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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

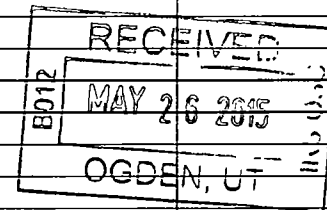
, 2014, and ending

, 20

Name of foundation LOWE FOUNDATION		A Employer identification number 76-0262645
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (713) 622-5420
4400 POST OAK PARKWAY City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 56,912,464.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	1,002,627.	See Contribution Schedule		
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,661.	6,661.		ATCH 1
4 Dividends and interest from securities	838,770.	838,770.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	683,701.			
b Gross sales price for all assets on line 6a	2,600,066.			
7 Capital gain net income (from Part IV, line 2)		683,701.		
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)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,531,759.	1,529,132.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) [3]	157,130.	157,130.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [4]	27,339.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	5,069.	5,069.		
24 Total operating and administrative expenses. Add lines 13 through 23	189,538.	162,199.		
25 Contributions, gifts, grants paid	2,476,000.			2,476,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,665,538.	162,199.		2,476,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-133,779.			
b Net investment income (if negative, enter -0-)		1,366,933.		
c Adjusted net income (if negative, enter -0-)				



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	10,408,835.	9,474,260.	9,474,260.
	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	8,107.		
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) ATCH 6 . . .	23,470,217.	24,450,983.	42,458,514.
	c	Investments - corporate bonds (attach schedule) ATCH 7 . . .	5,032,497.	4,879,866.	4,979,690.
	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)	38,919,656.	38,805,109.	56,912,464.	
Liabilities	17	Accounts payable and accrued expenses		19,232.	
	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	19,232.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	34,126,172.	35,128,799.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	4,793,484.	3,657,078.	
	30	Total net assets or fund balances (see instructions)	38,919,656.	38,785,877.	
	31	Total liabilities and net assets/fund balances (see instructions)	38,919,656.	38,805,109.	

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	38,919,656.
2	Enter amount from Part I, line 27a	2	-133,779.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,785,877.
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	38,785,877.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	683,701.	
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

(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))
2013	2,214,000.	49,119,572.	0.045074
2012	2,182,189.	44,686,748.	0.048833
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
2 Total of line 1, column (d)		2	0.235422
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	0.047084
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	54,858,140.
5 Multiply line 4 by line 3		5	2,582,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	13,669.
7 Add lines 5 and 6		7	2,596,610.
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	2,476,000.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	27,339.
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	27,339.
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	27,339.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,107.	
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	8,107.	
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	19,232.	
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 2015 estimated tax ☐ Refunded ☐	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)? 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		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 ☐ \$ -0- (2) On foundation managers ☐ \$ -0-		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ -0-		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ☐ TX - TEXAS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (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? 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, SUITE 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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
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? ☐ 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 ☐	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
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></u>		
3a 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 2014 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 2014.)	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 2014?	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 8		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. ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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- N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	46,082,237.
b	Average of monthly cash balances	1b	9,611,306.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	55,693,543.
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	55,693,543.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	835,403.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,858,140.
6	Minimum investment return. Enter 5% of line 5	6	2,742,907.

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	2,742,907.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	27,339.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,339.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,715,568.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,715,568.
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	2,715,568.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,476,000.
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	2,476,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,476,000.

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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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,715,568.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			2,445,333.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,476,000.</u>				
a Applied to 2013, but not more than line 2a			2,445,333.	
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 2014 distributable amount				30,667.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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				
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				2,684,901.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form **990-PF** (2014)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

MARY RALPH LOWE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

ATCH 9

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

ATCH 10

c Any submission deadlines

APPLICATION DEADLINE - JANUARY 1

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

ATCH 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 ATTACHMENT 12	NONE	PC		2,476,000.
Total			3a	2,476,000.
b Approved for future payment ATTACHMENT 12	NONE	PC		1,530,000.
Total			3b	1,530,000.

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) 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				14	6,661.	
4 Dividends and interest from securities				14	838,770.	
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	683,701.	
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)					1,529,132.	
13 Total. Add line 12, columns (b), (d), and (e)						1,529,132.

