 through 11 | | 0 | | | |
| 13 Compensation of officers, directors, trustees, etc. | | | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees (attach schedule) | | 8,908. | 5,901. | | 3,007. |
| b Accounting fees (attach schedule) ATCH 3 | | | | | |
| c Other professional fees (attach schedule) | | | | | |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see instructions) ATCH 4 | | 1,307. | 1,307. | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) ATCH 5 | | 16,248. | 16,248. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 26,463. | 23,456. | | 3,007. |
| 25 Contributions, gifts, grants paid | | 235,000. | | | 235,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 261,463. | 23,456. | 0 | 238,007. |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | | -9,628. | | | |
| b Net investment income (if negative, enter -0-) | | | 224,573. | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

SCANNED FEB 28 2014

Revenue
Operating and Administrative Expenses

9014

2

| 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 | 217,712. | 22,435. | 22,435. | |
| | 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) ** | 43,945. | 28,636. | 20,567. | |
| | b | Investments - corporate stock (attach schedule) ATCH 7 | 1,587,079. | 1,816,815. | 2,810,711. | |
| | 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 8 | 1,018,877. | 990,099. | 1,270,838. | |
| | 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) | 2,867,613. | 2,857,985. | 4,124,551. | | |
| 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 | 2,867,613. | 2,857,985. | | |
| | 30 | Total net assets or fund balances (see instructions) | 2,867,613. | 2,857,985. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 2,867,613. | 2,857,985. | | | |

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 | 2,867,613. |
| 2 | Enter amount from Part I, line 27a | 2 | -9,628. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,857,985. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,857,985. |

**ATCH 6

Form 990-PF (2012)

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 | 155,677. |
| 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)) |
|--|--|--|---|
| 2011 | 224,668. | 3,473,975. | 0.064672 |
| 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 |

| | | |
|--|----------|------------|
| 2 Total of line 1, column (d) | 2 | 0.291108 |
| 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 | 0.058222 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 3,823,483. |
| 5 Multiply line 4 by line 3 | 5 | 222,611. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,246. |
| 7 Add lines 5 and 6 | 7 | 224,857. |
| 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 | 238,007. |

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

| | | | |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 2,246. |
| 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 | 2,246. |
| 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 | 2,246. |
| 6 Credits/Payments | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 880. | |
| 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 | 880. | |
| 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 | 1,366. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | 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 | |
| 8a 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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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 and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 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 | 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | X |
| 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? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | 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 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) | 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 2012? | 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 |
|----------------------|---|---|---|---------------------------------------|
| ATCH 9 | | 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 | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐Form **990-PF** (2012)

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 | | |

| 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 | | |

| 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 | |

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 | 3,722,197. |
| b | Average of monthly cash balances | 1b | 159,512. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 3,881,709. |
| 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 | 3,881,709. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 58,226. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,823,483. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 191,174. |

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 | 191,174. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 2,246. |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,246. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 188,928. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 188,928. |
| 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 | 188,928. |

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 | 238,007. |
| 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 | 238,007. |
| 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 | 2,246. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 235,761. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 188,928. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | 4,209. | | | |
| b From 2008 | 37,450. | | | |
| c From 2009 | 40,196. | | | |
| d From 2010 | 20,033. | | | |
| e From 2011 | 52,717. | | | |
| f Total of lines 3a through e | 154,605. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>238,007.</u> | | | | |
| a Applied to 2011, 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 2012 distributable amount | | | | 188,928. |
| e Remaining amount distributed out of corpus | 49,079. | | | |
| 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 | 203,684. | | | |
| 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 2011 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | |
| 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) | 4,209. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 199,475. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 37,450. | | | |
| b Excess from 2009 | 40,196. | | | |
| c Excess from 2010 | 20,033. | | | |
| d Excess from 2011 | 52,717. | | | |
| e Excess from 2012 | 49,079. | | | |

| | |
|---------------|------------|
| 4942(j)(3) or | 4942(j)(5) |
|---------------|------------|

PAGE 11

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 ATCH 11 | | | | |
| Total | | | 3a | 235,000. |
| 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 | | 92,352. | 14 | | |
| 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 | | 155,677. | 18 | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | | |
| 11 Other revenue a _____ | | | | | |
| b ATCH 12 | | | | 3,806. | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 248,029. | | 3,806. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 251,835. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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) | |
| 3,222. | | 166 ENGILITY PROPERTY TYPE: SECURITIES 2,753. | | | | P | 07/17/2012 | 01/15/2013 |
| 469,140. | | STMT ATTACHED TO SCHED D-1 (FORM 1041) PROPERTY TYPE: SECURITIES 313,932. | | | | P | VARIOUS | VARIOUS |
| | | | | | | | 155,208. | |
| TOTAL GAIN (LOSS) | | | | | | | <u>155,677.</u> | |

