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Form-990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation HAROLD SIMMONS FOUNDATION, INC.		A Employer identification number 75-222091
Number and street (or P O box number if mail is not delivered to street address) 5430 LBJ FREEWAY	Room/suite 1700	B Telephone number (see instructions) (972) 233-2134
City or town, state, and ZIP code DALLAS, TX 75240-2697		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 67,742,483.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		9,815,000.		Column C	
2 Check ☐ if the foundation is not required to attach Sch B				Not Required	
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		427,389.	427,389.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,205,276.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			5,167,388.		
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		11,447,665.	5,594,777.		
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)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		111,552.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 3		14,944.			
24 Total operating and administrative expenses. Add lines 13 through 23		126,496.			
25 Contributions, gifts, grants paid Stmt. 9		22,027,588.		Stmt. 10	17,366,971.
26 Total expenses and disbursements. Add lines 24 and 25		22,154,084.	0	0	17,366,971.
27 Subtract line 26 from line 12		-10,706,419.			
a Excess of revenue over expenses and disbursements			5,594,777.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

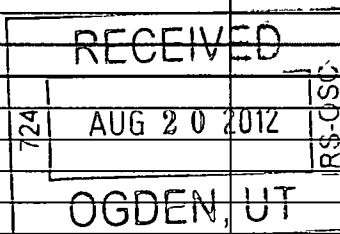
For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 2

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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	283,518.	133,852.	133,852.
	2 Savings and temporary cash investments			
	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	4,992.	NONE	NONE
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 4		23,104,555.	50,026,831.	50,026,831.
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ATCH 5)		12,544,050.	17,581,800.	17,581,800.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		35,937,115.	67,742,483.	67,742,483.
17 Accounts payable and accrued expenses				
18 Grants payable		6,082,278.	15,780,644.	
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 ▶ ATCH 6)	NONE	101,560.		
23 Total liabilities (add lines 17 through 22)	6,082,278.	15,882,204.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	29,854,837.	51,860,279.	
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	29,854,837.	51,860,279.	
	31 Total liabilities and net assets/fund balances (see instructions)	35,937,115.	67,742,483.	

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	29,854,837.
2 Enter amount from Part I, line 27a	2	-10,706,419.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	32,711,861.
4 Add lines 1, 2, and 3	4	51,860,279.
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	51,860,279.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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	5,167,388.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	11,000,578.	19,800,882.	0.555560
2009	12,792,140.	12,918,378.	0.990228
2008	13,736,014.	25,468,600.	0.539331
2007	17,686,870.	30,552,354.	0.578904
2006	9,606,839.	22,711,540.	0.422994
2 Total of line 1, column (d)			2 3.087017
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 0.617403
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 38,280,951.
5 Multiply line 4 by line 3			5 23,634,774.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 55,948.
7 Add lines 5 and 6			7 23,690,722.
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 17,366,971.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	111,896.
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	111,896.
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	111,896.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	130,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	140,440.	
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	28,544.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ 28,544. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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
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? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? 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 2011 or the taxable year beginning in 2011 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14 The books are in care of ▶ PATTY BRINDA		Telephone no. ▶ (972) 233-1700		
Located at ▶ 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX		ZIP + 4 ▶ 75240-2697		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶ ☐		
and enter the amount of tax-exempt interest received or accrued during the year		▶ 15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ N/A				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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	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 ▶		
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 2011 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 2011)	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 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7 a 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
SEE ATTACHMENT 12		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	N/A	0	0	0

Total number of other employees paid over \$50,000 ☐ NONE

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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		
-----	N/A	0

Total number of others receiving over \$50,000 for professional services	▶	NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

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

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

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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	38,471,046.
b	Average of monthly cash balances	1b	392,864.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	38,863,910.
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	38,863,910.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	582,959.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,280,951.
6	Minimum investment return. Enter 5% of line 5	6	1,914,048.

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	1,914,048.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	111,896.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	111,896.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,802,152.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,802,152.
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	1,802,152.

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	17,366,971.
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	17,366,971.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,366,971.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,802,152.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 8,479,324.				
b From 2007 16,490,760.				
c From 2008 12,472,740.				
d From 2009 12,148,073.				
e From 2010 10,018,586.				
f Total of lines 3a through e	59,609,483.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 17,366,971.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,802,152.
e Remaining amount distributed out of corpus	15,564,819.			
5 Excess distributions carryover applied to 2011 . (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	75,174,302.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	8,479,324.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	66,694,978.			
10 Analysis of line 9				
a Excess from 2007 16,490,760.				
b Excess from 2008 12,472,740.				
c Excess from 2009 12,148,073.				
d Excess from 2010 10,018,586.				
e Excess from 2011 15,564,819.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(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))

HAROLD C. SIMMONS

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.

NONE

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 of the person to whom applications should be addressed:

ATTACHMENT 8

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

NO SET FORM-CONSIDERED ON A CASE-BY-CASE BASIS

c Any submission deadlines:

NONE

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

MUST BE A SECTION 501(C) ORGANIZATION

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHMENT 10				17,366,971.
Total			▶ 3a	17,366,971.
b <i>Approved for future payment</i> SEE ATTACHMENT 11				48,310,680.
Total			▶ 3b	48,310,680.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	427,389.	
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	5,167,388.	
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)				5,594,777.	
13 Total. Add line 12, columns (b), (d), and (e)				5,594,777.	5,594,777.

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

HAROLD SIMMONS FOUNDATION, INC.

Employer identification number

75-2222091

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HAROLD SIMMONS FOUNDATION, INC.

Employer identification number
75-2222091**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	CONTRAN CORPORATION 5430 LBJ FREEWAY, SUITE 1700 DALLAS, TX 75240-2697	\$ 8,565,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	HAROLD C. SIMMONS 5915 DELOACHE DALLAS, TX 75225	\$ 1,250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

HAROLD SIMMONS FOUNDATION, INC.