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

[illegible]

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

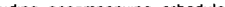
- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here  5/13/15  TRUSTEE

Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name THOMAS M WRIGHT	Preparer's signature 	Date 5/10/2010	Check ☐ if self-employed	PTIN P01344098
	Firm's name ▶ MCGLADREY, LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 1400 POST OAK BLVD., SUITE 900 HOUSTON, TX 77056			Phone no 713-625-3500	

Form **990-PF** (2014)

Schedule B

(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

LOWE FOUNDATION

Employer identification number

76-0262645

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **LOWE FOUNDATION**Employer identification number
76-0262645**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY RALPH LOWE 4400 POST OAK PARKWAY, SUITE 2550 HOUSTON, TX 77027	\$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

FORM 990PF, PART I, LINE 1 - SCHEDULE OF CONTRIBUTIONS

<u>NAME</u>	<u>TYPE</u>	<u>DATE RECEIVED</u>	<u>AMOUNT</u>
CONTRIBUTIONS OF \$1,000 OR LESS	CASH	VARIOUS	1,124
AUGUST & JANYTH HERRINGTON	CASH	12/18/2014	1,500
ERMA LOWE CHARITABLE UNITRUST 4400 POST OAK PARKWAY, SUITE 2550 HOUSTON, TX 77027	CASH	1/10/2014	3
MARY RALPH LOWE 4400 POST OAK PARKWAY, SUITE 2550 HOUSTON, TX 77027	CASH	12/22/2014	1,000,000
TOTAL - TO FORM 990PF, PART I, LINE 1			<u>1,002,627</u>

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY	1,010.	1,010.
CHARLES SCHWAB	36.	36.
JP MORGAN	5,615.	5,615.
TOTAL	<u>6,661.</u>	<u>6,661.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB - DIVIDENDS	595,655.	595,655.
MORGAN STANLEY - DIVIDENDS	95,300.	95,300.
MORGAN STANLEY - INTEREST	147,580.	147,580.
DREYFUS AMEGY BANK - DIVIDENDS	235.	235.
TOTAL	<u>838,770.</u>	<u>838,770.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGER FEES	157,130.	157,130.
TOTALS	<u>157,130.</u>	<u>157,130.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	27,339.
TOTALS	<u>27,339.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DUES & SUBSCRIPTIONS	2,000.	2,000.
SOFTWARE MAINTENANCE	2,263.	2,263.
BANK CHARGES	50.	50.
INTERNET SERVICES	756.	756.
TOTALS	<u>5,069.</u>	<u>5,069.</u>

FORM 990PF, PART II, LINE 10B - CORPORATE STOCKS

Description	Quantity	Total Cost	Market Value
ABBOTT LABORATORIES	8,700	\$249,039	\$391,674
ABBVIE INC	11,000	\$354,676	\$719,840
ADOBE SYSTEMS INCORPORATED	9,900	\$310,435	\$719,730
AKAMAI TECHNOLOGIES INC.	7,750	\$362,166	\$487,940
AMAZON.COM INC.	1,200	\$293,341	\$372,420
AMGEN INC	4,000	\$292,084	\$637,160
APPLE INC	7,000	\$270,851	\$772,660
BALL CORP.	11,000	\$384,463	\$749,870
BOK FINANCIAL CORP.	6,000	\$341,164	\$360,240
BRK-B	3,500	\$308,509	\$525,525
CABOT OIL & GAS CORP.	18,000	\$32,153	\$532,980
CELGENE CORP.	9,300	\$281,765	\$1,040,298
COCA-COLA CO.	13,600	\$398,398	\$574,192
COLGATE-PALMOLIVE CO.	4,000	\$68,661	\$276,760
COMERICA INC.	17,700	\$636,331	\$829,068
CONOCOPHILLIPS	9,000	\$494,605	\$621,540
CULLEN/FROST BANKERS INC.	7,800	\$428,313	\$550,992
DANAHER CORP.	8,000	\$337,893	\$685,680
DENTSPLY INTERNATIONAL INC.	11,650	\$409,296	\$620,596
DOVER CORP.	5,600	\$501,057	\$401,632
E.I. DU PONT DE NEMOURS AND CO	9,000	\$389,907	\$665,460
EBAY INC.	10,000	\$558,526	\$561,200
EMC CORP.	14,000	\$203,755	\$416,360
EOG RESOURCES INC.	9,000	\$499,316	\$828,630
EXXON	6,000	\$352,455	\$554,700
FMC CORP.	12,000	\$451,638	\$684,360
FRANKLIN ELECTRIC CO. INC.	16,840	\$378,931	\$632,005
GLACIER BANCORP INC.	31,700	\$476,783	\$880,309
GOOGLE INC CLASS A	550	\$170,106	\$291,863
GOOGLE INC CLASS C	550	\$169,563	\$289,520
HANCOCK HOLDING CO.	14,400	\$465,747	\$442,080
HOME DEPOT INC.	5,000	\$341,321	\$524,850
HONEYWELL INTERNATIONAL INC.	7,000	\$343,929	\$699,440
INTERNATIONAL BUSINESS MACHINE	2,980	\$336,689	\$478,111
JARDEN CORP.	15,975	\$224,314	\$764,883
JOHNSON & JOHNSON	6,900	\$435,472	\$721,533
KIMBERLY-CLARK CORP.	6,000	\$305,729	\$693,240
KIRBY CORP.	10,000	\$279,921	\$807,400
MARTIN MARIETTA MATERIALS INC.	5,000	\$454,632	\$551,600
MEMORIAL RESOURCE DEVELOPMENT	13,500	\$337,451	\$243,405
MERCK & CO. INC.	7,100	\$312,106	\$403,209
MICROSOFT CORPORATION	7,800	\$249,295	\$362,310
MONSANTO CO.	4,500	\$348,497	\$537,615
NATIONAL INSTRUMENTS CORP.	9,500	\$243,333	\$295,355
NIKE INC. CL B	5,295	\$482,532	\$509,114
PALL CORP.	10,000	\$586,818	\$1,012,100

