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

OMB No. 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

The Simmons Foundation
109 N. Post Oak Lane #220
Houston, TX 77024

A Employer identification number
76-0398915

B Telephone number (see the instructions)
713-580-1800

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, column (c), line 16)
 J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

\$ 14,933,525.

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 the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1,438.	1,438.	N/A	
4 Dividends and interest from securities	389,985.	389,985.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	1,669,851.			
b Gross sales price for all assets on line 6a	5,592,114.			
7 Capital gain net income (from Part IV, line 2)		1,669,851.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,045,408.	2,061,274.		
13 Compensation of officers, directors, trustees, etc.	170,889.			170,889.
14 Other employee salaries and wages	46,664.			46,664.
15 Pension plans, employee benefits	36,208.			36,208.
16a Legal fees (attach schedule) See St 2	3,406.			3,406.
b Accounting fees (attach sch) See St 3	2,200.	1,100.		1,100.
c Other prof fees (attach sch) See St 4	73,917.	58,917.		15,000.
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 5	31,483.	2,403.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	10,646.			10,646.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	20,032.	1,050.		18,982.
24 Total operating and administrative expenses. Add lines 13 through 23	395,445.	63,470.		302,895.
25 Contributions, gifts, grants paid Part XV	3,323,984.			3,323,984.
26 Total expenses and disbursements. Add lines 24 and 25	3,719,429.	63,470.		3,626,879.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,674,021.			
b Net investment income (if negative, enter -0-)		1,997,804.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	889,950.	713,768.	713,768.
	3 Accounts receivable 11,408.			
	Less: allowance for doubtful accounts	33,421.	11,408.	11,408.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,100.	1,492.	1,492.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 7	8,897,083.	7,253,269.	10,640,258.
	c Investments — corporate bonds (attach schedule) Statement 8...	1,133,416.	1,301,403.	1,341,813.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 9	2,053,964.	2,053,573.	2,224,786.	
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 instructions. Also, see page 1, item I)	13,008,934.	11,334,913.	14,933,525.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	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. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,008,934.	11,334,913.	
	30 Total net assets or fund balances (see the instructions)	13,008,934.	11,334,913.	
31 Total liabilities and net assets/fund balances (see the instructions)	13,008,934.	11,334,913.		

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	13,008,934.
2 Enter amount from Part I, line 27a	2	-1,674,021.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	11,334,913.
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	11,334,913.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Sale of Marketable Securities	P	Various	Various
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,592,114.		3,922,263.	1,669,851.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,669,851.
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	1,669,851.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	3,316,493.	18,070,752.	0.183528
2008	3,035,405.	23,252,388.	0.130542
2007	2,435,781.	26,763,819.	0.091010
2006	2,097,696.	25,531,912.	0.082160
2005	2,075,682.	24,752,890.	0.083856

2 Total of line 1, column (d)	2	0.571096
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	0.114219
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,150,602.
5 Multiply line 4 by line 3	5	1,730,487.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,978.
7 Add lines 5 and 6	7	1,750,465.
8 Enter qualifying distributions from Part XII, line 4	8	3,626,879.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	19,978.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	19,978.
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	19,978.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	32,344.	
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	32,344.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,360.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 12,360. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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. See Statement 10 \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.thesimmonsfoundation.org</u>	13	X	
14	The books are in care of <u>Rebecca C. Young</u> Telephone no. <u>713-580-1800</u> Located at <u>109 N. Post Oak Ln, Ste 220 Houston TX</u> ZIP + 4 <u>77024</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	N/A		N/A
16	At any time during calendar year 2010, 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 Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .			
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 the instructions.)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If 'Yes,' did it have excess business holdings in 2010 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 2010.)	3b	N/A	
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 2010?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

X

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

N/A

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**6b**

X

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

N/A

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
See Statement 11		170,889.	13,323.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

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	14,693,240.
b	Average of monthly cash balances	1b	688,082.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,381,322.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,381,322.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	230,720.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,150,602.
6	Minimum investment return. Enter 5% of line 5	6	757,530.

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	757,530.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,978.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,978.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	737,552.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	737,552.
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	737,552.

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	3,626,879.
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	3,626,879.
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	19,978.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,606,901.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				737,552.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	853,477.			
b From 2006	863,586.			
c From 2007	1,116,229.			
d From 2008	1,882,552.			
e From 2009	2,420,083.			
f Total of lines 3a through e	7,135,927.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 3,626,879.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				737,552.
e Remaining amount distributed out of corpus	2,889,327.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	10,025,254.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	853,477.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	9,171,777.			
10 Analysis of line 9:				
a Excess from 2006	863,586.			
b Excess from 2007	1,116,229.			
c Excess from 2008	1,882,552.			
d Excess from 2009	2,420,083.			
e Excess from 2010	2,889,327.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached	N/A	Public	See attached	3,323,984.
Total			▶ 3a	3,323,984.
<i>b Approved for future payment</i>				
Total			▶ 3b	

The Simmons Foundation

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income	\$ -15,866.		
Total	\$ -15,866.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees- scholarship plan	\$ 3,406.			\$ 3,406.
Total	\$ 3,406.	\$ 0.		\$ 3,406.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	\$ 2,200.	\$ 1,100.		\$ 1,100.
Total	\$ 2,200.	\$ 1,100.		\$ 1,100.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisory fees	\$ 58,917.	\$ 58,917.		
Scholarship administration	15,000.			\$ 15,000.
Total	\$ 73,917.	\$ 58,917.		\$ 15,000.

The Simmons Foundation

76-0398915

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 29,080.			
Foreign tax	2,403.	\$ 2,403.		
Total	\$ 31,483.	\$ 2,403.		\$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Education expenses	\$ 4,080.			\$ 4,080.
Insurance	2,100.	\$ 1,050.		1,050.
Membership fees	2,479.			2,479.
Office supplies & expense	9,608.			9,608.
Other expenses	25.			25.
Scholarship program	1,740.			1,740.
Total	\$ 20,032.	\$ 1,050.		\$ 18,982.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - see attached	Mkt Val	\$ 5,975,370.	\$ 9,256,943.
LKCM Fund	Mkt Val	1,027,852.	1,070,069.
Ishares Trust MSCI	Mkt Val	250,047.	313,246.
Total	Total	\$ 7,253,269.	\$ 10,640,258.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - see attached	Mkt Val	\$ 533,572.	\$ 581,006.
Pimco Total Return Fund CL	Mkt Val	767,831.	760,807.
Total	Total	\$ 1,301,403.	\$ 1,341,813.

The Simmons Foundation

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Double Black Diamond, Ltd.	Mkt Val	\$ 1,000,000.	\$ 1,171,213.
Overseas CAP Partners Inc.	Mkt Val	1,029,172.	1,029,172.
Condera Absolute Return Strategies	Mkt Val	24,401.	24,401.
Total		<u>\$ 2,053,573.</u>	<u>\$ 2,224,786.</u>

Statement 10
Form 990-PF, Part VII-A, Line 2
Activities Not Previously Reported to the IRS

The Foundation has adopted additional parameters to the scholarship plan which are fully described in the Part XV, Line 2 attachment.

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Linda K. May 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	President 40.00	\$ 103,308.	\$ 5,916.	\$ 0.
Robert F. Henricksen 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Vice President 1.00	0.	0.	0.
Amanda J. Cloud 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Secretary/Treas 40.00	67,581.	7,407.	0.
Gay A. Roane 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 4.00	0.	0.	0.
George Grant Roane 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
Total		<u>\$ 170,889.</u>	<u>\$ 13,323.</u>	<u>\$ 0.</u>

The Simmons Foundation

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Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Linda May
Care Of:	The Simmons Foundation
Street Address:	109 N. Post Oak Lane, Ste. 220
City, State, Zip Code:	Houston, TX 77024
Telephone:	
Form and Content:	See the Foundation's website for application form and guidelines. www.thesimmonsfoundation.org
Submission Deadlines:	None
Restrictions on Awards:	The Foundation has expanded the time period in which a recipient may complete their under-graduate degree from four years to six years, as set forth on the attached Scholarship Application and Guidelines. The change was made based on concerns by educators that in the current environment students are often needing at least six years to complete their educations. For 2010 forward the Foundation's scholarship guidelines were amended to limit scholarships to non-profit colleges and /or universities. Complete details are also available on the Foundation's website: www.thesimmonsfoundation.org .

