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

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

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

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 11,587,860.** J Accounting method: Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	813.	813.	N/A	
4	Dividends and interest from securities	289,991.	289,991.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	1,990,682.			
b	Gross sales price for all assets on line 6a	6,586,271.			
7	Capital gain net income (from Part IV, line 2)		1,990,682.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
	See Statement 1	4,007.	4,007.		
12	Total. Add lines 1 through 11	2,285,493.	2,285,493.		
13	Compensation of officers, directors, trustees, etc	201,753.		201,753.	
14	Other employee salaries and wages	47,997.		47,997.	
15	Pension plans, employee benefits	39,134.		39,134.	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) <i>See St 2</i>	2,400.	1,200.	1,200.	
17	Other prof fees (attach sch) <i>See St 3</i>	73,124.	58,124.	15,000.	
18	Interest <i>See St 4</i>	24,408.	2,158.		
19	Taxes (attach schedule) <i>See Stm 4</i>				
20	Occupancy				
21	Travel, conferences, and meetings	10,269.		10,269.	
22	Printing and publications	2,000.		2,000.	
23	Other expenses (attach schedule)				
	See Statement 5	25,294.	1,597.	23,697.	
24	Total operating and administrative expenses. Add lines 13 through 23	426,379.	63,079.	341,050.	
25	Contributions, gifts, grants paid Part XV	3,647,772.		3,647,772.	
26	Total expenses and disbursements. Add lines 24 and 25	4,074,151.	63,079.	3,988,822.	
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements. b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-1,788,658.	2,222,414.		

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
A S S E T S	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	713,768.	627,865.	627,865.
	3	Accounts receivable ►	501,969.		
		Less, allowance for doubtful accounts ►	11,408.	501,969.	501,969.
	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 sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,492.	13,588.	13,588.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 7	7,253,269.	5,521,681.	7,444,550.
	c	Investments – corporate bonds (attach schedule) Statement 8	1,301,403.	1,315,145.	1,277,065.
	11	Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 9	2,053,573.	1,566,007.	1,722,823.	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	11,334,913.	9,546,255.	11,587,860.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
N F E T N D A S B E T S C O R E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	11,334,913.	9,546,255.	
	30	Total net assets or fund balances (see instructions)	11,334,913.	9,546,255.	
	31	Total liabilities and net assets/fund balances (see instructions)	11,334,913.	9,546,255.	

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	11,334,913.
2	Enter amount from Part I, line 27a	2	-1,788,658.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	9,546,255.
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	9,546,255.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

1a Sale of Marketable Securities			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 6,586,271.		4,595,589.	1,990,682.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a				1,990,682.	
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,990,682.	
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 (column (b) divided by column (c))
2010	3,606,901.	15,150,602.	0.238070
2009	3,316,493.	18,070,752.	0.183528
2008	3,035,405.	23,252,388.	0.130542
2007	2,435,781.	26,763,819.	0.091010
2006	2,097,696.	25,531,912.	0.082160

2 Total of line 1, column (d)	2	0.725310
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	0.145062
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,674,545.
5 Multiply line 4 by line 3	5	1,983,657.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,224.
7 Add lines 5 and 6	7	2,005,881.
8 Enter qualifying distributions from Part XII, line 4	8	3,988,822.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	1	22,224.
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)	2	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	3	22,224.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	22,224.
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	34,610.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	34,610.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,386.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 12,386. Refunded	11	0.

Part VII-A | Statements Regarding Activities

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?

	Yes	No
1a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
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If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

	X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

	0.
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(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

	0.
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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?

	X
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If 'Yes,' attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

	X
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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?

	X
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	X
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If 'Yes,' attach the statement required by General Instruction T.

	X
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6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.

	X
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• By language in the governing instrument, or

	X
--	---

• 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
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7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	X
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8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

	X
--	---

TX

	X
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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
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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
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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

	X
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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	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)	Telephone no ► 713-580-1800
15	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)	ZIP + 4 ► 77024
16	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.thesimmonsfoundation.org	N/A ►
17	The books are in care of ► <u>Rebecca C. Young</u> Located at ► <u>109 N. Post Oak Ln, Ste 220, Houston, TX</u>	15
18	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A
19	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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►	Yes X No

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.

1a	During the year did the foundation (either directly or indirectly)	Yes X No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X 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 X 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 X No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If 'Yes,' list the years ► 20__, 20__, 20__, 20__	Yes X No
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. ► 20__, 20__, 20__, 20__	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X 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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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?*If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)*N/A Yes No**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?*If 'Yes' to 6b, file Form 8870***7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		201,753.	13,487.	0.