FORM 990PF, PART II, LINE 10B - CORPORATE STOCKS

Description	Quantity	Total Cost	Market Value
PEPSICO INC.	6,500	\$313,022	\$614,640
PERKINELMER INC.	16,300	\$412,768	\$712,799
PFIZER INC.	21,800	\$440,631	\$679,070
PROCTER & GAMBLE CO.	7,200	\$420,072	\$655,848
PRUDENTIAL FINANCIAL INC.	6,500	\$466,748	\$587,990
RANGE RESOURCES CORP.	5,000	\$196,679	\$267,250
RELIANCE STEEL & ALUMINUM CO.	4,800	\$60,264	\$294,096
ROCKWELL COLLINS INC.	7,000	\$413,047	\$591,360
ROPER INDUSTRIES INC.	4,500	\$324,294	\$703,575
THERMO FISHER SCIENTIFIC	6,000	\$220,412	\$751,740
TIFFANY & CO.	4,000	\$133,297	\$427,440
TIME WARNER CABLE INC.	3,380	\$384,315	\$513,963
TIME WARNER INC	7,000	\$229,157	\$597,940
TRACTOR SUPPLY CO.	9,000	\$73,735	\$709,380
TRIMBLE NAVIGATION LIMITED	19,000	\$385,427	\$504,260
U.S. BANCORP	17,900	\$513,780	\$804,605
UNION PACIFIC CORP.	7,000	\$314,046	\$833,910
VALMONT INDUSTRIES INC.	2,470	\$344,326	\$313,690
VF CORP.	12,000	\$363,562	\$898,800
WALGREENS BOOTS ALLIANCE INC	10,500	\$341,493	\$800,100
WALT DISNEY	5,480	\$481,979	\$516,161
WASTE CONNECTIONS INC.	12,000	\$372,271	\$527,880
WELLS FARGO & CO.	12,400	\$540,871	\$679,768
TORTOISE ENERGY INFRASTRUCTURE	40,000	550,820	1,750,800
TOTALS		<u>\$24,450,983</u>	<u>\$42,458,514</u>

FORM 990PF, PART II, LINE 10C - CORPORATE BONDS

Description	Quantity	Total Cost	Market Value
ADOBE SYSTEMS INC	175,000	\$175,000	\$177,702
ALCOA INC	100,000	\$108,989	\$109,019
ALTRIA GROUP INC	135,000	\$134,287	\$139,770
AMERN INTL GROUP	125,000	\$129,999	\$130,371
ARCELORMITTAL	137,500	\$136,279	\$141,932
CENTERPOINT ENERGY INC	110,000	\$127,247	\$126,939
ENTERPRISE PRODUCTS	200,000	\$204,806	\$207,403
GENERAL ELEC CAP CORP	200,000	\$220,239	\$225,322
HEWLETT-PACKARD	150,000	\$148,814	\$151,755
JP MORGAN CHASE	225,000	\$224,786	\$231,554
KOHL'S CORP	100,000	\$114,300	\$111,507
KRAFT FOODS INC	200,000	\$225,579	\$229,052
LIFE TECHNOLOGIES	250,000	\$250,261	\$254,999
MEDTRONIC INC	225,000	\$225,032	\$227,984
ONTARIO PROVINCE	225,000	\$224,897	\$227,629
POTASH CORP	210,000	\$210,552	\$216,624
SHELL INTL FIN	113,000	\$113,159	\$116,259
TIME WARNER CABLE	150,000	\$159,630	\$165,195
TYCO INTL GROUP	14,000	\$13,984	\$14,368
WELLS FARGO	125,000	\$124,844	\$127,070
ADOBE SYSTEMS INC	175,000	\$175,000	\$177,702
ALTRIA GROUP INC	135,000	\$134,287	\$139,770
ARCELORMITTAL	137,500	\$136,279	\$141,932
JP MORGAN CHASE	225,000	\$224,786	\$231,554
LIFE TECHNOLOGIES	250,000	\$250,261	\$254,999
MEDTRONIC INC	225,000	\$225,032	\$227,984
POTASH CORP	210,000	\$210,552	\$216,624
SHELL INTL FIN	112,000	\$112,157	\$115,230
TYCO INTL GROUP	14,000	\$13,984	\$14,368
WELLS FARGO	125,000	\$124,844	\$127,070
TOTALS		\$4,879,866	\$4,979,690