Part II, Line 10(b) - Investments - Corporate Stock

	Book Value	FMV
1,315 3M Company	\$ 108,845	\$ 113,485
700 ABB Ltd	13,747	15,715
1,220 Abbott Laboratories	46,774	58,450
895 Adobe Systems Inc	28,326	27,548
250 Agrium Inc	12,251	22,938
340 Allergan Inc	21,665	23,348
530 Altera Corp	11,696	18,857
2,800 American Electric Power Co Inc	102,493	100,744
500 Anglo American PLC	7,695	13,056
125 Anheuser-Busch Inbev SA	7,925	7,136
190 Apple Inc	35,482	61,286
300 Astrazeneca PLC	13,328	13,857
600 Atlas Copco AB Sponsored ADR	6,714	13,574
370 Baker Hughes	18,741	21,153
400 Banco Bradesco S A	7,512	8,116
650 Barclay's PLC-ADR	15,183	10,738
235 BASF SE	15,238	18,919
670 Bayerische Motoren Werke AG	14,735	17,573
110 BHP Billiton PLC	8,678	8,855
400 BNP Paribas	13,435	12,774
175 BOC Hong Kong Holdings Ltd	7,669	11,909
400 British American Tobacco PLC	24,994	31,080
550 BT Group PLC	14,968	15,697
350 Canon Inc -ADR New	14,123	17,969
1,300 Caterpillar Inc	67,035	121,758
2,300 Celgene Corp	129,435	136,022
400 Central European Distr Corp	12,546	9,160
350 Centrica PLC	7,544	7,268
560 CH Robinson Worldwide Inc	35,739	44,906
1,300 ChevronTexaco Corp	78,181	118,625
3,100 Cisco Systems	71,311	62,713
45 CNOOC Ltd	7,480	10,727
1,500 Coca Cola Co	97,260	98,655
570 Cognizant Technology Sol	22,335	41,775
2,100 Consolidated Edison Inc	86,328	104,097
3,200 CVS Caremark Corp	97,922	111,264
2,200 Danaher Corp	73,357	103,774
650 Danone	8,323	8,200
425 DBS Group Holdings Ltd	15,757	19,003
500 Desarrolladora Homex SA DE	17,052	16,905
330 Discovery Communications Inc	14,237	13,761
70 Dolby Laboratories Inc	4,740	4,669
5,800 Duke Energy Corp	90,712	103,298
900 Eaton Corp	91,186	91,359
605 Expeditors International of Washington Inc	23,008	33,033
65,730 ExxonMobil	2,186,843	4,806,178
165 F5 Networks Inc	11,671	21,476
450 Focus Media Hldg Ltd	6,956	9,869
250 Fomento Economico Mexicano	9,323	13,980
700 Fujifilm Holdings Corp	21,276	25,340
5,800 General Electric Co	94,308	106,082
325 Glaxosmithkline PLC	12,832	12,747
86 Google Inc	43,503	51,081
1,800 Hess Corporation	91,437	137,772
1,600 Hewlett Packard Co	73,598	67,360
350 Honda Motor Co Ltd-ADR	11,515	13,825
150 HSBC Holdings PLC	7,872	7,656
900 Infineon Technologies AG	8,369	8,461
3,500 Intel Corp	68,040	73,605
400 Intercontinental Hotels Group PLC	7,191	7,892
700 International Bus Machines	56,175	102,732
113 Intuitive Surgical Inc New	34,589	29,126

1,020	Invesco Ltd	22,603	24,541
855	Juniper Networks	28,191	31,567
2,000	Keppel Corp Ltd	22,860	35,346
5,000	Kroger Co	111,097	111,800
2,400	Loews Corporation	83,366	93,384
190	LVMH Moet Hennessy Louis Vuitton SA	6,158	6,276
1,440	McDonalds Corp	86,188	110,534
2,700	Microsoft Corp	67,738	75,357
55	Mitsui & Co Ltd-ADR	14,730	18,025
1,060	Nestle SA Sponsored ADR	48,742	62,262
690	Netapp Inc	20,280	37,922
500	Newmont Mining Corp	21,876	30,715
850	Nissan Motor Co Ltd	15,057	16,203
425	Novartis AG-Sponsored ADR	21,143	25,054
155	Novo Nordisk A/S ADR	9,718	17,448
200	Oil Co Lukoil-Sponsored ADR	11,185	11,280
505	Omnicom Group Inc	23,233	23,129
2,400	Oracle Corp	70,162	75,120
200	Orix Corp	6,023	9,746
405	Pepsico Corp	25,639	26,459
500	Petroleo Brasileiro SA	19,534	17,085
6,700	Pfizer Inc	112,088	117,317
275	Praxair Inc	21,089	26,254
95	Priceline Com Inc	21,156	37,957
250	Roche Holding Ltd	10,008	9,186
170	Rovi Corp	9,870	10,542
120	Royal Dutch Shell PLC	7,683	8,014
675	Royal Kpn NV	11,367	9,889
495	Sabmiller PLC	14,233	17,488
250	Sanofi Aventis	9,115	8,058
585	Schlumberger Ltd	38,232	48,848
330	Shire PLC	23,792	23,885
110	Siemens AG Sponsored ADR	11,204	13,668
1,250	Societe Generale	16,668	13,489
2,700	Southern Co	86,074	103,221
560	State Street Corp	27,748	25,950
150	Swiss Reinsurance Co	7,553	8,095
495	Target Corp	25,300	29,764
165	Telefonica SA	13,504	11,289
660	Tencent Holdings Limited	15,212	14,340
1,300	Thermo Fisher Scientific Inc	66,825	71,968
1,325	Thompson Creek Metals Co	15,778	19,504
400	Tokio Marine Hldgs Inc	11,295	11,970
325	Total SA	18,968	17,381
1,000	Turkcell Iletisim Hizmetleri	17,130	17,130
450	UBS AG	7,516	7,412
550	Unilever PLC	15,713	16,984
1,300	United Technologies	84,103	102,336
850	Vale SA	18,951	25,687
345	Varian Medical Systems Inc	14,259	23,902
325	Vodafone Group PLC	7,800	8,593
900	Volvo AB-ADR	11,824	15,863
1,700	Wal-Mart Stores Inc	90,280	91,681
350	Zurich Financial Services	8,307	9,094
Total Corporate Stock		<u>\$ 5,975,370</u>	<u>\$ 9,256,943</u>

Part II, Line 10(c) - Investments - Corporate Bonds

	Book Value	FMV
17,000 Allis Chalmers Corp	\$ 14,688	\$ 17,255
17,000 American Capital Limited	17,408	17,562
30,000 American Casino & Entmt Ppty	27,475	30,450
28,000 American Railcar Inds Inc	25,300	28,490
16,000 Block Finl Corp	15,603	16,800
17,000 Callon Pete Co Del	16,813	17,170
29,978 CIT Group Inc 5/1/17	25,836	30,053
15,000 Clayton William Energy Sr Note	14,425	15,075
46,000 Energy Conversion Devices, Inc.	31,489	34,270
30,000 General Motors Acceptance Corp	24,813	31,200
42,000 GLOBAL Inds Ltd	28,005	31,500
28,000 Harrahs Operating Co Inc	29,493	31,500
29,000 Hovnanian K Enterprises Inc	30,019	29,725
30,000 Icahn Enterprises LP/Corp	30,376	30,000
18,000 International Lease Fin Corp	14,190	18,090
11,000 ITC Deltacom Inc	12,043	11,963
32,000 JA Solar Hldgs Co Ltd	25,186	30,440
30,000 Level 3 Fing Inc	28,481	29,775
20,000 Live Nation Inc	14,650	17,875
12,000 McMoran Exploration Co	13,360	13,260
29,000 MGM Resorts Intl	30,848	31,465
31,000 Sprint Capital Corp	28,109	31,310
27,000 Standard Pac Corp New	30,441	31,118
4,000 Tenet Healthcare Corp	4,525	4,660
Total Corporate Bonds	<u>\$ 533,572</u>	<u>\$ 581,006</u>