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

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

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

0

Part 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		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions.		
3		
Total. Add lines 1 through 3		► 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes
 a Average monthly fair market value of securities

1a	13,096,611.
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1b	786,176.
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1c	
----	--

1d	13,882,787.
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2	0.
---	----

3	13,882,787.
---	-------------

4	208,242.
---	----------

5	13,674,545.
---	-------------

6	683,727.
---	----------

b Average of monthly cash balances
 c Fair market value of all other assets (see instructions)
 d **Total** (add lines 1a, b, and c)
 e Reduction claimed for blockage or other factors reported on lines 1a and 1c
 (attach detailed explanation)

1e	0.
----	----

2 Acquisition indebtedness applicable to line 1 assets
 3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

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	683,727.
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2a Tax on investment income for 2011 from Part VI, line 5

2a	22,224.
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2b	
----	--

2c	22,224.
----	---------

3	661,503.
---	----------

4	
---	--

5	661,503.
---	----------

6	
---	--

7	661,503.
---	----------

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes
 a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1a	3,988,822.
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1b	
----	--

2	
---	--

3a	
----	--

3b	
----	--

4	3,988,822.
---	------------

5	22,224.
---	---------

6	3,966,598.
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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				661,503.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 863,586.				
b From 2007 1,116,229.				
c From 2008 1,882,552.				
d From 2009 2,420,083.				
e From 2010 2,889,327.				
f Total of lines 3a through e 9,171,777.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 3,988,822.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			661,503.
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	3,327,319.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,499,096			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	863,586.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,635,510.			
10 Analysis of line 9				
a Excess from 2007 1,116,229.				
b Excess from 2008 1,882,552.				
c Excess from 2009 2,420,083.				
d Excess from 2010 2,889,327.				
e Excess from 2011 3,327,319.				

BAA

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

N/A

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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 organization 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))

Gay A. Roane

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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached	N/A	Public	See attached	3,647,772.
Total				► 3a 3,647,772.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	813.	
4 Dividends and interest from securities			14	289,991.	
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	1,990,682.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership Income			18	4,007.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)	12	1,994,682	12	2,285,493.	
13 Total. Add line 12, columns (b), (d), and (e)	13				2,285,493.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income	\$ 4,007.	\$ 4,007.	
Total	\$ 4,007.	\$ 4,007.	0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	\$ 2,400.	\$ 1,200.		
Total	\$ 2,400.	\$ 1,200.		\$ 1,200.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisory fees	\$ 58,124.	\$ 58,124.		
Scholarship administration	\$ 15,000.			\$ 15,000.
Total	\$ 73,124.	\$ 58,124.		\$ 15,000.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 22,250.			
Foreign tax	\$ 2,158.	\$ 2,158.		
Total	\$ 24,408.	\$ 2,158.		\$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Education expenses	\$ 3,783.			\$ 3,783.
Insurance	3,194.	\$ 1,597.		1,597.
Membership fees	2,150.			2,150.
Office supplies & expense	13,509.			13,509.
Other expenses	1,280.			1,280.
Scholarship program	1,378.			1,378.
Total	<u>\$ 25,294.</u>	<u>\$ 1,597.</u>		<u>\$ 23,697.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	Valuation Method	Book Value	Fair Market Value
Corporate Stock - see attached	Cost	\$ 3,526,608.	\$ 5,427,497.
LKCM Fund	Cost	936,793.	1,018,837.
Ishares Trust MSCI	Cost	250,047.	249,456.
Harding Loevner Funds, Inc.	Cost	808,233.	748,760.
	Total	<u>\$ 5,521,681.</u>	<u>\$ 7,444,550.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	Valuation Method	Book Value	Fair Market Value
Corporate Bonds - see attached	Cost	\$ 622,356.	\$ 589,250.
Pimco Total Return Fund CL	Cost	692,789.	687,815.
	Total	<u>\$ 1,315,145.</u>	<u>\$ 1,277,065.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	Valuation Method	Book Value	Fair Market Value
Double Black Diamond, Ltd.	Cost	\$ 1,000,000.	\$ 1,156,816.
Overseas CAP Partners Inc.	Mkt Val	542,572.	542,572.
Condéra Absolute Return Strategies	Mkt Val	23,435.	23,435.
	Total	<u>\$ 1,566,007.</u>	<u>\$ 1,722,823.</u>

The Simmons Foundation

76-0398915

Statement 9
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/Other
Linda K. May 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	President/Dir 40.00	\$ 117,065.	\$ 6,680.	\$ 0.
Robert F. Henricksen 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	VP / Director 1.00	0.	0.	0.
Amanda J. Cloud 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Secretary/Treas 40.00	84,688.	6,807.	0.
Gay A. Roane 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 4.00	0.	0.	0.
Betty K. Mathis 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
Jim T. Mills 109 N. Post Oak Lane, Ste 220 Houston, TX 77024	Director 1.00	0.	0.	0.
Total \$ 201,753. \$ 13,487. \$ 0.				

