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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

2015**Open to Public Inspection****For calendar year 2015 or tax year beginning , 2015, 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)
4400 POST OAK PARKWAY	2550	(713) 622-5420
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		C If exemption application is pending, check here. ☐
G Check all that apply		D 1 Foreign organizations, check here. ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
☐ Address change	☐ Name change	
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) ▶ \$ 54,236,678.		
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)		1,007,001.	See Contribution Schedule		
2 Check ☐ if the foundation is not required to attach Sch B.					
3 Interest on savings and temporary cash investments.		1,645.	1,645.		ATCH 1
4 Dividends and interest from securities		885,541.	885,541.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		797,498.			
b Gross sales price for all assets on line 6a 6,540,630.					
7 Capital gain net income (from Part IV, line 2)			797,498.		
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		2,691,685.	1,684,684.		
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]		270,247.	270,247.		
17 Interest					
18 Taxes (attach schedule) (see instructions) [4]		14,144.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		3,802.			
24 Total operating and administrative expenses. Add lines 13 through 23.		288,193.	270,247.		
25 Contributions, gifts, grants paid		2,692,511.			2,692,511.
26 Total expenses and disbursements. Add lines 24 and 25		2,980,704.	270,247.		2,692,511.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-289,019.			
b Net investment income (if negative, enter -0-)			1,414,437.		
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		9,474,260.	11,557,355.	11,557,355.
	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			15,856.	15,856.
	10a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 6		24,450,983.	25,457,730.	41,184,205.
	c	Investments - corporate bonds (attach schedule) ATCH 7		4,879,866.	1,465,917.	1,479,262.
	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)		38,805,109.	38,496,858.	54,236,678.	
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)		19,232.	0.		
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		35,128,799.	36,135,800.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .		3,657,078.	2,361,058.	
	30	Total net assets or fund balances (see instructions)		38,785,877.	38,496,858.	
	31	Total liabilities and net assets/fund balances (see instructions)		38,805,109.	38,496,858.	

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	38,785,877.
2	Enter amount from Part I, line 27a	2	-289,019.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,496,858.
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	38,496,858.

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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 - ATTACHMENT 12					
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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
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	797,498.	
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))
2014	2,476,000.	54,858,140.	0.045135
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
2 Total of line 1, column (d)			2 0.231294
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 0.046259
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 54,625,818.
5 Multiply line 4 by line 3			5 2,526,936.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,144.
7 Add lines 5 and 6			7 2,541,080.
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 2,692,511.

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)		1	14,144.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	14,144.
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	14,144.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 30,000.		
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	30,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,856.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 15,856. 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) ☒ 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 2015 or the taxable year beginning in 2015 (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	Yes	No
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 2015, 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. 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 2015? ☐	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015) ☐	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 2015? ☐	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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 ▶

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	44,827,559.
b	Average of monthly cash balances	1b	10,630,124.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	55,457,683.
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	55,457,683.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	831,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,625,818.
6	Minimum investment return. Enter 5% of line 5	6	2,731,291.

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	2,731,291.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,144.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,144.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,717,147.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,717,147.
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	2,717,147.

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	2,692,511.
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	2,692,511.
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	14,144.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,678,367.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,717,147.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			2,684,901.	
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>2,692,511.</u>				
a Applied to 2014, but not more than line 2a			2,684,901.	
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 2015 distributable amount.				7,610.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015 . (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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				2,709,537.
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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

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

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 10

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 11	NONE	PC		2,692,511.
Total			3a	2,692,511.
b Approved for future payment ATTACHMENT 11	NONE	PC		1,714,000.
Total			3b	1,714,000.

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	1,645.	
4 Dividends and interest from securities				14	885,541.	
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	797,498.	
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)					1,684,684.	
13 Total. Add line 12, columns (b), (d), and (e)						1,684,684.