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Albert Schweitzer Fellowship 3701 Kirby Drive, Suite 600 Houston, TX 77098	Civic and Community	None	509a(1)	(Program) Toward an effort to reduce disparities in health and healthcare by developing "leaders in service" for underserved communities who will influence others by example	\$ 6,000
American Leadership Forum 3101 Richmond Avenue, Suite 140 Houston, TX 77098	Civic and Community	None	509a(1)	(Program) Toward joining and strengthening leaders in the areas of Criminal Justice and Public Education, and to build relationships and forge collaborations within each sector	15,000
Bethel's Place 12525 Fondren, Suite A Houston, TX 77035	Civic and Community	None	509a(1)	(Capital) Toward building a facility that will expand social services, educational opportunities and access to healthcare in the Fondren Southwest area	20,000
Bridges to Life P O Box 19039 Houston, TX 77224-9039	Civic and Community	None	509a(1)	(Operating) Toward 14-week prison ministry bringing victims of violent crime into prisons to work with offenders in the hopes of reducing rates of recidivism and promoting healing for both groups	15,000
Children at Risk 2900 Wesleyan, Suite 400 Houston, TX 77027	Civic and Community	None	509a(1)	(Operating) Toward improving the quality of life of Greater Houston's children through strategic research, public policy, analysis, community education, collaboration and advocacy	20,000
Chinese Community Center 9800 Town Park Drive Houston, TX 77036	Civic and Community	None	509a(1)	(Operating) Toward enriching families with educational, cultural and social service programs, emphasizing those for at-risk children, youth and families	20,000
Greater Houston Community Foundation 770 South Post Oak Lane, Suite 525 Houston, TX 77056	Civic and Community	None	509a(1)	(Operating) Toward helping to provide social purpose ministries with a professional forum to strengthen their capacity to fulfill their mission	20,000
Houston Habitat for Humanity, Inc 3750 North McCarty Houston, TX 77029	Civic and Community	None	509a(1)	(Capital) Toward Houston Endowment's \$1 million challenge grant to help empower families through home ownership	20,000
Houston Interfaith Sponsoring Committee 4141 Southwest Freeway Suite 650 Houston, TX 77027	Civic and Community	None	509a(1)	(Operating) Toward grass-roots community organizing so that people will be able to advocate effectively on behalf of their neighborhood and community	15,000
Houston Public Library Foundation 500 McKinney Houston, TX 77002	Civic and Community	None	509a(1)	(Operating) Toward advocacy and support of the Houston library system	15,000
Houston Wilderness, Inc 4916 Main Street, Suite 230 Houston, TX 77002	Civic and Community	None	509a(1)	(Operating) Toward preserving, protecting the region's unique biodiversity and recognizing the importance of the region's natural assets to its cultural history, economic vitality and future well-being	15,000
Interfaith Worker Justice 2906 Houston Ave Houston, TX 77009-6733	Civic and Community	None	509a(1)	(Operating) Toward expansion of education, outreach and case management to low wage workers in the Greater Houston area	15,000
Jewish Community Center of Houston 5601 South Braeswood Houston, TX 77096	Civic and Community	None	509a(1)	(Operating) Toward "RSVP Program"-- partial salary for a part-time Project Coordinator in Montgomery and Liberty Counties	10,000

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
John P. McGovern Museum of Health & Medical Sciences 1515 Hermann Drive Houston, TX 77004-7126	Civic and Community	None	509a(2)	(Program) Toward field trips and educational experiences that enhance health and science curricula for area schools	10,000
Local Initiative Support Corp 1111 North Loop West, Ste 740 Houston, TX 77008	Civic and Community	None	509a(1)	(Operating) Toward transforming distressed neighborhoods into healthy, sustainable communities	20,000
National Urban Fellows 102 West 38th Street, Suite 700 New York, New York 10018-3675	Civic and Community	None	509a(1)	(Operating) Toward developing leaders of all ethnic and racial backgrounds with a strong commitment to equity and social justice serving in public and private organizations	20,000
Progressive Forum 4826 Palmetto Bellaire, TX 77401	Civic and Community	None	509a(2)	(Operating) Toward enriching democracy and culture by bringing great minds as speakers who provide seminal understanding in their fields	10,000
Project Row Houses 2521 Holman Houston, TX 77004	Civic and Community	None	509a(1)	(Program) Toward "Young Mother's Residential Program"-- for low-income, single mothers, 18-26, who are continuing their education in a college, university or accredited training program and after-school programs for area children	17,500
Search Institute 615 First Ave NE Minneapolis, Minnesota 55413	Civic and Community	None	509a(2)	(Program) Toward a "Big Tent" conference for educators, parents, community leaders, youth workers and students to network and share asset-building strategies and practices	15,000
SPARK P O Box 1562 Houston, TX 77251	Civic and Community	None	509a(1)	(Operating) Toward a public/private effort to build parks on public school campuses to provide recreational space for students and the surrounding neighborhood	10,000
Texans Together Education Fund, Inc 411 Cavalcade Street Houston, TX 77009	Civic and Community	None	509a(1)	(Program) Toward "Apartments as Communities" -- an effort to engage residents in a diverse apartment complex in Alief to build trust and create positive change within the community	15,000
Texas Appleseed 1609 Shoal Creek Blvd., Suite 201 Austin, TX 78701	Civic and Community	None	509a(1)	(Program) Toward continuation of the School to Prison Pipeline effort to combat discretionary discipline practices of public school teachers	20,000
The Forge for Families, Inc 3435 Dixie Drive Houston, TX 77021	Civic and Community	None	509a(1)	(Operating) Toward outreach programs including day care, after-school programs, counseling and life skills to families in the Third Ward	20,000
Voices Breaching Boundaries 3201 Allen Parkway #150 Houston, TX 77019	Civic and Community	None	509a(1)	(Operating) Toward artistic expressions from diverse populations to promote dialogue and collaboration on social justice issues	10,000
Young Men's Christian Association of the Greater Houston Area 19915 SH 249 Houston, TX 77070	Civic and Community	None	509a(2)	(Capital) Toward construction of a program building for the Cypress Creek YWCA that will serve school age children, teens and seniors	45,000
American Intercontinental University 9999 Richmond Avenue Houston, TX 77042	Education	None	170(b)(1)(A)(u)	Scholarship Program	6,666