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: Linda May
 Care Of: The Simmons Foundation
 Street Address: 109 N. Post Oak Lane, Ste. 220
 City, State, Zip Code: Houston, TX 77024

Telephone:

Form and Content: See the Foundation's website for application form and guidelines. www.thesimmonsfoundation.org

Submission Deadlines: None

Restrictions on Awards: The Foundation has expanded the time period in which a recipient may complete their under-graduate degree from four years to six years, as set forth on the attached Scholarship Application and Guidelines. The change was made based on concerns by educators that in the current environment students are often needing at least six years to complete their educations. For 2010 forward the Foundation's scholarship guidelines were amended to limit scholarships to non-profit colleges and /or universities. Complete details are also available on the Foundation's website: www.thesimmonsfoundation.org.

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

	Book Value	FMV
1,290 3M Company	109,116	105,432
920 Abbott Laboratories	37,027	51,732
355 Allergan Inc	23,735	31,148
1,800 American Electric Power Co Inc	65,888	74,358
165 Apple Inc	30,896	66,825
2,400 AT&T Inc	67,675	72,576
545 Baker Hughes	31,586	26,509
800 Caterpillar Inc	41,252	72,480
1,560 Celgene Corp	87,353	105,456
800 ChevronTexaco Corp	51,280	85,120
3,100 Cisco Systems	71,311	56,048
1,000 Coca Cola Co	64,840	69,970
545 Cognizant Technology Sol	33,666	35,049
1,200 Consolidated Edison Inc	49,330	74,436
1,500 Danaher Corp	50,016	70,560
500 Discovery Communications Inc	21,127	20,485
780 Dollar General Corporation	25,695	32,089
1,300 Dominion Resources Inc VA New	60,393	69,004
2,700 Dow Chemical Co	72,581	77,652
2,000 Eaton Corp	79,188	69,648
1,500 El DuPont De Nemours & Co	80,612	68,670
650 Expeditors International of Washington Inc	28,278	26,624
29,865 Exxon Mobil Corp	1,018,098	2,531,357
230 F5 Networks Inc	19,074	24,408
1,300 Fedex Corp	77,547	75,159
140 Franklin Resources Inc	17,614	13,448
6,395 General Electric Co	111,827	114,534
29 Google Inc	15,090	18,731
1,400 Hess Corporation	71,118	79,520
2,200 Intel Corp	42,483	53,350
400 International Bus Machines	32,100	73,552
48 Intuitive Surgical Inc New	13,678	22,224
3,600 Kroger Co	79,990	87,192
475 Las Vegas Sands Corp	21,070	20,297
700 McDonalds Corp	39,920	70,231
2,000 Microsoft Corp	50,176	51,920
345 Monsanto Co	23,982	24,174
400 Nestle SA Sponsored ADR	20,695	23,084
560 Netapp Inc	18,756	20,311
195 Nike Inc -Cl B	16,136	18,792
1,700 Oracle Corp	49,698	43,605
3,500 Pfizer Inc	58,553	75,740
425 Philip Morris International Inc	28,799	33,354
205 Praxair Inc	20,192	21,915
61 Priceline Com Inc	16,961	28,530
1,000 Qualcomm Inc	50,202	54,700
235 Rovi Corp	14,399	5,776
630 Sabmller PLC	19,138	22,082
520 Schlumberger Ltd	34,156	35,521
390 Shire PLC	28,620	40,521
1,600 Southern Co	51,007	74,064
555 Starbucks Corp	19,897	25,536
980 Tencent Holdings Limited	23,665	19,737
1,100 Thermo Fisher Scientific Inc	56,544	49,467
65 Tiffany & Co New	4,310	4,307
900 United Technologies	59,471	65,781
490 Visa Inc	37,101	49,750
1,200 Wal-Mart Stores Inc	63,713	71,712
360 Yum Brands Inc	17,984	21,244
 Total Corporate Stock	 3,526,608	 5,427,497