Employer identification number

75-2222091

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	5,167,388.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	5,167,388.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		5,167,388.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		5,167,388.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 16 ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30; go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

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)	
874,611.		CONTRIBUTION OF TITANIUM METALS CORPORAT 1,827,473.					03/27/2007 -952,862.	07/12/2011
1,278,750.		CONTRIBUTION OF VALHI COMMON STOCK					03/05/1998 1,278,750.	03/21/2011
1,047,200.		CONTRIBUTION OF VALHI COMMON STOCK					03/05/1998 1,047,200.	04/01/2011
1,255,800.		CONTRIBUTION OF VALHI COMMON STOCK					03/05/1998 1,255,800.	06/22/2011
1,002,800.		CONTRIBUTION OF VALHI COMMON STOCK					03/05/1998 1,002,800.	06/22/2011
282,500.		CONTRIBUTION OF VALHI COMMON STOCK					03/05/1998 282,500.	07/12/2011
1,253,200.		CONTRIBUTION OF VALHI COMMON STOCK					03/05/1998 1,253,200.	09/27/2011
TOTAL GAIN (LOSS)							<u>5,167,388.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VALHI DIVIDEND INCOME	427,389.	427,389.
TOTAL	<u>427,389.</u>	<u>427,389.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
TAX ON INVESTMENT INCOME	111,552.		
TOTALS	<u>111,552.</u>		

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ADMINISTRATIVE FEES	<u>14,944.</u>
TOTALS	<u><u>14,944.</u></u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VALHI, INC. COMMON STOCK	50,026,831.	50,026,831.
TITANIUM METALS CORPORATION	NONE	NONE
TOTALS	<u>50,026,831.</u>	<u>50,026,831.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
REFUNDABLE DONATIONS	17,581,800.	17,581,800.
TOTALS	<u>17,581,800.</u>	<u>17,581,800.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
ACCRUED TAXES	101,560.
TOTALS	<u>101,560.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

32,711,861.

TOTAL

32,711,861.

ATTACHMENT 8

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

LISA K. SIMMONS
5430 LBJ FREEWAY, SUITE 1700
DALLAS, TX 75240
972 233 1700

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2011

75-2222091

Part I - line 25
Contributions, gifts, grants paid

<u>Name and address</u>	<u>Class of Activity or Purpose</u>	<u>Type</u>	<u>Date</u>	<u>Amount</u>
various	Art and Culture	Cash	12/31/2011	694,104
various	Education	Cash	12/31/2011	1,946,578
various	Health and Medical	Cash	12/31/2011	6,820,444
various	Social	Cash	12/31/2011	2,134,665
various	Youth	Cash	12/31/2011	<u>3,436,936</u>
Total Cash Donations				15,032,727

<u>Name and address</u>	<u>Class of Activity or Purpose</u>	<u>Type</u>	<u>Date</u>	<u>Amount</u>
Alba-Golden ISD	Education	Noncash	4/1/2011	1,047,200
various	Civic	Noncash	various	2,159,911
Parkland Foundation	Health and Medical	Noncash	various	<u>3,787,750</u>
Total Noncash Donations				<u>6,994,861</u>
Total line 25				<u><u>22,027,588</u></u>

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2011

75-2222091

Schedule of Payments Summary

Fiscal Year 2011

Cash Contributions - 2011

Art & Culture	\$675,000
Civic	1,189,000
Education	1,332,600
Health & Medical	2,390,500
Religious	50,000
Social Welfare	2,300,010
Youth	<u>2,435,000</u>

Total Cash Contributions Made	10,372,110
--------------------------------------	-------------------

Noncash Contributions - 2011

Civic	2,159,911
Education	1,047,200
Health & Medical	<u>3,787,750</u>

Total Noncash Contributions	<u>6,994,861</u>
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Total Contributions Made (see page 48)	<u><u>\$17,366,971</u></u>
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HAROLD SIMMONS FOUNDATION