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Amigo's por vida - Friends for Life Friends for Life Public Charter School 5500 Camino Del Rey Houston, TX 77081	Education	None	509a(1)	(Capital) Toward building a pre-K-8th grade charter school campus to serve children and families in the Gulfton area	25,000
Breakthrough Houston 2401 Claremont Lane Houston, TX 77019	Education	None	509a(1)	(Operating) Toward a collaborative program that increases opportunities for motivated, at-risk middle-school students, and encourages talented high school and college students to pursue careers in education	10,000
Chunquapin Preparatory School 2615 E Wallisville Road Highlands, TX 77562-3199	Education	None	509a(1)	(Program) Toward providing high quality, college preparatory education for students from low-income families	20,000
Citizen Schools, Inc 2503 Robinhood, Suite 100 Houston, TX 77005	Education	None	509a(1)	(Operating) Toward after-school programs that teach critical skills to students and provide opportunities for civic engagement	15,000
Close Up Foundation 44 Canal Center Plaza Suite 600 Alexandria, Virginia 22314	Education	None	509a(1)	(Program) Toward fellowships on civic education for Houston area teachers and administrators	10,000
College Forward P O Box 421679 Houston, TX 77242	Education	None	509a(1)	(Operating) Toward initial funding for a college access and college persistence program for economically disadvantaged students to facilitate their transition to college	20,000
Cy-Fair Educational Foundation 12841 Jones Road Suite 111 Houston, TX 77070	Education	None	509a(1)	(Program) Toward college or university scholarships for students with a significant financial need in the Cy-Fair Independent School District	10,000
Donorschoose, Inc 213 West 35th Street 2nd Floor East New York, New York 10001	Education	None	509a(1)	(Program) Toward an on-line marketplace where donors fund specific projects that help provide equitable learning materials in public school classrooms	20,000
Heart House of Austin P O Box 682991 Houston, TX 77268	Education	None	509a(1)	(Capital) Toward building a facility in NW Houston, in collaboration with Habitat for Humanity Northwest, to serve as a summer and after-school center for at-risk students	15,000
HLS & R Institute for Teacher Excellence 3535 Briarpark, Suite 110 Houston, TX 77042	Education	None	509a(3) Type I	(Operating) Toward teacher training for specialized reading and classroom skills primarily for pre-K through third grade	10,000
Houston Baptist University 7502 Fondren Road Houston, TX 77074	Education	None	170(b)(1)(A)(ii)	Scholarship Program	10,000
Houston Center for Contemporary Craft 4848 Main Street Houston, TX 77002	Education	None	509a(1)	(Program) Toward educational outreach arts programs for underserved children in the Houston area	10,000
Houston Center for Photography 1441 West Alabama Street Houston, TX 77006	Education	None	509a(1)	(Program) Toward contemporary photography education and outreach programs for all ages	5,000
Houston Community College System Foundation 3100 Main Street, MC1148 Houston, TX 77002	Education	None	509a(1)	(Program) Toward "The Opportunity 14 Scholarship Fund"-- scholarships targeting area high school graduates "in the gap" who qualify for some federal or state aid, but not enough to cover costs of tuition and fees	20,000

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Houston Community College 3100 Main Street, MC1148 Houston, TX 77002	Education	None	170(b)(1)(A)(ii)	Scholarship Program	6,227
Houston Golf Association 5810 Wilson Road Suite 112 Houston, TX 77396	Education	None	509a(2)	(Operating) Toward "First Tee"-- impacting the lives of children by teaching important life skills through the game of golf	10,000
Houston Hispanic Forum 4635 Southwest Freeway, Suite 360 Houston, TX 77027-7193	Education	None	509a(2)	(Program) Toward "Career and Education Day"-- program consisting of seminars and exhibits to encourage middle and high school students, particularly minorities, to continue their education after high school graduation	7,500
Houston READ Commission P O Box 2049 Houston, TX 77252-2049	Education	None	509a(1)	(Operating) Toward supporting a coalition of literacy providers through advocacy, fund and volunteer development, technical assistance and best practices to help improve literacy levels throughout the community	20,000
Katy ARTreach 4211 Stonecroft Circle Katy, TX 77450	Education	None	509a(1)	(Operating) Toward providing arts programs to underserved communities in partnership with other agencies	10,000
Kipp Inc 10711 Kipp Way Houston, TX 77099	Education	None	509a(1)	(Operating) Toward developing academic skills, intellectual habits and the qualities of character necessary for underserved students to be successful pre-K through 12th grade and beyond	20,000
Knoxville College 901 Knoxville College Drive Knoxville, TN 37921	Education	None	170(b)(1)(A)(u)	Scholarship Program	4,800
Linda Lorelle Scholarship Fund, Inc 7660 Woodway, Suite 210 Houston, TX 77063	Education	None	509a(1)	(Operating) Toward assisting qualified middle-of-the-road high school students by providing college scholarships, mentoring, leadership development and a job bank	10,000
Literacy Advance of Houston, Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Education	None	509a(2)	(Operating) Toward teaching adult learners to read, write and communicate in English through trained tutors	20,000
Literacy Council of Fort Bend County 12530 Emly Court Sugar Land, TX 77478	Education	None	509a(1)	(Operating) Toward comprehensive literacy program serving adults in Fort Bend County	15,000
Main Street Theater 2540 Times Boulevard Houston, TX 77005-3225	Education	None	509a(2)	(Capital) Toward "No Place Like Home"-- capital campaign to acquire and renovate the Times Boulevard location and toward operating support during the period of the campaign	25,000
Mercury Baroque Ensemble 3601 South Sandman, Suite 220 Houston, TX 77098	Education	None	509a(2)	(Project) Toward "Music in Motion"-- encouraging appreciation of classical music and development of language, motor and listening skills for elementary and pre-K students	15,000
Mexican Institute of Greater Houston 4601 Caroline Street Houston, TX 77004	Education	None	509a(1)	(Operating) Toward Community Learning Centers that provide Spanish-language classroom instruction and online tutorials in computer technology	20,000

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Mosaic Theatre Company 725 Bateswood Drive, Suite 250 Houston, TX 77079	Education	None	509a(2)	(Program) Toward "Education Program"-- providing children in West Houston with in-school programming that incorporates life skills and the 40 Developmental Assets	5,000
Multicultural Education & Counseling through the Arts 1900 Kane Street Houston, TX 77007	Education	None	509a(1)	(Program) Toward "After-School Programs"-- providing year-round arts instruction to children in the First and Sixth Wards including family support services	15,000
Musiqqa, Inc 1119 Waugh Drive #1 Houston, TX 77019	Education	None	509a(1)	(Program) Toward "Around the World with Musiqqa" and the debut performance of "Musiqqa Remix" introducing elementary and middle school students to live, contemporary classical music	10,000
Neuhaus Education Center 4433 Bissonnet Houston, TX 77401	Education	None	509a(1)	(Program) Toward developing and implementing listening and reading comprehension assessments for second grade teachers to use with their students	15,000
Women on the Way Up c/o Lamar High School 3325 Westheimer Houston, TX 77098	Education	None	509a(1)	(Operating) Toward mentoring and college scholarships for for at-risk, minority high school senior girls to expand their horizons and enrich their lives	5,000
New Middle School 403 Heights Blvd Houston, TX 77007	Education	None	509a(1)	(Capital) Toward payment of debt and renovation of buildings to create additional classrooms to serve children, K-8th grade, grappling with psychiatric diagnoses and socio-emotional difficulties	20,000
Partnership for the Advancement and Immersion of Refugees 6440 Hillcroft Ave #302 Houston, TX 77081	Education	None	509a(1)	(Operating) Toward cultural orientation, academic enrichment and mentoring for refugee youth who have recently arrived in Houston	20,000
Project GRAD P O Box 15568 Houston, Texas 77220-5568	Education	None	509a(1)	(Operating) Toward support for college access programs that increase the number of economically disadvantaged students graduating from high school	20,000
Project YES, Inc 6201 Bonhomme Road Suite 168-N Houston, TX 77036	Education	None	509a(1)	(Operating) Provides a comprehensive educational program that prepares inner-city minority students for matriculation and success in a four-year college or university	30,000
Reach Out and Read, Inc 56 Roland Street, Suite 100D Boston, Massachusetts 02129	Education	None	509a(1)	(Operating) Toward helping young children succeed in school by partnering with doctors to prescribe books and encourage families to read together	15,000
Sam Houston State University PO Box 2539 Huntsville, TX 77341	Education	None	170(b)(1)(A)(i)	Scholarship Program	7,500
SER Ninos Inc 5815 Alder Drive Houston, TX 77081	Education	None	509a(1)	(Capital) Toward expanding into a new dual-language elementary school building for at-risk children and their families	30,000
Small Steps Nurturing Center 2902 Jensen Houston, TX 77026	Education	None	509a(1)	(Operating) Toward early childhood education programs for economically at-risk children and their families	20,000
Southwestern Adventist University 100 West Hillcrest Keene, TX 76059	Education	None	170(b)(1)(A)(i)	Scholarship Program	2,500