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 ☒ Mary Nell Sauer 5-13-16

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 <i>Thomas M. Wright</i>	Date 5/9/16	Check ☐ If self-employed	PTIN P01344098
	Firm's name ▶ RSM US, LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 1400 POST OAK BLVD., SUITE 900 HOUSTON, TX 77056			Phone no. 713-625-3500	

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

OMB No 1545-0047

2015

▶ 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 for 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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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)	
481,469.		SEE ATTACHMENT 12 611,939.					VARIOUS -130,470.	VARIOUS
6,059,161.		SEE ATTACHMENT 12 5,131,193.					VARIOUS 927,968.	VARIOUS
TOTAL GAIN (LOSS)							<u>797,498.</u>	

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	1,348
AUGUST & JANYTH HERRINGTON	CASH	12/18/2015	1,500
ERMA LOWE CHARITABLE UNITRUST 4400 POST OAK PARKWAY, SUITE 2550 HOUSTON, TX 77027	CASH	VARIOUS	4,153
MARY RALPH LCWE 4400 POST OAK PARKWAY, SUITE 2550 HOUSTON, TX 77027	CASH	11/6/2015	500,000
MARY RALPH LOWE 4400 POST OAK PARKWAY, SUITE 2550 HOUSTON, TX 77027	CASH	11/20/2015	500,000
TOTAL - TO FORM 990PF, PART I, LINE 1			<u>1,007,001</u>

ATTACHMENT 1

FORM 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	1,645.	1,645.
TOTAL	<u>1,645.</u>	<u>1,645.</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	654,605.	654,605.
MORGAN STANLEY - DIVIDENDS	120,634.	120,634.
MORGAN STANLEY - INTEREST	109,997.	109,997.
DREYFUS - AMEGY BANK - DIVIDENDS	305.	305.
TOTAL	<u>885,541.</u>	<u>885,541.</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	270,247.	270,247.
TOTALS	<u>270,247.</u>	<u>270,247.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	14,144.
TOTALS	<u>14,144.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUPPLIES & POSTAGE	223.	NONE
SOFTWARE MAINTENANCE	2,467.	NONE
INTERNET SERVICES	756.	NONE
PENALTIES & INTEREST	356.	NONE
TOTALS	<u>3,802.</u>	<u>NONE</u>

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

Description	Quantity	Total Cost	Market Value
Abbott Laboratories	8,700	249,039	390,717
Abbvie Inc	11,000	354,676	651,640
Adobe Systems Incorporated	9,900	310,435	930,006
Akamai Technologies Inc.	7,750	362,166	407,883
Alphabet Inc Class A	550	170,106	427,906
Alphabet Inc Class C	551	169,377	418,143
Amazon.com Inc.	1,200	293,341	811,068
Amgen Inc	4,000	292,084	649,320
Apple Inc	7,000	270,851	736,820
Ball Corp.	11,000	384,463	800,030
Bok Financial Corp.	6,000	341,164	358,740
BRK-B	3,500	308,509	462,140
Cabot Oil & Gas Corp.	18,000	32,153	318,420
Celgene Corp.	9,300	281,765	1,113,768
Coca-cola Co.	13,600	398,398	584,256
Colgate-palmolive Co.	4,000	68,661	266,480
Comerica Inc.	17,700	636,331	740,391
Conocophillips	9,000	494,605	420,210
Copart Inc.	12,000	449,853	456,120
Cullen/frost Bankers Inc.	7,800	428,313	468,000
Danaher Corp.	8,000	337,893	743,040
E.i. Du Pont De Nemours And Co	9,000	370,081	599,400
Ebay Inc.	10,000	219,336	274,800
Ecolab Inc.	4,525	513,839	517,570
Emc Corp.	14,000	203,755	359,520
Eog Resources Inc.	9,000	499,316	637,110
Exxon	6,000	352,455	467,700
Fmc Corp.	13,000	509,809	508,690
Franklin Electric Co. Inc.	16,840	378,931	455,185
Glacier Bancorp Inc.	31,700	476,783	841,001
Home Depot Inc.	5,000	341,321	661,250
Honeywell International Inc.	7,000	343,929	724,990
International Business Machine	2,980	336,689	410,108
Jarden Corp.	15,975	224,314	912,492
Johnson & Johnson	6,900	435,472	708,768
Jp Morgan Chase	6,700	448,840	442,401
Kimberly-clark Corp.	6,000	305,729	763,800
Kinder Morgan	33,400	1,000,682	498,328
Kirby Corp.	10,000	279,921	526,200
Martin Marietta Materials Inc.	5,000	454,632	682,900
Medtronic Plc	6,000	466,833	461,520
Memorial Resource Development	13,500	337,451	218,025
Merck & Co. Inc.	7,100	312,106	375,022
Microsoft Corporation	7,800	249,295	432,744
Monsanto Co.	4,500	348,497	443,340
National Instruments Corp.	9,500	243,333	272,555