ATTACHMENT 1

FORM 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 | 92,352. | 92,352. |
| TOTAL | <u>92,352.</u> | <u>92,352.</u> |

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|--------------------------------------|---|
| EXCISE TAX REFUND - 2011 FORM 990-PF | 3,806. |
| TOTALS | <u>3,806.</u> |

ATTACHMENT 3FORM 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. | 1,418. | 284. | | 1,134. |
| LOWENSTEIN FINANCIAL SOLUTIONS | 7,490. | 5,617. | | 1,873. |
| TOTALS | <u>8,908.</u> | <u>5,901.</u> | | <u>3,007.</u> |

ATTACHMENT 4

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|---|---|--------------------------------------|
| FOREIGN INCOME TAX WITHHELD FROM DIVIDENDS | 1,307. | 1,307. |
| TOTALS | <u>1,307.</u> | <u>1,307.</u> |

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------|---|-----------------------------|
| CAPITAL GUARDIAN ACCOUNT MGMT | 3,532. | 3,532. |
| SCHWAB MONEY MANAGEMENT FEES | 12,716. | 12,716. |
| TOTALS | <u>16,248.</u> | <u>16,248.</u> |

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

| <u>DESCRIPTION</u> | <u>ATTACHMENT 6</u> | |
|-----------------------------|------------------------------|-----------------------|
| | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
| FHLMC BONDS - ATTACHMENT 13 | 6,240. | 6,531. |
| FNMA BONDS - ATTACHMENT 13 | 22,396. | 14,036. |
| US OBLIGATIONS TOTAL | <u>28,636.</u> | <u>20,567.</u> |

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| SCHWAB STOCKS - ATTACHMENT 13 | 1,816,815. | 2,810,711. |
| TOTALS | <u>1,816,815.</u> | <u>2,810,711.</u> |

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--|------------------------------|-----------------------|
| CAPITAL GUARDIAN MUTUAL FUNDS - ATTACHMENT 13 | 990,099. | 1,270,838. |
| TOTALS | <u>990,099.</u> | <u>1,270,838.</u> |

LOWENSTEIN BROTHERS FOUNDATION

43-6055404

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

ATTACHMENT 9

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|--------------|---|---|
| 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 10FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|----------------------------------|-----------------|
| | | | | |
| LOWENSTEIN FAMILY SUPPORTING FOUNDATION 5801 W. 115TH STREET, SUITE 104 OVERLAND PARK, KS 66211-1824 | PUBLIC | | COMMUNITY SERVICES | 230,000. |
| CONGREGATION BETH SHALOM 14200 LAMAR AVENUE OVERLAND PARK, KS 66223 | PUBLIC | | COMMUNITY SERVICES | 5,000. |
| TOTAL CONTRIBUTIONS PAID | | | | <u>235,000.</u> |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | AMOUNT | RELATED OR EXEMPT FUNCTION INCOME | |
|--------------------------------------|------------------|--------|-------------------|--------|--------------------------------------|--|
| | | | | | AMOUNT | |
| EXCISE TAX REFUND - 2011 FORM 990-PF | | | 01 | | 3,806. | |
| TOTALS | | | | | <u>3,806.</u> | |