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

	Book Value	FMV
17,000 American Capital Limited	17,408	17,173
30,000 American Casino & Entmt Ppty	27,475	30,525
28,000 American Railcar Inds Inc	25,300	28,000
43,000 ATP Oil & Gas Corp	41,783	28,273
29,978 CIT Group Inc	25,836	29,978
34,000 Cricket Communications Inc	30,013	29,750
50,000 Energy Conversion Devices, Inc	33,964	23,500
19,000 Exco Res Inc Sr Nt	19,358	17,955
8,000 Felcor Lodging Ltd	9,200	8,760
33,000 General Motors Acceptance Corp	27,635	31,185
30,000 Harbinger Group Inc Sr Sec	31,805	29,325
28,000 Harrahs Operating Co Inc	29,493	29,715
36,000 Hovnanian K Enterprises Inc	36,482	28,710
30,000 Icahn Enterprises LP/Corp	30,376	31,200
24,000 ITC Deltacom Inc	26,021	24,540
35,000 JA Solar Hldgs Co Ltd	27,763	25,725
14,000 Lennar Corp Sr Nt	17,330	16,660
30,000 Level 3 Fing Inc Sr Nt	32,662	31,800
12,000 McMoran Exploration Co	13,360	12,720
3,000 Metro PCS Wireless Inc Sr Nt	3,153	3,041
29,000 MGM Resorts Intl	30,848	31,900
10,000 Navios Maritime Hldgs Inc	9,885	9,513
11,000 Phi Inc Sr Nt	11,614	11,028
37,000 Sprint Capital Corp	33,154	29,924
27,000 Standard Pac Corp New	30,441	28,350
 Total Corporate Bonds	 <u>622,356</u>	 <u>589,250</u>