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

=====

Description	Quantity	Total Cost	Market Value
Nike Inc. Cl B	10,590	482,532	661,875
Paypal Holdings Inc	10,000	339,189	362,000
Pepsico Inc.	6,500	313,022	649,480
Perkinelmer Inc.	16,300	412,768	873,191
Pfizer Inc.	21,800	440,631	703,704
Procter & Gamble Co.	7,200	420,072	571,752
Prudential Financial Inc.	6,500	466,748	529,165
Range Resources Corp.	5,000	196,679	123,050
Reliance Steel & Aluminum Co.	4,800	60,264	277,968
Rockwell Collins Inc.	7,000	413,047	646,100
Roper Industries Inc.	4,500	324,294	854,055
Sabre Corp	19,400	435,776	542,618
Thermo Fisher Scientific	6,000	220,412	851,100
Tiffany & Co.	4,000	133,297	305,160
Time Warner Inc	7,000	229,157	452,690
Tortoise Energy Infrastructure	40,000	550,820	1,112,800
Tractor Supply Co.	9,000	73,735	769,500
Trimble Navigation Limited	19,000	385,427	407,550
U.s. Bancorp	17,900	513,780	763,793
Union Pacific Corp.	7,000	314,046	547,400
Valmont Industries Inc.	2,470	344,326	261,869
Vf Corp.	12,000	363,562	747,000
Walgreens Boots Alliance Inc	10,500	341,493	894,128
Walt Disney	5,480	481,979	575,838
Waste Connections Inc.	12,000	372,271	675,840
Wells Fargo & Co.	12,400	540,871	674,064
TOTALS		<u>25,457,730</u>	<u>41,184,205</u>

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

=====

Description	Quantity	Total Cost	Market Value
ALCOA INC	100,000	105,566	104,813
CENTERPOINT ENG	110,000	122,432	121,203
ENTERPRISE PROD	200,000	201,614	202,731
GEN ELEC CAP CORP	200,000	213,635	216,566
JP MORGAN CHASE	225,000	224,786	227,792
JP MORGAN CHASE	225,000	224,786	227,792
KRAFT FOODS INC	200,000	217,229	219,984
TIME WARNER CABLE	150,000	155,868	158,382
		<u>1,465,917</u>	<u>1,479,262</u>

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

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

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 - 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

12/31/2015

Fiscal Year 2015

Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
All Saints' Episcopal Church 5001 Crestline Road Fort Worth, Texas 76107 <i>Support the Youth Ministry</i> \$60,000.00 2014	30,000.00	0.00	0.00	30,000.00	0.00
All Saints' Episcopal Church 5001 Crestline Road Fort Worth, Texas 76107 <i>Handicapped Accessibility Project</i> \$20,000.00 2015	0.00	20,000.00	0.00	20,000.00	0.00
Alliance For Children 908 Southland Avenue Fort Worth, TX 76104 <i>General operations</i> \$30,000.00 2014	15,000.00	0.00	0.00	15,000.00	0.00
Ann Richards Schol Foundation P.O. Box 41072 Austin, TX 78704-9998 <i>Enhancement Programming</i> \$10,000.00 2015	0.00	10,000.00	0.00	10,000.00	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 2015	0.00	25,000.00	0.00	25,000.00	0.00
Aspen Valley Hospital Foundation 0401 Castle Creek Road Aspen, CO 81611 <i>Capital Campaign</i> \$250,000.00 2015	0.00	250,000.00	0.00	200,000.00	50,000.00