75-2222091

Fiscal Year 2011

SCHEDULE OF APPROPRIATIONS AND PAYMENTS, BY PROGRAM AREA
12/31/2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
ARTS & CULTURE						
Children's Chorus of Greater Dallas 400 N. St. Paul, Ste 510 Dallas, TX 75201 <i>Community Engagement Project</i> \$7,500.00 2011	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Dallas Black Dance Theatre, Inc. P.O. Box 131290 Dallas, TX 75313-1290 <i>Two-year pledge for capacity building campaign to support critical staff salaries and benefits</i> \$400,000.00 2011	501c(3)	\$0.00	\$400,000.00	\$0.00	\$100,000.00	\$300,000.00
Dallas Children's Theater Rosewood Center for Family Arts 5938 Skillman Dallas, TX 75231 <i>Three-year pledge for performance production expenses</i> \$75,000.00 2011	501c(3)	\$0.00	\$75,000.00	\$0.00	\$25,000.00	\$50,000.00
Dallas Museum of Art 1717 North Harwood Dallas, TX 75201 <i>Five-year pledge for the Center for Creative Connections initiative</i> \$500,000.00 2008	501c(3)	\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Dallas Museum of Art 1717 North Harwood Dallas, TX 75201 <i>2010-2011 membership</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
The Dallas Opera The Margot and Bill Winspear Opera House 2403 Flora Street, Suite 500 Dallas, TX 75201 <i>2011-12 Annual Campaign/Educational Series</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Dallas Summer Musicals Music Hall at Fair Park P.O. Box 710336 Dallas, TX 75371 <i>Curtain Call 2011</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Dallas Summer Musicals Music Hall at Fair Park P.O. Box 710336 Dallas, TX 75371 <i>Annual Fund</i> \$7,500.00 2011	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Dallas Symphony Association 2301 Flora Dallas, TX 75201-2413 <i>AT&T Gala</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Dallas Symphony Association 2301 Flora Dallas, TX 75201-2413 <i>Young Strings program</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Dallas Theater Center 2400 Flora Street Dallas, TX 75201 <i>Project Discovery outreach and educational program</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
North Texas Public Broadcasting 3000 Harry Hines Blvd. Dallas, TX 75201 <i>Children's programming</i> \$30,000.00 2011	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
La Reunion TX 4848 Lemmon Avenue Box 100-117 Dallas, TX 75219 <i>Operating expenses for community art program in Oak Cliff</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Museum of Nature and Science P.O. Box 151469 3535 Grand Avenue Dallas, TX 75315 <i>Five-year pledge for the new Perot Museum of Nature & Science capital campaign</i> \$1,000,000.00 2010	501c(3)	\$800,000.00	\$0.00	\$0.00	\$200,000.00	\$600,000.00
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899 <i>Gala sponsorship</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Shakespeare Festival of Dallas Sammons Center For the Arts 3630 Harry Hines Boulevard, 3rd Floor Dallas, TX 75219 <i>Operating expenses</i> \$7,500.00 2011	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
City Lore 286 13th Street Brooklyn, NY 11215 <i>Continued support for documentary film on the history of the American women's movement</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Texas Ballet Theater 2100 Ross Avenue, Ste 110 Dallas, TX 75201 <i>Ballet productions</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Texas State History Museum Foundation P.O. Box 12456 Austin, TX 78711 <i>Texas Independence Day dinner</i> \$15,000.00 2011	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Texas Winds Musical Outreach 7038 Hunters Ridge Dr. Dallas, TX 75248 <i>Meet the Instruments educational program in Head Start child development centers</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
International Theatrical Arts Society (TITAS) 2100 Ross Avenue, Ste 650 Dallas, TX 75201 <i>Operating expenses</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Deep Ellum Theatre Group/Undermain Theatre 3100 Main Street #16 Dallas, TX 75226 <i>Board governance and development consulting</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
WNET.org 825 Eighth Avenue New York, NY 10019-7435 + <i>Two-year pledge for PBS documentary series called Women, War and Peace</i> \$50,000.00 2010	501c(3)	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
The Women's Museum 3800 Parry Avenue, 75226 Dallas, TX 75226 <i>Operating expenses</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Total ARTS & CULTURE (24 items)						
<u>CIVIC</u>						
CitySquare 511 N. Akard, Ste 302 Dallas, TX 75201 <i>Public policy initiatives for community development organization that provides housing and social service programs</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
The Dallas Arboretum and Botanical Society 8617 Garland Road Dallas, TX 75218 <i>Five-year pledge for Children's Exploration Garden</i> \$5,000,000.00 2009	501c(3)	\$2,990,280.00	\$0.00	\$0.00	\$1,002,800.00	\$1,987,480.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Dallas Zoological Society 650 South R. L. Thornton Freeway Dallas, TX 75203-3013 <i>Four-year pledge for the Giants of the Savanna capital campaign</i> \$5,024,861.50 2008	501c(3)	\$1,132,250.00	\$0.00	\$24,861.50	\$1,157,111.50	\$0.00
Earth Day Dallas 3523 McKinney Avenue #241 Dallas, TX 75204 <i>+ Annual event promoting a green environment</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Equal Justice USA 20 Jay Street, Ste #808 Brooklyn, NY 11201 <i>Operating support to organization working to end the death penalty</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Ferguson Road Initiative P.O. Box 570417 Dallas, TX 75357 <i>+ Economic revitalization of White Rock Hills and Greater Casa View area through programs and services in the community</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108 <i>Dreams of a Diva event</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
League of Women Voters of Texas Education Fund 1212 Guadalupe St., Suite 107 Austin, TX 78701 <i>2011-2012 Voters Service program</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Memnosyne Foundation 2902 Maple Avenue Dallas, TX 75201 <i>Green Source DFW website</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Public Campaign 1133 - 19th Street, N.W., 9th Floor Washington, DC 20036 <i>Operating expenses for organization that promotes election campaign finance reform</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Ranch Hand Rescue 8827 Highway 377 S. Argyle Argyle, TX 76226 + <i>Operating expenses for animal shelter for farm animals that have been abused or neglected</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Southwest Jewish Congress 11311 N. central Expy Ste 300 Dallas, TX 75243 + <i>Flame of Honor awards dinner</i> \$1,500.00 2011	501c(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
The State Fair of Texas P. O. Box 150009 Dallas, TX 75315 <i>Livestock Center</i> \$1,000,000.00 2011	501c(3)	\$0.00	\$1,000,000.00	\$0.00	\$1,000,000.00	\$0.00
Student Conservation Association 1800 North Kent Street, Ste 102 Arlington, VA 22209 <i>Hands-on conservation service opportunities training for high school and college students</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Texas Organizing Project Education Fund (TOP)	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
2506 Sutherland Street Houston, TX 77023 + <i>Operating expenses</i> \$25,000.00 2011						
The Texas Tribune	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
823 Congress Avenue, Ste 210 Austin, TX 78701 <i>Operating expenses for publication that promotes discourse on public policy, politics and government</i> \$25,000.00 2011						
Total CIVIC (16 items)		\$4,122,530.00	\$1,189,000.00	\$24,861.50	\$3,348,911.50	\$1,987,480.00
EDUCATION						
Alba-Golden I. S. D.	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1373 County Road 2377 Alba, TX 75410 <i>Five scholarships for students</i> \$25,000.00 2011						
Alba-Golden I. S. D.	501c(3)	\$0.00	\$1,047,200.00	\$0.00	\$1,047,200.00	\$0.00