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARY RALPH LOWE 4400 POST OAK PARKWAY 2550 HOUSTON, TX 77027	PRESIDENT/TRUSTEE .50	0	0	0
DIANA STRAUSS 4400 POST OAK PARKWAY 2550 HOUSTON, TX 77027	VICE-PRESIDENT/TRUSTEE .50	0	0	0
GEOFFREY PERRIN 4400 POST OAK PARKWAY 2550 HOUSTON, TX 77027	TREASURER .50	0	0	0
PATRICIA MORRISON 4400 POST OAK PARKWAY 2550 HOUSTON, TX 77027	TRUSTEE .50	0	0	0
CLAYTON MAEBIUS 4400 POST OAK PARKWAY 2550 HOUSTON, TX 77027	SECRETARY/TRUSTEE .50	0	0	0

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

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SAMANTHA PACE 4400 POST OAK PARKWAY 2550 HOUSTON, TX 77027	TRUSTEE .50	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 9

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

CLAYTON MAEBIUS
2630 EXPOSITION BLVD, SUITE G-14
AUSTIN, TX 78703
512-322-0041

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

DESCRIPTION OF ORGANIZATION AND NEEDS, 501(C)(3) CERTIFICATION,
& AUDIT REPORT

ATTACHMENT 11990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GENERALLY AWARDS ARE LIMITED TO TEXAS ORGANIZATIONS BENEFITING
CRITICAL NEEDS OF AT RISK WOMEN & CHILDREN IN THE DALLAS/FORT WORTH
AREA AND THE AUSTIN/SAN ANTONIO AREA.

Schedule of Appropriations and Payments

12/31/2014

Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
All Church Home for Children 1424 Summit Avenue Fort Worth, TX 76102 <i>Wichita Street Campus Project</i> \$45,000.00 2012	15,000.00	0.00	0.00	15,000.00	0.00
All Saints' Episcopal Church 5001 Crestline Road Fort Worth, Texas 76107 <i>Support the Youth Ministry</i> \$60,000.00 2014	0.00	60,000.00	0.00	30,000.00	30,000.00
Alliance For Children 908 Southland Avenue Fort Worth, TX 76104 General operations \$30,000.00 2014	0.00	30,000.00	0.00	15,000.00	15,000.00
Amon Carter Museum 3 501 Camp Bowie Blvd Fort Worth, TX 76107 <i>Excellence in Education Campaign</i> \$60,000.00 2012	20,000.00	0.00	0.00	20,000.00	0.00
Arrow Child & Family Ministries/ Freedom Place 2929 FM 2920 Rd. Spring, TX 77388 <i>General Operations for Freedom Place</i> \$25,000.00 2014	0.00	25,000.00	0.00	25,000.00	0.00
Austin Children's Museum 201 Colorado Street Austin, TX 78701 <i>Capital Campaign</i> \$500,000.00 2012	300,000.00	0.00	0.00	300,000.00	0.00

Schedule of Appropriations and Payments

12/31/2014

Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Austin Children's Shelter 4800 Manor Road Austin, TX 78723 <i>General Operations</i> \$90,000.00 2012	30,000.00	0.00	0.00	30,000.00	0.00
Austin Independent School District 1111 West 6th Street Austin, TX 78703-5338 <i>Social and Emotional Learning Initiative</i> \$100,000.00 2014	0.00	100,000.00	0.00	50,000.00	50,000.00
Austin YMBL Sunshine Camps P.O. Box 684980 Austin, Texas 78768 <i>Capital Campaign</i> \$50,000.00 2014	50,000.00	0.00	0.00	25,000.00	25,000.00
AVANCE - Austin 4818 E Ben White Blvd , Suite 205 Austin, TX 78741 <i>Parent-Child Education Program</i> \$20,000.00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00
Baylor All Saints Medical Center 1400 Eighth Avenue Fort Worth, TX 76104 <i>Joan Katz Breast Center Endowment</i> \$25,000.00 2014	0.00	25,000.00	0.00	25,000.00	0.00
The Beacon 1117 Texas Avenue Houston, TX 77002 <i>Brigid's Hope at the Beacon</i> \$5,000.00 2014	0.00	5,000.00	0.00	5,000.00	0.00