Schedule of Appropriations and Payments

12/31/2015

Fiscal Year 2015

Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Austin Achieve Public Schools 5908 Manor Road Austin, TX 78723 <i>Optimistic Modern Girls Program</i> \$5,000.00 2015	0.00	5,000.00	0.00	5,000.00	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	50,000.00	0.00	0.00	50,000.00	0.00
Austin YMBL Sunshine Camps P.O. Box 684980 Austin, Texas 78768 <i>Capital Campaign</i> \$50,000.00 2014	25,000.00	0.00	0.00	25,000.00	0.00
AVANCE - Austin 4818 E. Ben White Blvd., Suite 205 Austin, TX 78741 <i>Parent-Child Education Program</i> \$20,000.00 2014	10,000.00	0.00	0.00	10,000.00	0.00
Baylor All Saints Medical Center 1400 Eighth Avenue Fort Worth, TX 76104 <i>Project NICU</i> \$15,000.00 2015	0.00	15,000.00	0.00	15,000.00	0.00

Schedule of Appropriations and Payments

12/31/2015

Fiscal Year 2015

Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
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	20,000.00	0.00
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	10,000.00	0.00	0.00	10,000.00	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	30,000.00	0.00	0.00	15,000.00	15,000.00
Boys & Girls Clubs of Greater Fort Worth 3218 E. Belknap Street Fort Worth, TX 76111 <i>Character Development Program</i> \$40,000.00 2014	20,000.00	0.00	0.00	10,000.00	10,000.00
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	20,000.00	0.00	0.00	20,000.00	0.00