Portfolio Value - As of 10/31/2013

As of 10/31/2013

| Security | Quote/Price | est | Cost Basis | Gain/Loss | Balance |
|--|-------------|-----|-------------------|-------------------|---------------------|
| CG 24600 | | | | | |
| Capital World Growth & Income Fd CI F2 | 44 030 | | 532,802 23 | 132,301 99 | 665,104 22 |
| New Perspective Fund CI F2 | 37 820 | | 457,296 68 | 148,436 76 | 605,733 44 |
| TOTAL CG 24600 | | | 990,098.91 | 280,738.75 | 1,270,837.66 |
| Schwab Bonds - Gov | | | | | |
| Fed Home Loan 01/15/29 6 25% | 108 840 | | 6,240 00 | 290 40 | 6,530 40 |
| Fed Nat Mtg Assn 11/01/22 6 5% | 10 360 | | 8,512 77 | -3,332 68 | 5,180 09 |
| Fed Nat Mtg Assn 11/01/23 6 5% | 11 478 | | 13,883 72 | -5,027 48 | 8,856 24 |
| TOTAL Schwab Bonds - Gov | | | 28,636.49 | -8,069.76 | 20,566.73 |
| Schwab Stocks | | | | | |
| Acacia Resh | 15 090 | | 127,212 43 | -45,726 43 | 81,486 00 |
| Apache Corp | 88 800 | | 24,363 86 | 42,236 14 | 66,600 00 |
| Arch Cap Group Ltd | 57 960 | | 55,380 85 | 80,825 15 | 136,206 00 |
| C V S Corp Del | 62 260 | | 65,463 47 | 77,734 53 | 143,198 00 |
| Chevron/Texaco Corp | 119 960 | | 37,426 45 | 70,537 55 | 107,964 00 |
| Cisco Systems Inc | 22 560 | | 78,318 87 | 38,993 13 | 117,312 00 |
| Coca Cola Company | 39 570 | | 67,366 38 | 33,537 12 | 100,903 50 |
| Conoco Phillips | 73 330 | | 69,034 56 | 26,294 44 | 95,329 00 |
| Costco Wholesale Corp | 118 000 | | 44,909 87 | 84,890 13 | 129,800 00 |
| Devry, Inc | 35 900 | | 86,286 55 | 16,028 45 | 102,315 00 |
| Fedex Corporation | 131 000 | | 71,692 35 | 59,307 65 | 131,000 00 |
| Harris Corporation | 61 960 | | 81,474 50 | 20,759 50 | 102,234 00 |
| Intel | 24 470 | | 113,605 08 | -10,219 33 | 103,385 75 |
| Jacobs Engineering Group | 60 820 | | 85,623 13 | 29,934 87 | 115,558 00 |
| Johnson & Johnson | 92 610 | | 74,584 51 | 36,547 49 | 111,132 00 |
| McDonalds Corp | 96 520 | | 57,221 14 | 36,885 86 | 94,107 00 |
| Microsoft Corp | 35 405 | | 90,554 60 | 24,511 65 | 115,066 25 |
| Nike Inc Class B | 75 760 | | 38,492 26 | 104,315 34 | 142,807 60 |
| Paychex, Inc | 42 265 | | 72,267 06 | 33,395 44 | 105,662 50 |
| Pepsico Incorporated | 84 090 | | 51,665 10 | 45,038 40 | 96,703 50 |
| Qualcomm Inc | 69 490 | | 77,042 61 | 58,462 89 | 135,505 50 |
| T J X Cos, Inc | 60 790 | | 70,914 58 | 35,467 92 | 106,382 50 |
| Teva Pharm Inds Ltd Adrf | 37 090 | | 115,503 17 | -11,651 17 | 103,852 00 |
| Tortoise Egy Infrastruct | 47 970 | | 19,170 85 | 21,363 80 | 40,534 65 |

1/2/2014

Page 2

Portfolio Value - As of 10/31/2013

As of 10/31/2013

| Security | Quote/Price | est | Cost Basis | Gain/Loss | Balance |
|----------------------------|-------------|-----|---------------------|----------------------|---------------------|
| Tortoise Energy Capital | 34 340 | | 44,255 30 | 24,424 70 | 68,680 00 |
| Walgreen Company | 59 240 | | 96,985 17 | 60,000 83 | 156,986 00 |
| TOTAL Schwab Stocks | | | 1,816,399.06 | 994,311.69 | 2,810,710.75 |
| | | | <i>45 63</i> | <i><45.63></i> | <i>-</i> |
| TOTAL Investments | | | 2,835,550.10 | 1,266,565.04 | 4,102,115.14 |

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.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

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 | 469. |
| 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 2011 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 | 469. |

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 | 155,208. |
| 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 2011 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 | 155,208. |

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part

| | | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|-----------|--|---------------------------------|-------------------------|-----------|
| 13 | Net short-term gain or (loss) | 13 | | 469. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 155,208. |
| 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 | | 155,677. |

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 \$2,400 | 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 2012 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 2012 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) 2012

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

LOWENSTEIN BROTHERS FOUNDATION

43-6055404

[illegible]

| | |
|---|------|
| 1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b | 469. |
|---|------|

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

Schedule D-1 (Form 1041) 2012

Employer identification number

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

[illegible]