1373 County Road 2377 Alba, TX 75410 <i>Operating expenses</i> \$1,047,200.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Athena Foundation 11203 Bushire Drive Dallas, TX 75229 <i>Summer program for continuing education for teachers</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Austin College 900 North Grand Avenue Suite 6G Sherman, TX 75090-4400 <i>Posey Leadership Award and lecture</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Austin College 900 North Grand Avenue Suite 6G Sherman, TX 75090-4400 <i>2012 Posey Leadership Award and lecture honoring Marian Wright Edelman</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Barbara Bush Texas Fund for Family Literacy P.O. Box 131614 Houston, TX 77219 <i>A Celebration of Reading dinner (\$2,500 to Barbara Bush Foundation for Family Literacy and \$2,500 to Barbara Bush Texas Fund for Family Literacy)</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Baylor University 3700 Worth Street Dallas, TX 75246 <i>Scholarship funds for FastBaccalaureate program</i> \$20,000.00 2011		\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Bishop Dunne Catholic School 3900 Rugged Drive Dallas, TX 75224-9911 <i>+ Tuition assistance for students</i> \$5,000.00 2011	509a(1)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Brown University Box 1976 Providence, RI 02912-1976 <i>Annual fund</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Camp Fire USA First Texas Council 2700 Meacham Blvd. Fort Worth, TX 76137 <i>Early Childhood Management Institute training sessions and Creative Training Solutions for 2011</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Communities in Schools Fort Worth 6707 Brentwood Stair Road Fort Worth, TX 76112 <i>Operating expenses</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
DonorsChoose Inc.	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
5462 Anita St. Dallas, TX 75206 <i>Matching funds for online fundraising site that provides learning materials to Dallas schools</i>						
\$25,000.00 2011						
Education Opportunities	501c(3)	\$0.00	\$6,100.00	\$0.00	\$6,100.00	\$0.00
8350 N. Central Expy, Ste 775 Dallas, TX 75206 <i>College scholarship for a talented D.I.S.D student</i>						
\$6,100.00 2011						
Fonkoze USA	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1700 Kalorama Road NW, Ste 102 Washington, D.C. 20009 <i>+ Literacy and education program for women in Haiti</i>						
\$25,000.00 2011						
Foundation for the Education of Young Women	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
2804 Swiss Ave. Dallas, TX 75204 <i>Summer Enhancement program for students of Irma Rangel Young Women's Leadership School</i>						
\$15,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Greenhill School 4141 Spring Valley Addison, TX 75001-3683 <i>Three-year pledge for new performing arts and assembly as part of Building Community Campaign</i> \$500,000.00 2011	501c(3)	\$0.00	\$500,000.00	\$0.00	\$175,000.00	\$325,000.00
Horatio Alger Association % Ebby 100 5485 Belt Line Rd., Ste 270 Dallas, TX 75254 <i>+ Ebby Halliday Birthday Celebration to benefit scholarship fund for Texas students</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Operation Lift Literacy Instruction for Texas 2121 Main Street, Suite 100 Dallas, TX 75201 <i>Operating expenses</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Mi Escuelita Preschool 4231 Maple Avenue P. O. Box 191487 Dallas, TX 75219-9998 <i>Scholarships for low income children to attend preschool</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Open Multilingual Preschool dba Open Door Preschool 4105 Junius Street Dallas, TX 75246 <i>Scholarships for low-income children to attend preschool for 2011</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Our Lady of Perpetual Help School 7625 Cortland Avenue Dallas, TX 75235 <i>Tuition assistance for school that serves high-risk children</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Reasoning Mind 8150 N. Central Expressway, Ste 800 Dallas, TX 75206 <i>Leadership Training program for innovative computer-based math curriculum</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Friends of Children with Down Syndrome / The Rise School 5923 Royal Lane Dallas, TX 75230 <i>Four-year pledge for capital campaign for school that provides education to children with Down Syndrome and other developmental problems</i> \$100,000.00 2008	501c(3)	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
St. Cecilia Catholic School 635 Mary Cliff Road Dallas, TX 75208 + <i>Tuition assistance</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Teach for America 350 N. St. Paul Street, Ste 2800 Dallas, TX 75201 <i>Two-year pledge for organization that uses alternative teacher recruitment and placement in under-resourced schools</i> \$100,000.00 2010	501c(3)	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Union for Reform Judaism/Temple Emanu-EL 8500 Hillcrest Road Dallas, TX 75225-4204 + <i>Playground at Jill Stone Elementary School in the Vickery Meadow area</i> \$30,000.00 2011	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
University of North Texas Foundation 1901 Main Street Dallas, TX 75201 <i>Contemporary Arab and Muslim Cultural Studies Institute (CAMCSI)</i> \$35,000.00 2011	501c(3)	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Uplift Education 606 East Royal Lane Irving, TX 75039 <i>Two-year pledge for expansion. \$800,000 for new Pinnacle Preparatory School and \$200,000 for Hampton Preparatory School</i> \$1,000,000.00 2011	501c(3)	\$0.00	\$1,000,000.00	\$0.00	\$500,000.00	\$500,000.00
Uplift Education 606 East Royal Lane Irving, TX 75039 <i>College bound student incentive program for Hampton Preparatory School senior class</i> \$9,000.00 2011	501c(3)	\$0.00	\$9,000.00	\$0.00	\$9,000.00	\$0.00
Vickery Meadow Learning Center 6329 Ridgecrest Rd. Dallas, TX 75231 <i>Event benefiting literacy program for children and adults</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
The Westwood School Corp 14340 Proton Road Dallas, TX 75244 <i>Two-year pledge for First stage of Legacy Project: 2020 Perfect Vision relocation and expansion of high school</i> \$200,000.00 2010	501c(3)	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
The Westwood School Corp 14340 Proton Road Dallas, TX 75244 <i>Consulting contract for capacity building</i> \$75,000.00 2011	501c(3)	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
Winston School 5707 Royal Lane Dallas, TX 75229 <i>Science Fair</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
World Affairs Council of Greater Dallas 325 N. St. Paul Street, Suite 4200 Dallas, TX 75201 <i>International Education program</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
The Zero to Five Funders Collaborative Fund of The Dallas Foundation The Dallas Foundation 900 Jackson Street, Ste 705 Dallas, TX 75202 <i>Year three of the Early Childhood Education/School Readiness initiative in Bachman Lake area</i> \$50,000.00 2011	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Total EDUCATION (35 items)		\$175,000.00	\$3,029,800.00	\$0.00	\$2,379,800.00	\$825,000.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
HEALTH & MEDICAL						
American Cancer Society 8900 Carpenter Freeway Dallas, TX 75247 <i>Cattle Baron's Ball benefiting cancer research</i> \$7,500.00 2011	501c(3)	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
Baylor Health Care System Foundation 3600 Gaston Avenue, Suite 100 Dallas, TX 75246-1800 <i>Two-year pledge for the expansion of Music Intervention program</i> \$60,000.00 2011	501c(3)	\$0.00	\$60,000.00	\$0.00	\$30,000.00	\$30,000.00
Open Arms, Inc. dba Bryan's House P.O. Box 35868 5940 Forest Park Road Dallas, TX 75235 <i>Early Childhood Education program</i> \$30,000.00 2011	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
CPRIT Foundation P. O. Box 12631 Austin, TX 78711 <i>+ Research, prevention and commercialization efforts to eradicate cancer in Texas</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Carson Leslie Foundation 16250 Knoll Trail Dr., Ste 102 Dallas, TX 75248 + <i>Pediatric cancer research</i> \$15,000.00 2011		\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