Schedule of Appropriations and Payments

12/31/2015

Fiscal Year 2015

Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Cancer Care Services 623 South Henderson Fort Worth, TX 76104 <i>Hope Chest</i> \$25,000.00 2015	0.00	25,000.00	0.00	15,000.00	10,000.00
Captain Hope's Kids/ Hope Supply Co. 10480 Shady Trail , Suite 104 Dallas, TX 75220 General Operations \$30,000.00 2015	0.00	30,000.00	0.00	15,000.00	15,000.00
Casa Marianella 821 Gunter Street Austin, Texas 78702 <i>General operations</i> \$20,000.00 2015	0.00	20,000.00	0.00	10,000.00	10,000.00
CASA of Tarrant County 101 Summit Avenue, Suite 505 Fort Worth, TX 76102 <i>General Operations</i> \$50,000.00 2015	0.00	50,000.00	0.00	25,000.00	25,000.00
CASA of Travis County, Inc. 7701 N. Lamar Suite 301 Austin, TX 78752 <i>Child Advocacy Specialist</i> \$50,000.00 2014	25,000.00	0.00	0.00	25,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104-4796 <i>High School Dropout Prevention program</i> \$10,000.00 2015	0.00	10,000.00	0.00	5,000.00	5,000.00
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	25,000.00	0.00	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	15,000.00	0.00	0.00	15,000.00	0.00
Communities In Schools of Greater Tarrant County 6707 Brentwood Stair Road, Suite 510 Fort Worth, TX 76112 <i>General operating funds</i> \$30,000.00 2015	0.00	30,000.00	0.00	15,000.00	15,000.00
Cook Children's Medical Center 801 7th Avenue Fort Worth, TX 76104 <i>Capital Campaign for South Tower</i> \$500,000.00 2015	0.00	500,000.00	0.00	274,000.00	226,000.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Educational First Steps 2100 Circle Drive, Suite 300 Fort Worth, TX 76119 <i>Growth Initiative</i> \$25,000.00 2015	0.00	25,000.00	0.00	25,000.00	0.00
Explore Austin 2121 E. Cesar Chavez St Austin, TX 78751 <i>Girls' Explore Program</i> \$30,000.00 2015	0.00	30,000.00	0.00	10,000.00	20,000.00
Family Crisis Center P. O. Box 736 Bastrop, TX 78602 <i>General Operating Expenses</i> \$7,500.00 2015	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> \$20,000.00 2015	0.00	20,000.00	0.00	10,000.00	10,000.00
Family Violence Prevention Services, Inc. 7911 Broadway San Antonio, TX 78209 <i>Capital Campaign</i> \$250,000.00 2013	50,000.00	0.00	0.00	50,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Fort Worth Zoo					
1989 Colonial Parkway	80,000.00	0.00	0.00	40,000.00	40,000.00
Fort Worth, TX 76110					
Wild Connection Program					
\$200,000.00 2012					
Foster Angels of Central Texas					
P.O. Box 152575 Austin, TX 78715	5,000.00	0.00	0.00	5,000.00	0.00
General operations					
\$10,000.00 2014					
Foundation Communities					
3036 South First St., #200	20,000.00	0.00	0.00	20,000.00	0.00
Austin, TX 78704					
Children's Home Initiative					
\$60,000.00 2014					
Genesis Women's Shelter					
4411 Lemmon Avenue, Suite 201	0.00	20,000.00	0.00	10,000.00	10,000.00
Dallas, TX 75219					
General Operating Costs at the Emergency Shelter					
\$20,000.00 2015					
Grief & Loss Center of North Texas					
4316 Abrams Road	0.00	10,000.00	0.00	5,000.00	5,000.00
Dallas, TX 75214					
Sam's Place Group					
\$10,000.00 2015					

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Haven for Hope 1 Haven for Hope Way San Antonio, TX 78207 <i>General Operations</i> \$20,000.00 2015	0.00	20,000.00	0.00	20,000.00	0.00
Healy-Murphy Center 618 Live Oak San Antonio, TX 78202 <i>Child Development Center</i> \$10,000.00 2015	0.00	10,000.00	0.00	10,000.00	0.00
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751 <i>General operations</i> \$10,000.00 2014	15,000.00	0.00	0.00	15,000.00	0.00
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751 <i>Champions for Children Matching Grant</i> \$1,000.00 2015	0.00	1,000.00	0.00	1,000.00	0.00
Hill Country Conservancy - Violet Crown Trail P.O. Box 163125 Austin, TX 78716 <i>Violet Crown Trail</i> \$5,000.00 2015	0.00	5,000.00	0.00	5,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Hill Country Science Mill					
P.O. Box 38	0.00	30,000.00	0.00	15,000.00	15,000.00
Johnson City, TX 78636					
<i>Program Expenses</i>					
\$30,000.00 2015					
James L. West Alzheimer's Center					
1111 Summit Avenue	100,000.00	0.00	0.00	50,000.00	50,000.00
Fort Worth, TX 76102					
<i>Capital Campaign</i>					
\$150,000.00 2014					
Jeremiah Program					
P.O. Box 50590	50,000.00	0.00	0.00	25,000.00	25,000.00
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>Food In Tummies</i>					
\$10,000.00 2015					
Kimbell Art Museum					
3333 Camp Bowie Blvd. Fort Worth, TX 76107	0.00	100,000.00	0.00	50,000.00	50,000.00
<i>Teen Programs</i>					
\$100,000.00 2015					