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Supporting Hands Inc 9100 Southwest Frwy Suite 134 Houston, TX 77074	Education	None	509a(1)	(Operating) Toward providing structured after school activities for at-risk children and adolescents	3,000
Teach for America 4669 Southwest Freeway, Suite 600 Houston, TX 77027	Education	None	509a(1)	(Operating) Toward the recruitment, selection, training, professional development and ongoing support of 450 Houston Corps members during the upcoming school year	20,000
The Orange Show Foundation 2402 Munger Street Houston, TX 77023	Education	None	509a(1)	(Program) Toward the Mural Arts Project -- using area children to develop and execute murals to create a pro-community environment in at-risk neighborhoods	10,000
Theatre Under the Stars 800 Bagby, Suite 200 Houston, TX 77002-2525	Education	None	509a(1)	(Program) Toward helping children gain self-esteem and social skills through the arts	15,000
Texas A&M University P O Box 30015 College Station, TX 77842	Education	None	170(b)(1)(A)(u)	Scholarship Program	5,000
United Negro College Fund 723 Main Street, Suite 1010 Houston, TX 77002	Education	None	509a(1)	(Program) Toward the Campaign for Emergency Student Aid -- helping high school seniors graduate on time and preventing upperclass college students from leaving school due to insufficient funds	10,000
The University of Houston-Central 4800 Calhoun Road Houston, TX 77204	Education	None	170(b)(1)(A)(u)	Scholarship Program	4,005
The University of Houston-Downtown One Main Street Houston, TX 77002	Education	None	170(b)(1)(A)(u)	Scholarship Program	7,500
The University of Texas at Dallas 800 West Campbell Road Richardson, TX 75080	Education	None	170(b)(1)(A)(u)	Scholarship Program	5,000
The University of Texas at Austin P O Box 7758, UT Station Austin, TX 78731-7758	Education	None	170(b)(1)(A)(u)	Scholarship Program	2,500
The University of Texas at San Antonio University Heights, Suite 500 One UTSA Circle San Antonio, TX 78249	Education	None	170(b)(1)(A)(u)	Scholarship Program	12,500
Wharton County Junior College 911 Boling Highway Wharton, Texas 77488	Education	None	170(b)(1)(A)(u)	Scholarship Program	1,544
Women's Resource of Greater Houston 730 North Post Oak Lane Suite 204 Houston, TX 77024	Education	None	509a(1)	(Operating) Toward financial literacy seminars for women and leadership programs for young women in area high schools	15,000
World Affairs Council of Houston P O Box 920905 Houston, TX 77292-0905	Education	None	509a(1)	(Program) Toward providing educational outreach to area middle schools, high schools and universities, which promotes the discussion of global issues and national and international policy debates that lead to a more informed citizenry	15,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Writers in the Schools 1523 West Main Street Houston, TX 77006	Education	None	509a(1)	(Project) Toward a summer camp creative writing program for students at Kujawa Elementary School	8,000
Yampatika 925 Weiss Drive Steamboat Springs, CO 80487	Education	None	509a(2)	(Operating) Toward an Environmental Learning Center at a historic ranch for use as an educational programming destination for children and adults, residents and visitors	10,000
Young Men's Christian Association of the Greater Houston Area 1600 Louisiana Houston, TX 77002	Education	None	509a(2)	(Program) Toward an early childhood program that helps create a "College Bound Culture" for children, parents and the community surrounding the YMCA at the Texas Medical Center	20,000
Baylor College of Medicine One Baylor Plaza MS BCM 160 Houston, TX 77030	Health	None	509a(1)	(Program) Toward salary support for a nurse practitioner in the Teen Health Clinic at Lee High School	25,000
Bering Omega Community Services 1429 Hawthorne Houston, TX 77006	Health	None	509a(1)	(Operating) Toward providing health care and social services to indigent and underserved persons living with HIV/AIDS	15,000
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	Health	None	509a(1)	(Operating) Toward grief support programs focused on helping bereaved children and their families heal from the loss of a loved one	15,000
Breath of Life Children's Center Inc. 21715 Kingsland Blvd, Suite 103 Katy, TX 77450	Health	None	509a(1)	(Operating) Toward providing clinical and support services to uninsured/underinsured children in West Houston and Katy, TX	15,000
Cenikor Foundation, Inc 4525 Glenwood Ave Deer Park, TX 77536	Health	None	509a(1)	(Operating) Toward intense, 24-month treatment and support of those addicted to drugs and/or alcohol so they develop the skills necessary to become responsible citizens	10,000
Center for Success and Independence 3722 Pinemont Dr Houston, TX 77018	Health	None	509a(2)	(Program) Toward treatment program for adolescents who suffer from co-occurring substance abuse and mental health disorders	20,000
Children's Defense Fund 4500 Bissonnet, Suite 260 Bellaire, TX 77401	Health	None	509a(1)	(Operating) Toward helping to ensure every child a healthy start, a fair start and safe start so they can be successful in school and in life	25,000
Council on Alcohol & Drugs Houston 303 Jackson Hill Street Houston, TX 77007	Health	None	509a(1)	(Capital) Toward "Restoring Hope, Rebuilding Lives"-- campaign to build a campus and renovate existing facility to accommodate future growth	20,000
Crisis Intervention of Houston, Inc 3701 Kirby Drive Suite 540 Houston, TX 77098	Health	None	509a(1)	(Operating) Toward serving people in crisis by providing 24-hour telephone and web-based counseling, suicide prevention and intervention, links to community resources and community education	10,000
Depression and Bipolar Support Alliance Greater Houston 3800 Buffalo Speedway, Suite 300 Houston, TX 77098-3706	Health	None	509a(1)	(Operating) Toward free support groups that assist and enhance the recovery of individuals with depression and bipolar disorder	10,000
Devereux Foundation 1150 Devereux Drive League City, TX 77573	Health	None	509a(1)	(Operating) Toward "Devereux-League City Indigent Fund"-- financial assistance for patients who cannot afford basics such as clothing and hygiene products	10,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Eye Care for Kids Foundation 9660 Hillcroft, Suite 325 Houston, TX 77096	Health	None	509a(1)	(Operating) Toward providing free eye examinations and glasses to indigent and low-income students in the greater Houston area	20,000
Good Neighbor Healthcare Center 190 Heights Blvd Houston, TX 77007	Health	None	509a(1)	(Capital) Toward multi-year funding to support relocation and enhancement of services for a new clinical facility	25,000
Harris County Healthcare Alliance 1310 Prairie Street Suite 1089 Houston, TX 77002	Health	None	509a(1)	(Program) Toward supporting healthcare safety-net system building initiatives that will improve efficiencies and effectiveness in patient care	20,000
Healthcare for the Homeless - Houston P O Box 66690 Houston, TX 77266	Health	None	509a(1)	(Operating) Toward the promotion of health, hope and dignity in the delivery of comprehensive and accessible healthcare and outreach services to homeless men, women and children	15,000
Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, TX 77024-6399	Health	None	170 (b)(1)(A)(i)	(Operating) Toward non-denominational twelve-step retreats for men and women recovering from addictions	10,000
Houston Area Parkinson Society 2700 Southwest Freeway, Suite 296 Houston, TX 77098	Health	None	509a(1)	(Operating) Toward improving the quality of life for those affected by Parkinson's disease and their caregivers through services, education and advocacy	15,000
Houston Community Health Centers, Inc 424 Hahlo Houston, TX 77020	Health	None	509a(1)	(Operating) Toward providing accessible primary healthcare and associated medical services to uninsured and underinsured residents in Denver Harbor and the surrounding area	20,000
Houston Galveston Institute, Inc 3316 Mount Vernon Houston, TX 77006	Health	None	509a(1)	(Operating) Toward providing innovative and collaborative mental health therapy, training and research	15,000
Houston Hospice and Palliative Care System 1905 Holcombe Blvd Houston, TX 77030-4123	Health	None	509a(1)	(Operating) Toward uncompromising, compassionate end-of-life care to patients and families	15,000
Houston-Harris County Immunization Registry 3015 Richmond Ave Suite 270 Houston, TX 77098	Health	None	509a(1)	(Operating) Toward helping to eradicate vaccine-preventable diseases through public-private partnerships, parent education and advocacy	10,000
IBN SINA Foundation 11226 South Wilcrest Drive Houston, TX 77099	Health	None	509a(1)	(Operating) Toward the provision of integrated preventive, primary and specialty care, along with health education, to underserved populations	25,000
Interface Samaritan Counseling Centers 4803 San Felipe Houston, TX 77056	Health	None	509a(1)	(Program) Toward a matching grant from the Sherr and David Dunn Hope Fund that provides financial assistance to clients seeking counseling services	10,000
Mental Health America of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	Health	None	509a(1)	(Program) Toward "Education and Training"--a comprehensive, multi-faceted effort to promote mental health and improve treatment of persons living with mental illness	15,000
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX 77023	Health	None	509a(2)	(Capital) Toward renovation of a building that permits expansion of care and services, along with increased safety for clients and staff	25,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Prevent Blindness Texas 2202 Waugh Drive Houston, TX 77006	Health	None	509a(1)	(Program) Toward "Vision Matters"-- providing free eye care services and education to Houston's homeless	10,000
Psychology Works 3754 Georgetown Street Houston, TX 77005	Health	None	509a(2)	(Operating) Toward improving the lives of those with disabling medical conditions and their families, and providing strategies and resources to reduce the emotional, social and financial impact of disability	15,000
The Rose 12700 N Featherwood, Ste 260 Houston, TX 77034	Health	None	509a(2)	(Capital) Toward paying off the cost of one iU22 Ultrasound System, thereby addressing the increased demand for services	15,000
Shalom Mobile Health Ministry 2220 Broadway Houston, TX 77012	Health	None	509a(1)	(Operating) Toward affordable, preventative and primary healthcare services for uninsured/underinsured residents of Houston's East End and surrounding areas	20,000
TOMAGWA HealthCare Ministries 455 School Street, Suite 30 Tomball, TX 77375	Health	None	509a(1)	(Capital) Toward expansion plans for health clinic serving low-income, uninsured individuals in Harris, Montgomery and Waller counties	5,000
United States Conference of Catholic Bishops 2615 Fannin Houston, TX 77002	Health	None	509a(1)	(Operating) Toward providing medical and dental services to the low-income and uninsured of Harris and surrounding counties	25,000
University of Houston Cullen Auditorium 4800 Calhoun Street Houston, TX 77204-2090	Health	None	170(b)(1)(A)(u)/ 170(b)(1)(A)(v)	(Program) Toward "Latino Children's Wellness Program"-- promoting healthy lifestyle choices through grass roots efforts in partnership with health clinics and community health workers	15,000
American Association of University Women P O Box 821125 Houston, TX 77282-1125	Human Services	None	509a(1)	(Program) Toward an effort that encourages middle school girls to enroll in STEM classes and consider careers in mathematics and science	4,000
Amigos de las Americas 5618 Star Lane Houston, TX 77057	Human Services	None	509a(1)	(Operating) Toward building partnerships to empower young leaders, advance community development and strengthen multi-cultural understanding in the Americas	15,000
Angela House 425 Shane, #18 Houston, TX 77037	Human Services	None	170 (b)(1)(A)(i)	(Operating) Toward providing comprehensive support and educational programs for women after incarceration so they can lead productive and independent lives	15,000
The Arc of Greater Houston P O Box 924168 Houston, TX 77292-4168	Human Services	None	509a(1)	(Operating) Toward advocates for better access to education, employment, housing and recreation for children and adults with cognitive, intellectual and developmental disabilities	20,000
Assistance League of Houston 1902 Commonwealth Houston, TX 77006	Human Services	None	509a(2)	(Program) Toward "Operation School Bell"-- providing a basic school wardrobe and hygiene kit to low income children in Spring Branch & Houston ISDs	10,000
Assistance League of Montgomery County 126 North San Jacinto Conroe, TX 77301	Human Services	None	509a(2)	(Capital & Program) Toward expansion of facility, and toward "Operation School Bell" - - providing clothing to school-age children	20,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Bay Area Habitat for Humanity - Houston, Inc P O Box 1284 Dickinson, TX 77539	Human Services	None	509a(1)	(Program) Toward building affordable homes in partnership with needy families in southeast Harris and northwest Galveston counties	25,000
Bay Area Rehabilitation Center 5313 Decker Drive Baytown, TX 77520	Human Services	None	509a(2)	(Capital) Toward the "Creating Possibilities Campaign," to renovate an existing building and construct a new facility in order to consolidate services on one campus	25,000
Be An Angel Fund, Inc 2003 Aldine Bender Houston, TX 77032	Human Services	None	509a(1)	(Program) Toward "Alternatives for Angels"—at-home respite care for low-income families with multiply-impaired children	14,400
Big Brothers Big Sisters of Greater Houston 6437 High Star Drive Houston, TX 77074	Human Services	None	509a(1)	(Operating) Toward helping children in need reach their potential by developing positive adult relationships through professionally supported, one-to-one, long-term mentoring programs	15,000
Boys and Girls Country of Houston, Inc 18806 Roberts Road Hockley, TX 77447-9327	Human Services	None	509a(1)	(Operating) Toward providing children with a home, family and resources for education and personal development into young adulthood	10,000
Boys and Girls Harbor, Inc P O Box 848 Houston, TX 77001	Human Services	None	509a(1)	(Operating) Toward long-term residential care for children 5-18 who are victims of abuse, neglect, abandonment or family hardship	25,000
Brazoria County Association for Citizens with Handicaps 120 East Hospital Drive Angleton, TX 77515	Human Services	None	509a(2)	(Operating) Toward therapeutic and support services geared to children, birth to twelve, with developmental delays or disabilities	20,000