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Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Big Brothers Big Sisters of Central Texas 1400 Tillery Street Austin, TX 78721 <i>Capital Campaign</i> \$40,000.00 2013	20,000.00	0.00	0.00	0.00	20,000.00
Blanton Museum of Art 200 E. Martin Luther King Jr Blvd. Stop D1303 Austin, TX 78712-1609 <i>K-12 Arts Education Programs</i> \$20,000.00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00
BooksSpring PO Box 143147 Austin, TX 78714 <i>Multi-year grant for General operations</i> \$15,000.00 2012	5,000.00	0.00	0.00	5,000.00	0.00
Boys & Girls Club of Highland Lakes PO Box 190 Marble Falls, TX 78654 <i>Repairs and updates to facility</i> \$45,000.00 2014	0.00	45,000.00	0.00	15,000.00	30,000.00
Boys & Girls Clubs of Greater Fort Worth 3218 E. Belknap Street Fort Worth, TX 76111 <i>Character Development Program</i> \$40,000.00 2014	0.00	40,000.00	0.00	20,000.00	20,000.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Boys & Girls Clubs of the Austin Area 5407 North Interstate 35, Suite 400 Austin, TX 78723 <i>Character & Leadership Development Programs</i> \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
Boys & Girls Clubs of The Texas Hill Country 501 West Main Street, Suite 101 Fredericksburg, TX 78624 <i>General Operations</i> \$60,000.00 2013	40,000.00	0.00	0.00	20,000.00	20,000.00
Capital Idea P.O. Box 1784 Austin, TX 78767 <i>General Operations</i> \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
Casa Marianella 821 Gunter Street Austin, Texas 78702 <i>General operations</i> \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
CASA of Tarrant County 101 Summit Avenue, Suite 505 Fort Worth, TX 76102 <i>General Operations</i> \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00

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Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
CASA of Travis County, Inc. 7701 N Lamar Suite 301 Austin, TX 78752 <i>Child Advocacy Specialist</i> \$50,000.00 2014	0.00	50,000.00	0.00	25,000.00	25,000.00
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104-4796 <i>High School Dropout Prevention program</i> \$5,000.00 2014	0.00	5,000.00		5,000.00	0.00
Catholic Charities Diocese of Fort Worth, Inc. P.O. Box 15610 Fort Worth, TX 76119 <i>Children's Assessment Center</i> \$50,000 00 2014	0.00	50,000.00	0.00	25,000.00	25,000.00
Center for Child Protection 8509 F M. 969 Bldg. 2 Austin, TX 78724 <i>Upstream Legacy Project</i> \$60,000.00 2012	20,000.00	0.00	0.00	20,000.00	0.00
Children's Medical Center Foundation of Central Texas 4900 Mueller Boulevard Austin, TX 78723 <i>New Bed Tower Campaign</i> \$350,000.00 2012	80,000.00	0.00	0.00	80,000.00	0.00