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
KIPP Austin College Prep 8509 F.M. 969, Building 513 Austin, TX 78724 <i>Four-year grant for expansion funds</i> \$200,000.00 2015	0.00	200,000.00	0.00	50,000.00	150,000.00
KIPP Dallas-Fort Worth 3200 S. Lancaster Road, Suite 230-A Dallas, TX 75216 <i>Capacity Building Campaign</i> \$100,000.00 2013	50,000.00	0.00	0.00	25,000.00	25,000.00
KIPP San Antonio College Preparatory Schools 731 Fredericksburg Road San Antonio, TX 78201 <i>General Operations during Expansion</i> \$200,000.00 2015	0.00	200,000.00	0.00	50,000.00	150,000.00
The Ladder Alliance 1100 Hemphill, Suite 302 Fort Worth, TX 76104 <i>General operations</i> \$6,000.00 2015	0.00	6,000.00	0.00	3,000.00	3,000.00
Lena Pope Home 3131 Sanguinet Street Fort Worth, TX 76107 Capital Campaign \$100,000.00 2013	25,000.00	0.00	0.00	25,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Lift Alliance formerly Austin Children's Shelter & Safe Place 4800 Manor Road Austin, TX 78723 <i>General Operations of Austin Children's Services & Safe Place</i> \$180,000.00 2015	0.00	180,000.00	0.00	60,000.00	120,000.00
Love Never Fails International 5617 Diamond Oaks Drive South Fort Worth, TX 76117 <i>General Operations</i> \$20,000.00 2014	10,000.00	0.00	0.00	10,000.00	0.00
Modern Art Museum of Fort Worth 3200 Damrell Street Fort Worth, TX 76107 <i>Operating Endowment</i> \$200,000.00 2015	0.00	200,000.00	0.00	50,000.00	150,000.00
National Cowgirl Museum and Hall of Fame 1720 Gendy Street, Fort Worth, TX 76107 <i>Museum Renovation Project and Adventure Backpack Program</i> \$220,000.00 2015	0.00	220,000.00	0.00	120,000.00	100,000.00
National Domestic Violence Hotline PO Box 161810 Austin, TX 78716 <i>General Operations</i> \$20,000.00 2015	0.00	20,000.00	0.00	10,000.00	10,000.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Open Door Preschools 3804 Cherrywood Road Austin, TX 78722 <i>Project Helping Hand</i> \$30,000.00 2014	15,000.00	0.00	0.00	15,000.00	0.00
Open Door Recovery House 1107 Hwy 1431 #251 Marble Falls, TX 78654 <i>Program Manager and General Operations</i> \$30,000.00 2015	0.00	30,000.00	0.00	15,000.00	15,000.00
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	80,000.00	0.00	0.00	40,000.00	40,000.00
Presbyterian Night Shelter P.O. Box 2645 Fort Worth, TX 76113 <i>General operations</i> \$15,000.00 2013	5,000.00	0.00	0.00	5,000.00	0.00
Presbyterian Night Shelter P.O. Box 2645 Fort Worth, TX 76113 <i>Campaign for Women & Children</i> \$50,000.00 2015	0.00	50,000.00	0.00	25,000.00	25,000.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Project HandUp/ The Gatehouse 1110 Post Oak Place Westlake, TX 76262 <i>The Gatehouse Capital Campaign</i> \$150,000.00 2014	50,000.00	0.00	0.00	50,000.00	0.00
Ronald McDonald House Charities of Central Texas 1315 Barbara Jordan Blvd. Austin, TX 78723 <i>Ronald McDonald Family Room in Bryan, TX</i> \$30,000.00 2015	0.00	30,000.00	0.00	30,000.00	0.00
Ronald McDonald House of Fort Worth 1004 7th Avenue Fort Worth, TX 76104 <i>Share-A-Night Program</i> \$30,000.00 2014	15,000.00	0.00	0.00	15,000.00	0.00
Safe Haven of Tarrant County 8701 W. Bedford Euleess Road, Suite 600 Hurst, TX 76053 <i>SafeShelter</i> \$60,000.00 2013	20,000.00	0.00	0.00	20,000.00	0.00