The Brenda & John H Duncan Rise School of Houston 8080 North Stadium Drive Houston, TX 77054	Human Services	None	509a(1)	(Operating) Toward providing early childhood education services to children with Down syndrome, other developmental disabilities and children without disabilities	15,000
The Briarwood School 12207 Whittington Drive Houston, TX 77077	Human Services	None	509a(1)	(Operating) K-12 day school for children with specialized learning needs	20,000
Buckner Children & Family Svcs 3100 South Gessner, Suite 109 Houston, TX 77063	Human Services	None	509a(1)	(Operating) Toward transitional housing and support services for single parents in Conroe	15,000
Camp Aranzazu 5420 FM 1781 Rockport, TX 78382-7622	Human Services	None	509a(1)	(Operating) Toward a camping experience for children and adults, ages 6-22, with chronic illness or special needs who are primarily from greater Houston and South Texas	15,000
Career and Recovery Resources, Inc 2302 Fannin, Suite 110 Houston, TX 77002	Human Services	None	509a(1)	(Capital) Toward property purchase and renovation projects to meet programmatic and facility needs, including parking	25,000
Casa de Esperanza de los Ninos, Inc P O Box 66581 Houston, TX 77266-6581	Human Services	None	509a(1)	(Program) Toward support for stable, residential care for children, birth to six, at risk of abuse or neglect and children affected by HIV/AIDS	15,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Cathedral Health & Outreach Ministries 1117 Texas Avenue Houston, TX 77002	Human Services	None	509a(2)	(Program) Toward support for programs that provide health and social services to the poor and homeless, and supportive transitional housing for recently incarcerated women	20,000
Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	Human Services	None	509a(1)	(Operating) Toward enabling children with hearing impairments to realize their full potential by teaching speaking, listening and literacy skills	20,000
Center for the Homeless, Inc 2505 Fannin Street Houston, TX 77002	Human Services	None	509a(1)	(Operating) Toward assisting homeless people, and providing opportunities and resources to permit those who choose to change their lives to become productive citizens	20,000
The Center Serving People with Mental Retardation 3550 West Dallas Houston, TX 77019	Human Services	None	509a(1)	(Program) Toward behavior and mental health services for adults with intellectual and developmental disabilities	15,000
Child Advocates 2401 Portsmouth, Suite 210 Houston, TX 77098	Human Services	None	509a(1)	(Program) Toward "Court Services Program"--teaming professional staff with trained volunteers to help guide children in protective custody through the court system and government agencies into safe environments	17,000
ChildBuilders 2425 Fountain View, Suite 210 Houston, TX 77057	Human Services	None	509a(1)	(Operating) Toward providing innovative programs to educate parents, children, teachers and the community about the emotional well-being of children and their families	20,000
CHRISTUS Foundation for HealthCare P O Box 1919 Houston, TX 77251-1919	Human Services	None	509a(1)	(Program) Toward "Healthy Living Mobile Clinic's Children's Wellness Program"--bringing healthcare and health education to at risk neighborhoods	20,000
Coalition for the Homeless of Houston/Harris County 600 Jefferson Street, Suite 2050 Houston, TX 77002	Human Services	None	509a(1)	(Operating) Toward an effort to act as a catalyst to lead, develop and implement community strategies to prevent and end homelessness	23,000
Communities in Schools - Houston 1235 North Loop West Suite 300 Houston, TX 77008	Human Services	None	509a(1)	(Operating) Toward campus-based, dropout-prevention programs and social services for at-risk students, pre-K through high school	25,000
Covenant House Texas 1111 Lovett Blvd Houston, TX 77006	Human Services	None	509a(1)	(Program) Toward "Street Outreach"--to persuade homeless and runaway youth to enter the Crisis Shelter, receive appropriate services and encourage them to choose positive alternatives to street life	20,000
Depelchun Children's Center 4950 Memorial Drive Houston, TX 77007	Human Services	None	509a(1)	(Program) Toward "Transitional Living"--program for homeless, pregnant and/or parenting women, age 18-21	20,000
Dress for Success Houston 3915 Dacoma, Suite A Houston, TX 77092	Human Services	None	509a(1)	(Program) Toward the "Professional Women's Group"--a support and educational effort to prepare women for the workplace so they can become independent and self-sufficient	15,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
East Fort Bend Human Needs Ministry 425 Stafford Run Road Stafford, TX 77497-1611	Human Services	None	509a(1)	(Capital) Toward the construction of a new facility for the Food Pantry, the renovation of an existing building for client services and an improved Resale Shop	25,000
Easter Seals of Greater Houston 4500 Bissonnett, Suite 340 Bellaire, TX 77401-3006	Human Services	None	509a(1)	(Program) Toward "High School/High Tech"-- learning experiences that encourage students with disabilities to explore the fields of science, engineering and technology	10,000
Epilepsy Foundation Texas- Houston/Dallas- Fort Worth/West Texas 2630 Fountainview, Suite 210 Houston, TX 77057	Human Services	None	509a(2)	(Program) Toward "Camp Spike 'n' Wave"-- week long residential summer camp experience for children with epilepsy ages eight to 14	10,000
Episcopal Community Health Outreach Services 9600 South Gessner, Bldg E Houston, TX 77071	Human Services	None	509a(1)	(Operating) Toward assisting people in need with access to free or low cost health and social services that are available in the community	15,000
Exchange Club Center for the Prevention of Child Abuse of Houston 3210 Eastside Houston, TX 77098-1912	Human Services	None	509a(1)	(Operating) Toward preventing child abuse and neglect by providing intervention, education and support services for families in crisis	20,000
Family Promise of Lake Houston 111 South Avenue G Humble, TX 77338	Human Services	None	509a(1)	(Operating) Toward providing shelter, meals and assistance to homeless families in the Humble/Kingwood/Porter/Huffman areas of Harris County	10,000
Family Promise of Montgomery County P O Box 692 Conroe, TX 77305	Human Services	None	509a(2)	(Operating) Toward providing shelter, meals and assistance to homeless families	10,000
Family Services of Greater Houston 3815 Montrose Blvd, Suite 200 Houston, TX 77006	Human Services	None	509a(1)	(Program) Toward effort to provide affordable mental health counseling for single working parents and grandparents raising children	15,000
Fort Bend County Women's Center, Inc P O Box 183 Richmond, TX 77406	Human Services	None	509a(1)	(Operating) Toward assisting survivors of domestic violence and sexual assault and their children to achieve safety and self-sufficiency and help prevent violence against women	25,000
Foundation for the School for Young Children 3838 Garrott Street Houston, TX 77006	Human Services	None	509a(1)	(Program) Toward training for faculty and diagnosticians to develop new skills, purchase necessary instruments and provide support workshops for parents	7,500
Genesys Works 601 Jefferson, Suite 3760 Houston, TX 77002	Human Services	None	509a(1)	(Operating) Toward providing low-income high school students with training and real-work experience that will help them become successful, independent and self-sufficient	15,000
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098	Human Services	None	509a(1)	(Program) Toward developing and continuing programs in low-to-moderate income neighborhoods for girls to learn basic life and leadership skills	15,000
Harris County Childrens Protective Services Fund 2525 Murworth Houston, TX 77054	Human Services	None	509a(3) Type I	(Program) Toward "Community Youth Services Resource Directory for Harris County"-- publication providing current information about a wide range of services and resources for children and families	5,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Homes of St Mark, Inc 3000 Richmond, Suite 570 Houston, TX 77098	Human Services	None	509a(2)	(Operating) Toward facilitating special needs adoptions	10,000
Houston Achievement Place 245 W 17th Street Houston, TX 77008	Human Services	None	509a(1)	(Program) Toward "Project CLASS"-- an interactive method of teaching children appropriate social skills so they are ready to learn	25,000
Houston Area Respite Center 6856 Bellaire Blvd Houston, TX 77074	Human Services	None	509a(1)	(Operating) Toward weekly respite for caregivers of children with autism and other mental challenges	10,000
Houston Compass, Inc 1117 Texas Avenue Houston, TX 77002	Human Services	None	509a(1)	(Operating) Toward assisting disadvantaged and unemployed people gain control over their lives by helping them obtain appropriate documentation, jobs and transportation	15,000
Houston Food Bank The Herzstein Center 3811 Eastex Freeway Houston, TX 77026	Human Services	None	509a(1)	(Capital) Toward "Because Hunger Can't Wait" - campaign to secure a new central warehouse large enough to accommodate existing demand along with growth	35,000
Houston Rescue and Restore Coalition 2002 South Wayside Drive, Suite 220 Houston, TX 77023	Human Services	None	509a(1)	(Operating) Toward training professionals, expanding outreach capacity and educating the public about issues associated with human trafficking	20,000
Humble Area Assistance Ministries 1302 First Street Humble, TX 77338	Human Services	None	509a(1)	(Operating) Toward social purpose ministry to assist area residents with basic needs and supportive services	10,000
Interfaith CarePartners 701 N Post Oak Road, Suite 701 Houston, TX 77024	Human Services	None	509a(1)	(Operating) Toward providing volunteer caregiving for frail older adults, adults with dementia and respite for parents of ill children	20,000
Interfaith Ministries for Greater Houston 3217 Montrose Blvd Houston, TX 77006	Human Services	None	509a(2)	(Program) Toward "Meals on Wheels"-- provides daily nutritious meals to seniors who are homebound and are frail or isolated	20,000
Kids Hope USA 100 South Pine Street, Suite 280 Zeeland, Michigan 49464	Human Services	None	509a(1)	(Program) Toward "Houston-2012"-- three year effort to increase the number of elementary children served through school-based mentoring	20,000
Local Infant Formula for Emergencies 2002 South Wayside Drive Suite 113 Houston, TX 77023	Human Services	None	509a(1)	(Operating) Toward providing emergency formula and food to hungry babies and information about nutrition and community resources	8,500
Memorial Assistance Ministries, Inc 1625 Blalock Houston, TX 77080	Human Services	None	509a(2)	(Operating) Toward providing basic needs and emergency assistance to families in Spring Branch and Near Northwest Houston	25,000
The Mission of Yahweh 10247 Algiers Road Houston, TX 77041	Human Services	None	509a(1)	(Operating) Toward providing emergency and transitional housing, shelter and mental health counseling for homeless women and children	15,000
The Monarch School 2815 Rosefield Drive Houston, TX 77055	Human Services	None	509a(1)	(Capital) Toward Phase II A -- construction of the Butterfly Building that will permit increased enrollment and provide room for additional services	30,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Montgomery County Women's Center 1600 Lake Front Circle, Suite 100 The Woodlands, TX 77380	Human Services	None	509a(1)	(Capital) Toward "Reaching Pines"-- a 24-unit transitional supportive housing community for survivors of domestic violence and their children	25,000
Montrose Counseling Center 401 Branard, 2nd Floor Houston, TX 77006	Human Services	None	509a(2)	(Program) Toward social media outreach and prevention campaign for GLBTQ youth at risk of social isolation and suicide	15,000
My Brother's Keeper Outreach Center 12713 A Bissonnet Street Houston, TX 77099	Human Services	None	509a(1)	(Operating) Toward helping to provide basic needs assistance for low-income residents in Alief and Southwest Houston	15,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	Human Services	None	509a(1)	(Operating) Toward "Neighbors Helping Neighbors" -- providing basic needs and social services to families in crisis	20,000
Palmer Memorial Episcopal Church 6221 Main Street Houston, TX 77030	Human Services	None	170(b)(1)(A)(u)/ 170(b)(1)(A)(v)	(Operating) Toward nutritional support and social services for homeless men, women and children	20,000
Parents Alliance, Inc 1417 Houston Ave Houston, TX 77077	Human Services	None	509a(1)	(Operating) Toward on-line distance learning for Hispanic parents so they can be active participants in the life, support and education of their children	20,000
The Parish School 11001 Hammerly Blvd Houston, TX 77043	Human Services	None	509a(1)	(Program) Toward providing specialized, research-based teacher training for children with language and learning differences	15,000
Parks Youth Ranch 11614 FM 361 Richmond, TX 77469	Human Services	None	509a(1)	(Program) Toward counseling center for homeless youth in Fort Bend County	20,000
Partners for Harris County Children, Inc 2223 West Loop South, Suite 126 Houston, TX 77027	Human Services	None	509a(1)	(Operating) Toward "BEAR Necessities"-- providing necessary emergency items for children, infants to teens, who have been removed from the family and are under the care of CPS	15,000
Prevent Child Abuse Texas 13740 Research Blvd #R-4 Austin, TX 78750	Human Services	None	509a(2)	(Program) Toward three local Conferences on the Prevention of Child Abuse that will be held between May and October, 2010	1,000
Prison Entrepreneurship P O Box 926274 Houston, TX 77292	Human Services	None	509a(1)	(Operating) Toward connecting incarcerated men with executives, MBA students and interested community people through education, mentoring and other services to help them make a successful transition into the free world	25,000
Project DOCC Houston 4502 Woodside Street Houston, TX 77023	Human Services	None	509a(2)	(Program) Toward parent-teacher stipends to educate pediatric resident physicians about children with chronic illness/disabilities	17,000
Pro-Vision, Inc 4590 Wilmington Houston, TX 77051	Human Services	None	509a(1)	(Operating) Toward support for an HISD all male charter middle school, with Manhood Development and Job Enterprise Academies targeted at high-risk, disadvantaged males, ages 10-18	30,000
Resolve It, Inc 817 Clear Lake Road, Suite 2C Kemah, TX 77565	Human Services	None	509a(1)	(Operating) Toward intervention and support to at-risk youth, while encouraging personal responsibility and accountability	10,000