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Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Children's Medical Center of Dallas 2777 Stemmons Frwy, Suite 700 Dallas, TX 75207 <i>Rees-Jones Center for Foster Care Excellence</i> \$10,000.00 2014	0.00	10,000.00	0.00	10,000.00	0.00
Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 <i>General Operations</i> \$25,000.00 2014	0.00	25,000.00	0.00	25,000.00	0.00
Communities In Schools - Central Texas, Inc. 3000 IH-35, Suite 200 Austin, Texas 78704 <i>ASPIRE Program</i> \$30,000.00 2014	0.00	30,000.00	0.00	15,000.00	15,000.00
Communities In Schools of Greater Tarrant County 6707 Brentwood Stair Road, Suite 510 Fort Worth, TX 76112 <i>General operating funds</i> \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
Community Enrichment Center 6250 N. E. Loop 820 Fort Worth, Texas 76180 <i>Open Arms Program</i> \$10,000.00 2013	5,000.00	0.00	0.00	5,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Dress for Success Austin 701 Tillery, #11, Suite A-5 Austin, TX 78702 <i>General Operations</i> \$30,000.00 2012	10,000.00	0.00	0.00	10,000.00	0.00
El Buen Samaritano 7000 Woodhue Drive Austin, Texas 78745 <i>Child Learning Center</i> \$10,000.00 2014	0.00	10,000.00	0.00	10,000.00	0.00
Explore Austin 2121 E Cesar Chavez St. Austin, TX 78751 <i>General Operations</i> \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
Family Crisis Center P. O. Box 736 Bastrop, TX 78602 <i>General Operating Expenses</i> \$7,500.00 2014	0.00	7,500.00	0.00	7,500.00	0.00
Family Place, The P.O. Box 7999 Dallas, TX 75209 <i>General operations</i> \$10,000.00 2014	0.00	10,000.00	0.00	10,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Family Violence Prevention Services, Inc. 7911 Broadway San Antonio, TX 78209 <i>Capital Campaign</i> \$250,000.00 2013	200,000.00	0.00	0.00	150,000.00	50,000.00
The First Tee of Fort Worth P.O. Box 4767 Fort Worth, TX 76164 <i>Ben Hogan Learning Center</i> \$15,000.00 2012	5,000.00	0.00	0.00	5,000.00	0.00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107 Children's Gala \$1,000.00 2014	0.00	1,000.00	0.00	1,000.00	0.00
Fort Worth Symphony Orchestra 330 East Fourth Street, Suite 200 Fort Worth, TX 76102 <i>Adventures in Music</i> \$25,000.00 2010	5,000.00	0.00	0.00	5,000.00	0.00
Fort Worth Zoo 1989 Colonial Parkway Fort Worth, TX 76110 <i>Wild Connection Program</i> \$200,000.00 2012	120,000.00	0.00	0.00	40,000.00	80,000.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Foster Angels of Central Texas P.O. Box 152575 Austin, TX 78715 <i>General operations</i> \$10,000.00 2014	0.00	10,000.00	0.00	5,000.00	5,000.00
Foundation Communities 3036 South First St., #200 Austin, TX 78704 <i>Children's Home Initiative</i> \$60,000.00 2014	0.00	60,000.00	0.00	40,000.00	20,000.00
George W. Bush Presidential Center 2943 SMU Boulevard Dallas, TX 75205 <i>The Women's Initiative</i> \$10,000.00 2014	0.00	10,000.00	0.00	10,000.00	0.00
Girls Incorporated of Tarrant County 2100 N Main Street, Suite 214 Fort Worth, TX 76164 General Operations \$10,000.00 2013	5,000.00	0.00	0.00	5,000.00	0.00
Grief & Loss Center of North Texas 4316 Abrams Road Dallas, TX 75214 <i>Program for low-income bereaved children</i> \$5,000.00 2014	0.00	5,000.00	0.00	5,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Healy-Murphy Center					
618 Live Oak	0.00	10,000.00	0.00	10,000.00	0.00
San Antonio, TX 78202					
<i>Child Development Center</i>					
\$10,000.00 2014					
Helping Hand Home for Children					
3804 Avenue B	0.00	30,000.00	0.00	15,000.00	15,000.00
Austin, TX 78751					
<i>General operations</i>					
\$30,000.00 2014					
Hope Alliance					
1011 Gattis School Rd., #106 Round Rock, Texas 78664	15,000.00	0.00	0.00	15,000.00	0.00
General Operations					
\$30,000 00 2013					
Houston Area Women's Center					
1010 Waugh Drive	0.00	15,000.00	0.00	15,000.00	0.00
Houston, TX 77019					
<i>General Operations</i>					
\$15,000.00 2014					
James L. West Alzheimer's Center					
1111 Summit Avenue	0.00	150,000.00	0.00	50,000.00	100,000.00
Fort Worth, TX 76102					
<i>Capital Campaign</i>					
\$150,000 00 2014					

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Jeremiah Program					
P O Box 50590	50,000.00	0.00	0.00	0.00	50,000.00
Austin, TX 78763					
<i>Capital Campaign</i>					
\$50,000.00					
2013					
Junior League of Austin					
5416 Parkcrest, Suite 100	0.00	10,000.00	0.00	10,000.00	0.00
Austin, TX 78731					
<i>FIT Program</i>					
\$10,000.00 2014					
Kids In A New Groove					
3300 Bee Caves Road, Suite 650-216	0.00	5,000.00	0.00	5,000.00	0.00
Austin, TX 78746					
<i>General operations</i>					
\$5,000.00 2014					
Kimbell Art Museum					
3333 Camp Bowie Blvd. Fort Worth, TX 76107	25,000.00	0.00	0.00	25,000.00	0.00
<i>Piano Pavilion Expansion</i>					
\$50,000.00 2013					
KIPP Dallas-Fort Worth					
3200 S. Lancaster Road, Suite 230-A	75,000.00	0.00	0.00	25,000.00	50,000.00
Dallas, TX 75216					
<i>Capacity Building Campaign</i>					
\$100,000.00 2013					