Saint Louise House P.O. Box 150637 Austin, TX 78715 <i>General operations</i> \$40,000.00 2015	0.00	40,000.00	0.00	20,000.00	20,000.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
The Salvation Army DFW Metroplex P.O. Box 36006 Dallas, TX 75235 First Choice Program \$20,000.00 2014	10,000.00	0.00	0.00	10,000.00	0.00
Saving Hope 950 Commerce Street Fort Worth, TX 76102 <i>General Operations</i> \$20,000.00 2014	10,000.00	0.00	0.00	10,000.00	0.00
The Seton Fund, Seton Medical Center 1201 West 38th Street Austin, TX 78705 <i>Big Pink Bus</i> \$20,000.00 2015	0.00	20,000.00	0.00	20,000.00	0.00
Siraca Studios 1013 W. Magnolia Avenue Fort Worth, TX 76104 <i>General Operations</i> \$40,000.00 2015	0.00	40,000.00	0.00	20,000.00	20,000.00
Southwestern Medical Center 5323 Harry Hines Blvd Dallas, TX 75390 <i>Alzheimer's Research with Dr. Powell</i> \$1,000,000.00 2012	250,000.00	0.00	0.00	250,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
Strong Start/ Relief Nursery of Central Texas 2001 Justin Lane Austin, TX 78757 <i>Therapeutic Early Childhood Program</i> \$20,000.00 2014	10,000.00	0.00	0.00	10,000.00	0.00
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107 General Operations \$150,000.00 2012	30,000.00	0.00	0.00	30,000.00	0.00
Teach for America - Dallas/Fort Worth 600 N. Pearl Street, Suite S2300 Dallas, TX 75201 <i>General Operations</i> \$150,000.00 2014	100,000.00	0.00	0.00	50,000.00	50,000.00
Texas Ballet Theater 6845 Green Oaks Road Fort Worth, TX 76116 <i>Endowment</i> \$100,000.00 2015	0.00	100,000.00	0.00	40,000.00	60,000.00
Texas Christian University - Center for Texas Studies TCU Box 297201 Fort Worth, TX 76129 <i>Endowment</i> \$160,000.00 2013	40,000.00	0.00	0.00	40,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
TherapyWorks P.O. Box 1707 Manchaca, TX 78652 <i>General Operations</i> \$5,000.00 2015	0.00	5,000.00	-3,989.00	1,011.00	0.00
Trinity Center 304 E. 7th Street Austin, TX 78701 <i>General Operations</i> \$30,000.00 2013	10,000.00	0.00	0.00	10,000.00	0.00
Trinity Episcopal School 3901 Bee Cave Road Austin, TX 78746 <i>Kitchen project, scholarship and professional development</i> \$16,000.00 2015	0.00	16,000.00	0.00	16,000.00	0.00
Union Gospel Mission of Tarrant County 1321 E. Lancaster Fort Worth, TX 76102 <i>Capital Campaign</i> \$60,000.00 2013	20,000.00	0.00	0.00	20,000.00	0.00
United Community Centers 1200 East Maddox Avenue Fort Worth, TX 76104 <i>Endowment</i> \$60,000.00 2013	20,000.00	0.00	0.00	20,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
United Way for Greater Austin 2000 E. MLK Jr. Blvd. Austin, TX 78702 <i>Success by 6</i> \$100,000.00 2015	0.00	100,000.00	0.00	50,000.00	50,000.00
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	100,000.00	0.00	0.00	50,000.00	50,000.00
Van Cliburn Foundation 2525 Ridgmar Blvd., Ste. 307 Fort Worth, TX 76116 Musical Awakenings \$20,000.00 2014	10,000.00	0.00	0.00	10,000.00	0.00
Warm Place 809 Lipscomb St Fort Worth, TX 76104 <i>Parent Loss Grief Support Group</i> \$30,000.00 2014	15,000.00	0.00	0.00	15,000.00	0.00
West Texas Food Bank 1908 E. 2nd Street Odessa, TX 79761 <i>Capital Campaign</i> \$30,000.00 2014	15,000.00	0.00	0.00	15,000.00	0.00
A Wish With Wings, Inc. 3751 West Freeway, Fort Worth, TX 76107 <i>5 Magical Disney World Wishes</i> \$25,000.00 2015	0.00	25,000.00	0.00	25,000.00	0.00