Capital Gains - Last year

11/1/2012 through 10/31/2013

1/7/2014

Page 1

| Account | Security | Shares | Bought | Sold | Gross Proceeds | Cost Basis | Realized Gain/Loss |
|---------------------------------|------------------------------|-----------|------------|------------|-------------------|-------------------|--------------------|
| CG 24600 | | | | | | | |
| CG 24600 | New Perspective Fund CI F2 | 22 674 | 12/17/2010 | 1/25/2013 | 744 63 | 647 57 | 97 06 |
| CG 24600 | New Perspective Fund CI F2 | 25 820 | 12/17/2010 | 4/25/2013 | 871 54 | 737 42 | 134 12 |
| CG 24600 | New Perspective Fund CI F2 | 25 520 | 12/17/2010 | 7/25/2013 | 906 73 | 728 85 | 177 88 |
| CG 24600 | New Perspective Fund CI F2 | 1,760 841 | 12/17/2010 | 10/22/2013 | 67,000 00 | 50,289 62 | 16,710 38 |
| CG 24600 | Capital World Growth & Incom | 21 284 | 12/17/2010 | 10/24/2013 | 939 48 | 750 05 | 189 43 |
| TOTAL CG 24600 | | | | | 70,462.38 | 53,153.51 | 17,308.87 |
| Schwab Bonds - Gov | | | | | | | |
| Schwab Bonds - Gov | Fed Home Loan 01/15/29 6 25 | 10 000 | 9/8/2005 | 11/15/2012 | 1,000 00 | 1,040 00 | -40 00 |
| Schwab Bonds - Gov | Fed Home Loan 01/15/29 6 25 | 10 000 | 9/8/2005 | 12/15/2012 | 1,000 00 | 1,040 00 | -40 00 |
| Schwab Bonds - Gov | Fed Home Loan 01/15/29 6 25 | 10 000 | 9/8/2005 | 1/15/2013 | 1,000 00 | 1,040 00 | -40 00 |
| Schwab Bonds - Gov | Fed Home Loan 01/15/29 6 25 | 10 000 | 9/8/2005 | 3/15/2013 | 1,000 00 | 1,040 00 | -40 00 |
| Schwab Bonds - Gov | Fed Nat Mtg Assn 04/01/32 6 | 1,775 000 | 9/14/2005 | 6/25/2013 | 2,425 17 | 4,306 04 | -1,880 87 |
| Schwab Bonds - Gov | Fed Home Loan 01/15/29 6 25 | 10 000 | 9/8/2005 | 8/15/2013 | 1,000 00 | 1,040 00 | -40 00 |
| Schwab Bonds - Gov | Fed Home Loan 01/15/29 6 25 | 10 000 | 9/8/2005 | 10/31/2013 | 1,000 00 | 1,040 00 | -40 00 |
| TOTAL Schwab Bonds - Gov | | | | | 8,425.17 | 10,546.04 | -2,120.87 |
| Schwab Stocks | | | | | | | |
| Schwab Stocks | Tortoise Egy Infrastruct | 155 000 | 5/19/2004 | 11/26/2012 | 6,141 20 | 3,516 55 | 2,624 65 |
| Schwab Stocks | Gamestop Corp CL A New | 2,500 000 | 5/27/2009 | 12/12/2012 | 69,611 73 | 55,886 20 | 13,725 53 |
| Schwab Stocks | Gamestop Corp CL A New | 1,600 000 | 3/10/2010 | 12/12/2012 | 44,551 51 | 28,856 95 | 15,694 56 |
| Schwab Stocks | Engility | 166 000 | 7/17/2012 | 1/15/2013 | 3,221 92 | 2,752 80 | 469 12 |
| Schwab Stocks | L-3 Communications | 1,000 000 | 11/21/2008 | 4/17/2013 | 80,966 14 | 65,628 69 | 15,337 45 |
| Schwab Stocks | Phillips 66 | 300 000 | 4/30/2012 | 7/19/2013 | 17,327 56 | 13,884 53 | 3,443 03 |
| Schwab Stocks | Phillips 66 | 350 000 | 4/30/2012 | 7/19/2013 | 20,215 49 | 9,103 98 | 11,111 51 |
| Schwab Stocks | Illinois Tool Works, Inc | 800 000 | 11/3/2000 | 7/29/2013 | 57,103 73 | 21,725 00 | 35,378 73 |
| Schwab Stocks | Illinois Tool Works, Inc | 800 000 | 3/10/2010 | 7/29/2013 | 57,103 73 | 37,855 35 | 19,248 38 |
| Schwab Stocks | Arch Cap Group Ltd | 200 000 | 9/5/2007 | 10/31/2013 | 11,679 05 | 4,713 26 | 6,965 79 |
| Schwab Stocks | C V S Corp Del | 200 000 | 12/4/2006 | 10/31/2013 | 12,745 43 | 5,692 48 | 7,052 95 |
| Schwab Stocks | Nike Inc Class B | 165 000 | 4/20/2006 | 10/31/2013 | 12,721 08 | 3,369 35 | 9,351 73 |
| TOTAL Schwab Stocks | | | | | 393,388.57 | 252,985.14 | 140,403.43 |
| Additional long term | | | | | | | |
| OVERALL TOTAL | | | | | 472,276.42 | 316,684.69 | 155,591.73 |

472,362.12