University of Texas at Dallas/Center for BrainHealth 1966 Inwood Road Dallas, TX 75235 <i>Annual Legacy award dinner</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Dignitas International USA 2 Adelaide Street West Suite 200 Toronto, Ontario MSH 1L6 CANADA <i>Three-year pledge for Mother and Child Health programming</i> \$150,000.00 2011	501c(3)	\$0.00	\$150,000.00	\$0.00	\$50,000.00	\$100,000.00
Equest P.O. Box 192747 Dallas, TX 75219 <i>Operating expenses for therapeutic horseback riding for disabled children and adults</i> \$15,000.00 2011	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
The Fistula Foundation 1900 The Alameda, Suite 500 San Jose, CA 95126 + <i>Operating expenses</i> \$48,000.00 2011	501c(3)	\$0.00	\$48,000.00	\$0.00	\$48,000.00	\$0.00
Foundation Fighting Blindness 11435 Cronhill Drive Owings Mills, MD 21117-2220 <i>2012 Dining in the Dark Visionary Awards</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Grand Prairie Wellness Center 1710 Small Street Grand Prairie, TX 75050 <i>Operating expenses for organization providing wellness services to disadvantaged or low-income people</i> \$15,000.00 2011	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Healing Hands Ministries P. O. Box 741524 Dallas, TX 75374-1524 <i>Operating expenses for organization that operates a medical and dental clinic serving uninsured residents of Lake Highland community</i> \$15,000.00 2011	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
National Transplant Assistance Fund 150 N. Radnor Chester Rd., Suite F-120 Radnor, PA 19087 <i>Operating expenses for organization that assists patients needing transplants</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Launchability 4350 Sigma, Suite 100 Farmers Branch, TX 75244-4416 <i>Operating expenses for organization that helps children with developmental delays and disabilities</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Medisend International 9244 Markville Drive Dallas, TX 75243 <i>Luncheon</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Mental Health America of Greater Dallas 624 N. Good Latimer St. Ste 200 Dallas, TX 75204-1058 <i>Operating expenses</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Miracle Flights for Kids 2764 N. Green Valley Parkway #115 Green Valley, NV 89014 + <i>Flights to distant specialist medical care for very ill and disabled infants and children from low-income families in Dallas area</i> \$7,000.00 2011	501c(3)	\$0.00	\$7,000.00	\$0.00	\$7,000.00	\$0.00
Mission East Dallas and Metroplex Project 2914 Oates Drive Dallas, TX 75228 <i>Operating expenses for medical clinic</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Parkland Foundation 2777 Stemmons Fwy, Ste 1700, LB 69 Dallas, TX 75207 <i>Five-year pledge for challenge grant for construction of new Women and Infants' Specialty Health Hospital</i> \$50,000,000.00 2008	501c(3)	\$37,455,950.00	\$0.00	\$0.00	\$5,037,750.00	\$32,418,200.00
PediPlace 502 S. Old Orchard, Suite 126 Lewisville, TX 75067 <i>Operating expenses for pediatric clinic in Denton County</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Planned Parenthood Federation of America	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
434 West 33rd Street New York, NY 10001 + Campaign to Defend Women's Health and Rights \$100,000.00 2011						
Planned Parenthood of North Texas, Inc.	501c(3)	\$0.00	\$500,000.00	\$0.00	\$100,000.00	\$400,000.00
7424 Greenville Avenue Suite 206 Dallas, TX 75231 Five-year pledge (one-half for education and one-half for advocacy) \$500,000.00 2011						
Planned Parenthood of North Texas, Inc.	501c(3)	\$0.00	\$1,750.00	\$0.00	\$1,750.00	\$0.00
7424 Greenville Avenue Suite 206 Dallas, TX 75231 2012 Awards luncheon \$1,750.00 2011						
Presbyterian Communities and Services	501c(3)	\$0.00	\$10,000,000.00	\$0.00	\$500,000.00	\$9,500,000.00
6100 Colwell Blvd. Irving, TX 75039 + Five-year pledge for the T. Boone Pickens Hospice and Palliative Care Center \$10,000,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Retina Foundation of the Southwest 9900 N. Central Expwy. Suite 400 Dallas, TX 75231 <i>Equipment for lending library for a new approach to treat amblyopia in children</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Ronald McDonald House of Dallas 4707 Bengal Street Dallas, TX 75235 <i>The Trains at NorthPark</i> \$1,000.00 2011	501c(3)	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
SpiritHorse Therapeutic Riding Center 1960 Post Oak Road Corinth, TX 76210 <i>Operating expenses for therapeutic horse riding program for children with disabilities</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Sweetheart Ball, Inc. 6601 Turtle Creek Boulevard Dallas, TX 75205 <i>Heart research at UTSMC 2011</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Texas Scottish Rite Hospital for Crippled Children	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
2222 Welborn St. Dallas, TX 75219 <i>Treasure Street</i> \$10,000.00 2011						
Texas Scottish Rite Hospital for Crippled Children	501c(3)	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
2222 Welborn St. Dallas, TX 75219 <i>Dallas Association of Petroleum Landmen golf tournament</i> \$250.00 2011						
Texas Voice Project for Parkinson Disease	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
500 N. Coit Road, Suite 2085 Richardson, TX 75080 <i>Capital needs for organization providing voice and other treatments to Parkinson Disease patients</i> \$20,000.00 2011						
The Warren Center	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
320 Custer Road Richardson, TX 75080 <i>+ Operating expenses for organization that provides services for children with developmental disabilities</i> \$10,000.00 2011						
Total HEALTH & MEDICAL (32 items)		\$37,455,950.00	\$11,170,500.00	\$0.00	\$6,178,250.00	\$42,448,200.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
<u>RELIGION</u>						
Christ's Foundry of the United Methodist Church	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
P. O. Box 29126 Dallas, TX 75229-0126 \$50,000 for construction costs for new facility in a low-income area of Bachman Lake						
\$50,000.00 2011						
Total RELIGION (1 item)		\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
<u>SOCIAL WELFARE</u>						
Accion Texas 2014 S. Hackberry Street San Antonio, TX 78210 + Operating expenses for micro-lender serving low-income clients in Dallas area	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
\$20,000.00 2011						
Association for Independent Living 2826 Storey Lane Dallas, TX 75220 Operating expenses for supported living environment for developmentally challenged adults	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
\$10,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Attitudes & Attire	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
World Trade Center						
P.O. Box 421107						
Dallas, TX 75342						
<i>Salary of program manager for Hopeful</i>						
<i>Smiles dental program</i>						
\$25,000.00						
2011						
AVANCE	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
2060 Singleton Blvd. Ste 103						
Dallas, TX 75212						
<i>Attorneys Serving the Community luncheon</i>						
<i>for organization providing outreach,</i>						
<i>support and education to low-income</i>						
<i>Hispanic families</i>						
\$5,000.00						
2011						
Captain Hope's Kids	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
P.O. Box 540548						
Dallas, TX 75354						
<i>Operating expenses</i>						
\$2,500.00						
2011						
Catholic Charities of Dallas	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
9461 LBJ Freeway, Ste 128						
Dallas, TX 75243						
<i>Live for Life program for the indigent</i>						
<i>elderly at Brady Center and Marillac</i>						
<i>Center</i>						
\$25,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Chiapas International 4100 International Parkway, Ste 1100 Carrollton, TX 75007 <i>Operating expenses</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Children First, Inc. P. O. Box 532147 Grand Prairie, TX 75053 <i>Emergency funding for counseling program for children, adolescents and adults who experience abuse, neglect and victimization</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