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
River Performing and Visual Arts Center 1475 West Gray Houston, TX 77019	Human Services	None	509a(1)	(Operating) Toward an accessible, affordable fine arts education for special needs children, 2-19, with disabilities, chronic illnesses or who are economically disadvantaged	10,000
Seven Acres Jewish Senior Care Services, Inc 6200 North Braeswood Houston, TX 77074	Human Services	None	509a(1)	(Program) Toward a full-time Certified Nursing Assistant providing care for patients with Alzheimer's Disease	23,300
Sisters of Serenity Ministry 8110 Woodward Street Houston, TX 77051	Human Services	None	509a(1)	(Operating) Toward transitional living facility and assistance with life skills for women living with HIV/AIDS	10,000
Southeast Area Ministries P O Box 267 South Houston, TX 77587-0267	Human Services	None	509a(1)	(Operating) Toward providing emergency and temporary services to families in crisis	15,000
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	Human Services	None	509a(1)	(Program) Toward "Special Needs Adoption Program"-- providing education and support for adoptive families of children with special needs	15,000
Star of Hope Mission 6897 Ardmore Street Houston, TX 77054	Human Services	None	509a(1)	(Program) Toward the "Children's Critical Care Fund"-- supporting basic needs and essential services for children staying at the Mission	15,000
Tahrir Justice Center 1717 St James Place Suite 320 Houston, TX 77056	Human Services	None	509a(1)	(Operating) Toward protecting immigrant women and girls from gender-based violence through holistic legal services, education and empowerment	20,000
Taping for the Blind, Inc 3935 Essex Lane Houston, TX 77027	Human Services	None	509a(2)	(Operating) Toward providing accessibility to everyday information and specialized materials through radio reading, custom recording and audio description for those with visual or physical impairments	10,000
Target Hunger, Inc 2814 Quitman Houston, TX 77026	Human Services	None	509a(1)	(Program) Toward helping thousands of food insecure people living at or below the poverty level with nutritious food	20,000
Texas Campaign to Prevent Teen Pregnancy 1101-D Thorpe Lane, Suite 155 San Marcos, TX 78666	Human Services	None	509a(1)	(Operating) Toward start-up operations to begin educating the community about the costs and consequences of teen pregnancies	20,000
The Seniors Place, Inc 3735 Drexel Houston, TX 77027	Human Services	None	509a(1)	(Operating) Toward a safe, nurturing program with therapeutic activities for older adults with mild to moderate memory loss, while offering respite, education and support to their families	20,000
The Woods Project, Inc 6 Sleepy Oaks Houston, TX 77024	Human Services	None	509a(1)	(Operating) Toward developing leadership and life skills in low-income youth through a series of outdoor education/environmental awareness programs at wilderness sites across the country	15,000
University of Houston System 2700 Bay Area Blvd Mail Code 318 Houston, TX 77058-1098	Human Services	None	170(b)(1)(A)(u)/ 170(b)(1)(A)(v)	(Operating) Toward hiring a graduate student to deliver Applied Behavior Analysis services to low-income children with autism and their families	17,043