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Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
The Ladder Alliance 1100 Hemphill, Suite 302 Fort Worth, TX 76104 General operations \$2,500.00 2014	0.00	2,500.00	0.00	2,500.00	0.00
Lena Pope Home 3131 Sanguinet Street Fort Worth, TX 76107 Capital Campaign \$100,000.00 2013	75,000.00	0.00	0.00	50,000.00	25,000.00
Lift Alliance formerly Austin Children's Shelter & Safe Place 4800 Manor Road Austin, TX 78723 General Operations \$90,000.00 2012	0.00	0.00	0.00	0.00	0.00
Love Never Fails International 5617 Diamond Oaks Drive South Fort Worth, TX 76117 General Operations \$20,000.00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00
Medical Institute for Sexual Health PO Box 162306 Austin, TX 78716-2306 General Operations \$10,000.00 2014	0.00	5,000.00	5,000.00	10,000.00	0.00
National Cowgirl Museum and Hall of Fame 1720 Gendy Street Fort Worth, TX 76107 Endowment and "Renewal" of the Museum Campaign \$50,000.00 2013	25,000.00	0.00	0.00	25,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
National Domestic Violence Hotline PO Box 161810 Austin, TX 78716 <i>General Operations</i> \$10,000.00 2013	5,000.00	0.00	0.00	5,000.00	0.00
North Texas Food Bank 4500 S. Cockrell Hill Road Dallas, TX 75236-2028 <i>Food 4 Kids "backpack" Program</i> \$25,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
Open Door Preschools 3804 Cherrywood Road Austin, TX 78722 <i>Project Helping Hand</i> \$30,000.00 2014	0.00	30,000.00	0.00	15,000.00	15,000.00
The Parenting Center 2928 West 5th Street Fort Worth, TX 76107 <i>Family Life Education Program</i> \$5,000 00 2014	0.00	5,000.00	0.00	5,000.00	0 00
Performing Arts Fort Worth Maddox-Muse Administration Hall, 330 East 4th Street Fort Worth, TX 76102 <i>Children's Education Program</i> \$120,000 00 2014	0.00	120,000.00	0.00	40,000.00	80,000.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Presbyterian Night Shelter P O Box 2645 Fort Worth, TX 76113 <i>General operations</i> \$15,000.00 2013	10,000.00	0.00	0.00	5,000.00	5,000.00
Project HandUp/ The Gatehouse 1110 Post Oak Place Westlake, TX 76262 <i>The Gatehouse Capital Campaign</i> \$150,000 00 2014	0.00	150,000.00	0.00	100,000.00	50,000.00
Ronald McDonald House of Fort Worth 1004 7th Avenue Fort Worth, TX 76104 <i>Share-A-Night Program</i> \$30,000.00 2014	0.00	30,000.00	0.00	15,000.00	15,000 00
Safe Haven of Tarrant County 8701 W Bedford Euless Road, Suite 600 Hurst, TX 76053 <i>SafeShelter</i> \$60,000.00 2013	40,000.00	0.00	0.00	20,000.00	20,000.00
Safe Place PO Box 19454 Austin, TX 78760 <i>Counselling Services</i> \$30,000.00 2013	15,000.00	0.00	0.00	15,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Safe Place of the Permian Basin PO Box 11331 Midland, TX 79702 <i>Family Violence Recovery Programs</i> \$5,000.00 2014	0.00	5,000.00	0.00	5,000.00	0.00
Saint Louise House P.O. Box 150637 Austin, TX 78715 General operations \$20,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
The Salvation Army DFW Metroplex P.O. Box 36006 Dallas, TX 75235 First Choice Program \$20,000.00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00
Saving Hope 950 Commerce Street Fort Worth, TX 76102 <i>General Operations</i> \$20,000.00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00
Service Dogs, Inc. 4925 Bell Springs Road Drippings Springs, TX 78620 General operations \$20,000.00 2014	0.00	20,000.00	0.00	20,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
The Settlement Home 1600 Payton Gin Road Austin, TX 78758 Summer Program \$20,000.00 2014	0.00	20,000.00	0.00	20,000.00	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	500,000.00	0.00	0.00	250,000.00	250,000.00
St. James' Episcopal School 1941 Webberville Rd. Austin, TX 78721 <i>General Operations</i> \$25,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
St. Philip's School & Community Center 1600 Pennsylvania Ave. Dallas, TX 75215 <i>Early Childhood Program</i> \$15,000.00 2014	0.00	15,000.00	0.00	15,000.00	0.00
Strong Start/ Relief Nursery of Central Texas 2001 Justin Lane Austin, TX 78757 <i>Therapeutic Early Childhood Program</i> \$20,000 00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Tarrant Area Food Bank					
2600 Cullen Street Fort Worth, TX 76107	60,000.00	0.00	0.00	30,000.00	30,000.00
General Operations					
\$150,000.00 2012					
Teach for America - Dallas/Fort Worth					
600 N. Pearl Street, Suite S2300 Dallas, TX 75201	0.00	150,000.00	0.00	50,000.00	100,000.00
General Operations					
\$150,000.00 2014					
Texas Ballet Theater					
6845 Green Oaks Road Fort Worth, TX 76116	30,000.00	0.00	0.00	30,000.00	0.00
General Operations					
\$60,000.00 2013					
Texas Boys Choir					
3901 S. Hulen Street	0.00	5,000.00	0.00	5,000.00	0.00
Fort Worth, TX 76109					
The charter school, Texas School of the Arts					
\$5,000.00 2014					
Texas Christian University - Center for Texas Studies					
TCU Box 297201	120,000.00	0.00	0.00	80,000.00	40,000.00
Fort Worth, TX 76129					
Endowment					
\$160,000.00 2013					