CitySquare 511 N. Akard, Ste 302 Dallas, TX 75201 <i>A Night to Remember with Jay Leno</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Pregnancy Resource Council dba Council for Life 4516 Lovers Lane Ste 103 Dallas, TX 75225-6993 <i>Celebrating Life luncheon</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
First United Methodist Church dba Crossroads Community Services 1822 Young Street, 2nd Floor Dallas, TX 75201 + <i>Food program</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Dallas County Health and Human Services (DCHHS) 2377 N. Stemmons Freeway Dallas, TX 75207-2710 <i>Emergency air-conditioners for disadvantaged people</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
The Dallas Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Ste 390 Dallas, TX 75219 <i>Giving for Good cards program for Contran employees</i> \$15,010.00 2011	501c(3)	\$0.00	\$15,010.00	\$0.00	\$15,010.00	\$0.00
Dallas Women's Foundation 4300 MacArthur Avenue, Suite 255 Dallas, TX 75209 <i>Five-year pledge for capital campaign</i> \$500,000.00 2007	501c(3)	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Dallas Women's Foundation 4300 MacArthur Avenue, Suite 255 Dallas, TX 75209 <i>2012 Annual luncheon</i> \$3,500.00 2011	501c(3)	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
The Evangelical Covenant Church of America 8303 West Higgins Road Chicago, IL 60631 <i>Four-year pledge for work in the Democratic Republic of Congo</i> \$500,000.00 2011	501c(3)	\$0.00	\$500,000.00	\$0.00	\$125,000.00	\$375,000.00
Family Gateway 3000 San Jacinto Street Dallas, TX 75204 <i>Operating expenses for organization providing shelter and services for homeless families</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
The Family Place P.O. Box 7999 Dallas, TX 75209-9998 <i>Operating expenses for domestic violence shelter</i> \$50,000.00 2011	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Galaxy Counseling Center 1025 S. Jupiter Rd. Garland, TX 75042 <i>Sexual Abuse Treatment program</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Girl Scouts of Northeast Texas JoAnn Fogg Service Center 6001 Summerside Drive Dallas, TX 75252 <i>Three-year pledge for Las Mariposas de Girl Scouts for at-risk Hispanic girls</i> \$100,000.00 2011	501c(3)	\$0.00	\$100,000.00	\$0.00	\$35,000.00	\$65,000.00
Habitat for Humanity of Southern Santa Barbara County P. O. Box 176 Goleta, CA 93117 <i>Operating expenses</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Human Rights Initiative of North Texas 2801 Swiss Avenue Dallas, TX 75204-5925 <i>Five-year pledge for operating expenses</i> \$500,000.00 2007	501c(3)	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Kid Net Foundation dba Jonathan's Place	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
P.O. Box 140085 Dallas, TX 75214						
<i>Operating expenses for children's emergency shelter, foster family training program and therapeutic residential program for girls</i>						
\$20,000.00						
2011						
Junior League of Dallas, Inc.	501c(3)	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
8003 Inwood Road Dallas, TX 75209-3335						
<i>2012 Junior League Ball</i>						
\$3,500.00						
2011						
Kaufman County Court at Law	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
100 W. Mulberry Kaufman, TX 75142						
<i>+ DWI Diversion Court rehabilitation program</i>						
\$25,000.00						
2011						
Launchability	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
4350 Sigma, Suite 100 Farmers Branch, TX 75244-4416						
<i>Supported employment services and on-site job training for adults with cognitive disabilities</i>						
\$10,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Dallas Legal Hospice dba Legal Hospice of Texas	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
3626 North Hall, Ste 820 Dallas, TX 75219 <i>Legal services to low-income residents of Dallas County with terminal illnesses or HIV</i>						
\$10,000.00 2011						
LifeLine Shelter for Families	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
123 West Main, Ste 300 Grand Prairie, TX 75050 <i>Emergency shelter</i>						
\$50,000.00 2011						
Mental Health Association in Santa Barbara County	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
617 Garden Street Santa Barbara, CA 93101 <i>Operating expenses for organization that provides affordable housing for clients with mental illness and low-income workers</i>						
\$10,000.00 2011						
Metro Dallas Homeless Alliance	501c(3)	\$500,000.00	\$0.00	\$0.00	\$500,000.00	\$0.00
1818 Corsicana Street Dallas, TX 75201 <i>Four-year pledge for the Campaign to End Chronic Homelessness</i>						
\$1,000,000.00 2009						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Channel Islands Young Men's Christian Association/Montecito Family YMCA 591 Santa Rosa Lane Santa Barbara, CA 93108 <i>Annual Campaign for Youth</i> \$1,000.00 2011	501c(3)	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Mosaic Family Services 4144 N. Central Expressway, Ste 530 Dallas, TX 75204 <i>Operating expenses</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
National Council on Family Violence P.O. Box 161810 Austin, TX 78716 <i>Love is Respect National Dating Abuse Helpline</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
New Beginning Center 218 N. Tenth Street Garland, TX 75040 <i>Operating expenses for organization providing domestic violence services</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Amy's Friends/New Friends New Life P.O. Box 192378 Dallas, TX 75219 <i>WINGS luncheon for organization that supplies resources for women who want to leave sexually oriented businesses</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
North Dallas Shared Ministries, Inc. 2875 Merrell Road Dallas, TX 75229-4702 <i>Operating expenses</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
North Texas Food Bank 4500 S. Cockrell Hill Rd. Dallas, TX 75236 <i>Food purchases for the hungry</i> \$50,000.00 2011	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Oasis A Second Chance Operation 17101 Preston Road, Ste 260 Dallas, TX 75248 <i>Operating expenses for organization that assists at-risk youth and formerly incarcerated persons as they return to society</i> \$15,000.00 2011	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Austin Community Development Corporation	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
2921 E. 17th St., Bldg D, Ste 1 Austin, TX 78702						
<i>Operating expenses associated with evaluating loan applicants and lending money to Prison Entrepreneurship Program</i>						
\$15,000.00						
2011						
Prison Entrepreneurship Program	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
P.O. Box 7438 Dallas, TX 75209-7438						
<i>Operating expenses</i>						
\$25,000.00						
2011						
Recovery Inn	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
P. O. Box 271461 Dallas, TX 75225						
<i>+ Housing for women recovering from drug and alcohol abuse</i>						
\$10,000.00						
2011						
Resolana	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
P. O. Box 225175 Dallas, TX 75222-5175						
<i>Salary of new Executive Director for women's rehabilitation program at Dallas County Jail</i>						
\$20,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Salvation Army 8787 Stemmons Fwy, Ste 800 P. O. Box 36006, DIs 75235 Dallas, TX 75247 <i>Operating expenses</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Samaritan's Purse P. O. Box 3000 Boone, NC 28607 <i>+ Victims of Japan earthquake and tsunami</i> \$50,000.00 2011	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Santa Barbara Neighborhood Clinics 1900 State Street, Ste G. Santa Barbara, CA 93101 <i>Practice Management System/Electronic Health Records project</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Senior Citizens of Greater Dallas/Senior Source 3910 Harry Hines Blvd. Dallas, TX 75219 <i>Spirit of Generations Awards luncheon</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Shared Housing Center, Inc. 402 N. Good Latimer Expwy Dallas, TX 75204 <i>Two-year pledge of \$250,000 capital for Green Haus and \$10,000 for operating expenses</i> \$260,000.00 2011	501c(3)	\$0.00	\$260,000.00	\$0.00	\$135,000.00	\$125,000.00