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Recipient and/or Purpose	Beginning Balance 2015	Newly Allocated 2015	Amended 2015	Amount Paid 2015	Ending Balance 2015
The Women's Center of Tarrant County, Inc.					
1723 Hemphill	0.00	60,000.00	0.00	30,000.00	30,000.00
Fort Worth, TX 76110					
<i>Victimized Children Program</i>					
\$60,000.00 2015					
Wonders & Worries					
9101 Burnet Road, Suite 107	0.00	60,000.00	0.00	20,000.00	40,000.00
Austin, TX 78758					
<i>Multi-year grant for general operations</i>					
\$60,000.00 2015					
Center for Transforming Lives (formerly YWCA of Fort Worth)					
512 West 4th Street	5,000.00	0.00	0.00	5,000.00	0.00
Fort Worth, TX 76102					
<i>Child Development Programs</i>					
\$15,000.00 2013					
Grand Totals	1,530,000.00	2,880,500.00	(3,989.00)	2,692,511.00	1,714,000.00

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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Purchase Date	Sales Date	Quantity	Security	Proceeds	Cost Basis	Gain (Loss)	
						Short-Term	Long-Term
08/19/14	08/17/15	100,000	KOHL'S CORP	111,632	110,882	750	
08/19/14	07/14/15	5,600	DOVER CORP.	369,836	501,057	(131,220)	
				481,469	611,939	(130,470)	-
01/25/10	02/02/15	350,000	ADOBE SYSTEMS INC	350,000	350,000		-
01/09/13	05/04/15	0.51	ALPHABET INC CLASS C	284	186		98
06/09/10	05/04/15	135,000	ALTRIA GROUP INC	136,644	134,287		2,357
06/09/10	09/11/15	135,000	ALTRIA GROUP INC	135,000	134,287		713
10/07/13	05/04/15	125,000	AMERN INTL GROUP	127,119	127,506		(387)
08/20/10	07/02/15	275,000	ARCELORMITTAL	276,036	272,558		3,478
VARIOUS	07/13/15	1,800	CHEMOURS CO.	20,606	19,827		779
VARIOUS	09/23/15	11,650	DENTSPLY INTERNATIONAL INC.	614,375	409,296		205,079
VARIOUS	01/13/15	14,400	HANCOCK HOLDING CO.	377,814	465,747		(87,933)
12/10/12	05/04/15	150,000	HEWLETT-PACKARD	151,118	148,814		2,304
02/12/10	03/02/15	500,000	LIFE TECHNOLOGIES	500,000	500,000		-
03/11/10	03/16/15	450,000	MEDTRONIC INC	450,000	450,000		-
06/09/10	05/04/15	225,000	ONTARIO PROVINCE	225,601	224,897		704
VARIOUS	06/18/15	10,000	PALL CORP.	1,242,509	586,818		655,692
03/10/10	09/30/15	420,000	POTASH CORP	420,000	420,000		-
02/18/10	09/22/15	225,000	SHELL INTL FINANCIAL	225,000	225,000		-
07/08/13	03/16/15	3,380	TIME WARNER CABLE INC.	529,055	384,315		144,740
04/28/10	10/15/15	28,000	TYCO INTL GROUP	28,000	27,969		31
03/23/10	04/15/15	250,000	WELLS FARGO	250,000	249,688		313
				6,059,161	5,151,193	-	927,968
TOTAL REALIZED GAINS & LOSSES				6,540,630	5,743,131	(130,470)	927,968