Part XV, Line 3(a)

Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Volunteer Interfaith Caregivers-VIC-SW 5001 Bellaire Blvd Houston, TX 77401	Human Services	None	509a(1)	(Operating) Toward improving the health and quality of life for the frail and elderly in SW Houston and Ft Bent County	10,000
Wellsprings, Inc P O Box 311017 Houston, TX 77231	Human Services	None	509a(1)	(Operating) Toward housing and supportive services for women who are homeless and/or survivors of domestic violence	15,000
Wesley Community Center - Phoenix 1300 South 10th Street Phoenix, AZ 85034	Human Services	None	509a(1)	(Operating) Toward youth programs, community services and a health clinic designed to serve low-income, at-risk residents in a primarily Hispanic neighborhood	25,000
Westside Homeless Partnership 9610 Long Point Road, Ste 110 Houston, TX 77055	Human Services	None	509a(1)	(Operating) Toward transitional housing and case management for homeless families over a two year period in Spring Branch	15,000
WOMAN, Inc P O Box 571898 Houston, TX 77257-1898	Human Services	None	509a(1)	(Operating) Toward affordable, livable transitional housing along with financial and emotional support to women and their children leaving abusive relationships	20,000
The Women's Home 607 Westheimer Houston, TX 77006-3915	Human Services	None	509a(2)	(Operating) Toward empowering women with mental disorders and substance abuse issues to return to society as productive, self-sufficient individuals	20,000
Workshop Houston P O Box 88365 Houston, TX 77288	Human Services	None	509a(1)	(Operating) Toward after school and summer programs for youth in Houston's Third Ward	25,000
Youth & Family Counseling Services 801 North Buchta Angleton, TX 77515	Human Services	None	509a(1)	(Operating) Strengthening and supporting families by identifying and working with children at risk of being harmed through abuse, juvenile delinquency and other activities	8,500
Zina Garrison All Court Tennis Academy 12335 Kingside #106 Houston, TX 77024	Human Services	None	509a(1)	(Operating) Toward tennis program that teaches life skills, promotes community service, strengthens educational opportunities and provides positive role models	15,000
2010 Total					<u>\$ 3,323,984</u>