Shelter Ministries of Dallas Drawer G Dallas, TX 75208 <i>Operating expenses for Genesis Women's Shelter and Austin Street Centre</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Sky Ranch Foundation 600 N. Pearl St. Ste 640 LB 148 Dallas, TX 75201 <i>Capital campaign for Legacy Center</i> \$100,000.00 2011	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
First Presbyterian Church/The Stewpot 408 Park Avenue Dallas, TX 75201 <i>Representative Payee program to assist homeless and at-risk people in obtaining Social Security and SSI</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Suicide and Crisis Center of North Texas 2808 Swiss Avenue Dallas, TX 75204 <i>Teens Can Survive program</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Texas Association for Infant Mental Health 1199 S. Beltline Rd, Ste 100 Coppell, TX 75019 <i>Education coordinator position for organization supporting healthy emotional development of infants, toddlers and their families</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Texas Muslim Women's Foundation P. O. Box 863388 Plano, TX 75086 <i>Operating expenses</i> \$30,000.00 2011	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Turtle Creek Manor, Inc./Turtle Creek Recovery Center 2820 Swiss Avenue Dallas, TX 75204 <i>Access to Recovery through Care and Housing (Project ARCH)</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
United States Association for UNHCR 1775 K Street, Suite 290 Washington, DC 20006-1517 <i>Emergency funding for the Horn of Africa Crisis</i>	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
\$100,000.00 2011						
The Wilkinson Center 4144 N. Central Expressway, Ste 610 P. O. Box 720248 Dallas, TX 75372 <i>Matching grant for operating expenses</i>	501c(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
\$100,000.00 2011						
Young Womens Christian Association 4144 North Central Expressway, Ste 580 Dallas, TX 75204 <i>\$75,000 (\$60,000 for Nurse-Family Partnership and \$15,000 for general operations)</i>	501c(3)	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
\$75,000.00 2011						
Total SOCIAL WELFARE (57 items)		\$700,000.00	\$2,073,010.00	\$0.00	\$2,208,010.00	\$565,000.00
<u>UNITED WAY</u>						
United Way of Metropolitan Dallas, Inc. 1800 N. Lamar St. Dallas, TX 75202 <i>Match of Contran Corporation employees' gifts</i>	501c(3)	\$0.00	\$92,000.00	\$0.00	\$92,000.00	\$0.00
\$92,000.00 2011						
Total UNITED WAY (1 item)		\$0.00	\$92,000.00	\$0.00	\$92,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
YOUTH						
Bea's Kids 12000 Ford Road, Suite 240 Dallas, TX 75234 <i>Emergency funding</i> \$10,000.00 2011	501c(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Big Thought 2501 Oak Lawn Avenue Suite 550, LB 42 Dallas, TX 75219 <i>Two-year pledge for Thriving Minds program</i> \$500,000.00 2011	501c(3)	\$0.00	\$500,000.00	\$0.00	\$250,000.00	\$250,000.00
Big Thought 2501 Oak Lawn Avenue Suite 550, LB 42 Dallas, TX 75219 <i>25th anniversary celebration</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Child and Family Guidance Centers 8915 Harry Hines Boulevard Dallas, TX 75235 <i>Intensive Services for Children with Mental Illness program</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Child Protective Services Community Partners, Inc./Community Partners of Dallas 1215 Skiles Street Dallas, TX 75204 <i>Rainbow Room, an emergency resource center providing critically needed items for abused and/or neglected children</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Crystal Charity Ball 30 Highland Park Village Suite 206 Dallas, TX 75205 <i>Dallas Mission for Life \$289,573, Los Barrios Unidos Community Clinic \$383,150, Trinity River Mission \$27,277</i> \$1,000,000.00 2011	501c(3)	\$0.00	\$1,000,000.00	\$0.00	\$1,000,000.00	\$0.00
Dallas Community Lighthouse P. O. Box 495787 Garland, TX 75049-5787 <i>Kids Campus tutorial program for at-risk children</i> \$40,000.00 2011	501c(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
From Darkness to Light dba Darkness to Light 7 Radcliffe Street, Ste 200 Charleston, SC 29403 <i>Educator-focused child sexual abuse prevention and intervention pilot project in 12 Texas schools</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Child Abuse Prevention Center 4210 Junius Street Dallas, TX 75246 <i>Bringing Families Together program in Vickery Meadows to reduce risk factors for abuse</i>	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
\$25,000.00 2011						
Fellowship of Christian Athletes, Greater Dallas Chapter 11300 N. Central Expy, Ste 524 Dallas, TX 75243 <i>Tom Landry FCA Open golf tournament</i>	501c(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
\$50,000.00 2011						
Florida Baptist Children's Homes P. O. Box 8190 Lakeland, FL 33802 <i>+ Four-year pledge for capital campaign for new Miami Children's Center</i>	501c(3)	\$0.00	\$1,000,000.00	\$0.00	\$250,000.00	\$750,000.00
\$1,000,000.00 2011						
Girls Incorporated of Metropolitan Dallas 2040 Empire Central Drive Dallas, TX 75235 <i>Three-year grant for capacity building</i>	501c(3)	\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
\$150,000.00 2010						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>Operating expenses for agency that identifies, funds & supports small grassroots organizations around the world serving vulnerable children</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Hogar Infantil Texas, Inc. P.O. Box 1835 Granbury, TX 77303 <i>Water purification system for residential facility serving homeless children in Mexico</i> \$3,000.00 2011	501c(3)	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
Junior Players Guild 4054 McKinney Avenue, Suite 104 Dallas, TX 75204 <i>Arts programs for at-risk youth</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Letot Center Capital Foundation 8214 Westchester Drive, Ste 850 Dallas, TX 75225 <i>Girls Residential Treatment Center campaign</i> \$500,000.00 2011	501c(3)	\$0.00	\$500,000.00	\$0.00	\$500,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Lutheran Social Services of the South (Evangelical Lutheran Church in America) P. O. Box 140767 Austin, TX 78714 + <i>Trauma-Informed Care for foster children</i> \$20,000.00 2011	501c(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Prevent Child Abuse Texas 13740 Research Blvd. #R-4 Austin, TX 78750 <i>Sponsorship of annual Conference on the Prevention of Child Abuse</i> \$2,000.00 2011	501c(3)	\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Promise House, Inc. 224 West Page Dallas, TX 75208 <i>Emergency youth shelter program</i> \$30,000.00 2011	501c(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Rainbow Days, Inc. 8150 N. Central Expressway, Ste 1600 Dallas, TX 75206 <i>Prevention programs for children, youth and parents at-risk for substance abuse</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Southern Methodist University P.O. Box 750100 Dallas, TX 75275 <i>Global Summit on Ending Corporal Punishment and Promoting Positive Discipline</i> \$5,000.00 2011	501c(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024 <i>+ Post-Adoption program for organization that finds homes for children who have endured abuse, neglect or abandonment</i> \$15,000.00 2011	501c(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Texas Early Childhood Education Coalition 316 W. 12th Street, Suite 105 Austin, TX 78701 <i>Operating expenses</i> \$2,500.00 2011	501c(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Dallas Foundation/TexProtects Fund Meadows Foundation Executive Suites 2904 Floyd Street, Ste C2 Dallas, TX 75204-5910 <i>Operating expenses</i> \$25,000.00 2011	501c(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Dallas Foundation/TexProtects Fund	501c(3)					
Meadows Foundation Executive Suites		\$0.00	\$225,000.00	\$0.00	\$75,000.00	\$150,000.00
2904 Floyd Street, Ste C2						
Dallas, TX 75204-5910						
<i>Three-year pledge for operating expenses</i>						
\$225,000.00						
2011						
Total YOUTH (25 items)		\$100,000.00	\$3,535,000.00	\$0.00	\$2,435,000.00	\$1,200,000.00
Grand Totals (191 items)		\$43,578,480.00	\$21,839,310.00	\$24,861.50	\$17,366,971.50	\$48,075,680.00