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Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Creative Action					
701 Tillery Street, Box 9 Austin, TX 78702 <i>Campaign for new building</i> \$60,000.00 2012	30,000.00	0.00	0.00	30,000.00	0.00
Trinity Center					
304 E. 7th Street Austin, TX 78701 <i>General Operations</i> \$30,000.00 2013	20,000.00	0.00	0.00	10,000.00	10,000.00
Union Gospel Mission of Tarrant County					
1321 E. Lancaster Fort Worth, TX 76102 Capital Campaign \$60,000.00 2013	40,000.00	0.00	0.00	20,000.00	20,000.00
United Community Centers					
1200 East Maddox Avenue Fort Worth, TX 76104 <i>Endowment</i> \$60,000.00 2013	40,000.00	0.00	0.00	20,000.00	20,000.00
United Way for Greater Austin					
2000 E MLK Jr. Blvd. Austin, TX 78702 <i>Success by 6</i> \$50,000.00 2013	25,000.00	0.00	0.00	25,000.00	0.00

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Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
United Way of Tarrant County 1500 N. Main Street, Suite 200 Fort Worth, TX 76164 Reading Oasis Program \$10,000.00 2014	0.00	10,000.00	0.00	10,000.00	0.00
University of Texas M.D. Anderson Cancer Center P.O. Box 301439 Houston, TX 77230 <i>Clinical Cancer Genetics Program</i> \$250,000.00 2012	150,000.00	0.00	0.00	50,000.00	100,000.00
Van Cliburn Foundation 2525 Ridgmar Blvd., Ste 307 Fort Worth, TX 76116 Musical Awakenings \$20,000 00 2014	0.00	20,000.00	0.00	10,000.00	10,000.00
Warm Place 809 Lipscomb St Fort Worth, TX 76104 <i>Parent Loss Grief Support Group</i> \$30,000.00 2014	0.00	30,000.00	0.00	15,000.00	15,000.00
West Texas Food Bank 1008 E. 2nd Street Odessa, TX 79761 Capital Campaign \$30,000.00 2014	0.00	30,000.00	0.00	15,000.00	15,000.00

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Fiscal Year 2014

Recipient and/or Purpose	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
The Women's Center of Tarrant County, Inc. 1723 Hemphill Fort Worth, TX 76110 <i>Free Counseling for Victimized Children Program</i> \$40,000.00 2013	0.00	20,000.00	0.00	20,000.00	0.00
YWCA of Fort Worth 512 West 4th Street Fort Worth, TX 76102 <i>Child Development Programs</i> \$15,000.00 2013	10,000.00	0.00	0.00	5,000.00	5,000.00
Grand Totals	2,380,000.00	1,621,000.00	5,000.00	2,476,000.00	1,530,000.00

To Form 990PF To Form 990PF
Part XV, Line 3A Part XV, Line 3B

FORM 990PF, PART IV, SCHEDULE OF CAPITAL GAINS & LOSSES

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						<u>Gain (Loss)</u>		
<u>Purchase</u>	<u>Date</u>	<u>Sales Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Short-Term</u>	<u>Long-Term</u>
Various	01/16/14		6,000	Petsmart, Inc.	389,842	150,203		239,640
Various	04/29/14		12,750	Nuance Communications, Inc.	206,000	254,783		(48,784)
Various	06/18/14		874	Time, Inc.	19,881	9,673		10,208
Various	07/01/14		6,000	Covidien PLC	545,812	289,676		256,136
Various	08/19/14		6,500	Emerson Electric Co.	416,736	300,007		116,729
Various	10/22/14		3,700	Liberty Media Corp: Series A	169,756	143,551		26,205
Various	10/22/14		7,400	Liberty Media Corp: Series C	337,054	276,804		60,250
Various	12/15/14		749	Halyard Health, Inc.	28,887	13,244		15,643
02/09/10	06/18/14		160,000	Nasdaq OMX Group	163,325	159,451		3,874
02/09/10	06/18/14		160,000	Nasdaq OMX Group	163,325	159,451		3,874
10/10/13	11/24/14		150,000	Verizon Communications	159,449	159,522		(73)
TOTAL REALIZED GAINS & LOSSES					2,600,066	1,916,365	-	683,701

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)	
2,600,066.		SEE ATTACHMENT 13 PROPERTY TYPE: SECURITIES 1,916,365.				P	VARIOUS 683,701.	VARIOUS
TOTAL GAIN (LOSS)							<u>683,701.</u>	