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2011

75-2222091

Part XV - line 3b
Grants & Contributions Approved for Future Payment

<u>Name and address</u>	<u>Purpose</u>	<u>Amount</u>
Parkland Foundation	Health & Medical	32,418,200
Dallas Museum of Art	Arts & Culture	100,000
The Dallas Arboretum	Civic	1,987,480
Girls Incorporated of Metropolitan Dallas	Civic	50,000
Museum of Nature & Science	Arts & Culture	600,000
Alba Golden Independent School District	Education	25,000
Athena Foundation	Education	15,000
Baylor Health Care System Foundation	Health & Medical	30,000
Big Thought, A Learning Partnership	Youth	250,000
Dallas Black Dance Theatre	Arts & Culture	300,000
Dallas Children's Theater	Arts & Culture	50,000
Dignitas International	Health & Medical	100,000
The Evangelical Covenant Church	Social Welfare	375,000
Florida Baptist Children's Homes	Youth	750,000
Girl Scouts of Northeast Texas	Social Welfare	65,000
Greenhill School	Education	325,000
Planned Parenthood of North Texas, Inc.	Social Welfare	400,000
Presbyterian Communities and Services Foundation	Health & Medical	9,500,000
ScholarShot	Education	20,000
Shared Housing Center	Social Welfare	125,000
TexProtects	Youth	150,000
Tuberous Sclerosis Alliance	Health & Medical	175,000
Uplift Education	Education	500,000
Total		<u>\$48,310,680</u>

Harold Simmons Foundation, Inc.
Form 990-PF
Year ended 12/31/2011

75-2222091

Part VIII - line 1
 List of officers and directors

<u>Name and address</u>	<u>Title</u>		<u>Compensation</u>	<u>Employee Benefits</u>	<u>Expense Account</u>
Harold C. Simmons 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Chairman	*	\$0	\$0	\$0
Lisa K. Simmons 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	President	*	0	0	0
Serena S. Connelly 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Executive V.P.	*	0	0	0
A. Andrew R. Louis 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Secretary		0	0	0
John A. St Wrba 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Treasurer		0	0	0
J. Mark Hollingsworth 5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240	Gen Counsel		0	0	0
Total			<u>\$0</u>	<u>\$0</u>	<u>\$0</u>

* Director

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Harold Simmons Foundation, Inc.	Employer identification number (EIN) or ☐ 75-2222091
	Number, street, and room or suite no. If a P.O. box, see instructions. 5430 LBJ Freeway, Suite 1700	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Dallas, TX 75240-2697	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Patty Brinda

Telephone No. ► 972-233-1700 FAX No. ► 972-448-1430

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 11 or

► ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	140,440.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	10,440.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	130,000.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat. No. 27916D

Form **8868** (Rev. 1-2012)