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
ACCION Texas, Inc 2014 South Hackberry Street San Antonio, TX 78210	Civic and Community	None	509(a)(1)	(Operating) Toward micro-lending to small businesses that do not have access to loans from ordinary commercial sources	\$ 20,000
American Leadership Forum 3101 Richmond Avenue, Suite 140 Houston, TX 77098	Civic and Community	None	509(a)(1)	(Program) Toward joining and strengthening leaders in the areas of Criminal Justice and Public Education, and to build relationships and forge collaborations within each sector	15,000
Anti-Defamation League of B'nai B'rith 4636 Southwest Freeway, Suite 400 Houston, TX 77027	Civic and Community	None	509(a)(2)	(Program) Toward "The Miller Early Childhood Initiative"—an anti-bias training program with a goal of reaching children ages 3-5 through workshops for their caregivers, educators and family members	20,000
Avenue Community Development, Inc 2505 Washington Avenue, Suite 400 Houston, TX 77007	Civic and Community	None	509(a)(1)	(Operating) Toward effort to revitalize the community by developing affordable housing and economic opportunities, while preserving the area's cultural, economic, and historical diversity	20,000
Change Happens! 3353 Elgin Street Houston, TX 77004-3531	Civic and Community	None	509(a)(1)	(Operating) Toward addressing societal problems that affect at-risk families by empowering them through education, prevention, research and advocacy	15,000
Children at Risk 2900 Weslayan, Suite 400 Houston, TX 77027	Civic and Community	None	509(a)(1)	(Operating) Toward improving the quality of life of children and youth through strategic research, public policy, analysis, education and advocacy	20,000
Conference of Southwest Foundations 624 North Good-Latimer Expressway Suite 100 Dallas, TX 75204	Civic and Community	None	509(a)(2)	(Program) Toward Conference of Southwest Foundation's annual meeting	500
Executive Service Corps Of Houston, Inc 2630 Fountainview, Suite 428 Houston, TX 77057	Civic and Community	None	509(a)(1)	(Operating) Toward promoting best management practices in the nonprofit sector by utilizing skills of retired executives as consultants	15,000
Generation One PO Box 8280 Houston, TX 77288-8280	Civic and Community	None	509(a)(1)	(Operating) Toward mentoring, tutoring and character-building programs for children in the Third Ward	10,000
Greater Houston Community Foundation 770 S Post Oak Lane, Suite 525 Houston, Texas 77056	Civic and Community	None	509(a)(1)	(Operating) Toward helping to provide social purpose ministries with a professional forum to strengthen their capacity to fulfill their mission	20,000
Houston Area Urban League 1301 Texas Avenue Houston, TX 77002	Civic and Community	None	509(a)(1)	(Operating) Toward empowering communities by changing lives to ensure economic independence through education, workforce and economic development and training	15,000
Houston Habitat for Humanity, Inc 3750 North McCarty Houston, TX 77029	Civic and Community	None	509(a)(1)	(Capital) Toward Houston Endowment's \$1 million challenge grant to help empower families through home ownership	20,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Houston Interfaith Sponsoring Committee 4141 Southwest Freeway Suite 650 Houston, TX 77027	Civic and Community	None	509(a)(1)	Operating) Toward grass-roots community organizing so that people will be able to advocate effectively on behalf of their neighborhood and community	15,000
Jewish Family Service 4131 South Braeswood Houston, TX 77025	Civic and Community	None	509(a)(1)	(Program) Toward funding the Coordinator of Volunteer Services to recruit, train and manage volunteers to benefit the community	10,000
John P McGovern Museum Of Health & Medical Science 1515 Hermann Drive Houston, TX 77004-7126	Civic and Community	None	509(a)(2) under 170(b)(1)(A)(vii)	(Program) Toward summer camp and mini-camp experiences for youth to learn about health issues and health sciences	10,000
Leadership Houston Inc 3100 Westway Suite 377 Houston, TX 77027	Civic and Community	None	509(a)(2) under 170(b)(1)(A)(vii)	(Program) Toward scholarships for nonprofit staff to participate in the Leadership Houston program	7,500
League of Women Voters of Houston Education Fund 4001 N Shepherd, Ste 213 Houston, TX 77018	Civic and Community	None	509(a)(1)	(Program) Toward promoting active and informed civic participation, particularly in areas of human trafficking and voter ID requirements and providing on-line materials that inform and educate voters about issues and candidates for public office	10,000
National Urban Fellows 102 West 38th Street, Suite 700 New York, New York 10018-3675	Civic and Community	None	509(a)(1)	(Operating) Toward developing leaders of all ethnic and racial backgrounds with a strong commitment to equity and social justice serving in public and private organizations	20,000
Neighborhood Centers, Inc P O Box 271389 Houston, TX 77277-1389	Civic and Community	None	509(a)(1)	(Operating) Toward bringing resources, education and connection to underserved neighborhoods	30,000
Progressive Forum 4826 Palmetto Bellaire, TX 77401	Civic and Community	None	509(a)(2)	(Operating) Toward enriching democracy and culture by bringing great minds as speakers who provide seminal understanding in their fields	10,000
Rothko Chapel 1409 Sul Ross Houston, TX 77006	Civic and Community	None	509(a)(1)	(Operating) Toward sacred space open to all and human rights programming that promotes social justice and elevates community discourse and education	10,000
SPARK P O Box 1562 Houston, TX 77251	Civic and Community	None	509(a)(1)	(Operating) Toward public/private effort to build parks on public school campuses for the use of students and the surrounding community	10,000
Texas Freedom Network Education Fund P O Box 1624 Austin, Texas 78767	Civic and Community	None	509(a)(1)	(Operating) Toward youth advocacy campaign in Harris County	15,000
Texas One Voice A Collaborative For Health And Human Services 5120 Woodway Drive, Suite 6000 Houston, TX 77056	Civic and Community	None	509(a)(1)	(Operating) Toward a collaborative effort to speak collectively and advocate on behalf of all Texans regarding health and human services initiatives at the policy level	20,000
Voices Breaking Boundaries P O Box 541247 Houston, TX 77254	Civic and Community	None	509(a)(1)	(Operating) Toward enabling people to sustain dialogue and promote social justice by giving a voice to marginalized communities	15,000
Young Mens Christian Association Of Greater Houston Area 19915 SH 249 Houston, TX 77070	Civic and Community	None	509(a)(2) under 170(b)(1)(A)(vii)	(Capital) Toward construction of a program building for the Cypress Creek YWCA that will serve school age children, teens and seniors	35,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Adult Reading Center Inc 2246 North Washington Ave Pearland, TX 77581-3473	Education	None	509(a)(1)	(Operating) Toward providing adult learners with free literacy instruction in southeast Harris, Brazoria, Fort Bend and Galveston counties	20,000
American Intercontinental University 9999 Richmond Avenue Houston TX 77042	Education	None	170(b)(1)(A)(ii)	Scholarship Program	3,332
ArtBridge 3311 Richmond, Suite 212 Houston, TX 77098	Education	None	509(a)(1)	(Operating) Toward expressive arts programs that serve homeless children in partnership with other nonprofit organizations	20,000
Aurora Picture Show 1524 Sul Ross Houston, TX 77006	Education	None	509(a)(1)	(Program) Toward "Popcorn Kids"-- media literacy program educating students on the media arts and providing hands-on experiences for artistic expression	5,000
Children's Defense Fund 316 West 12th Street, Suite 105 Austin, TX 78701	Education	None	509(a)(1)	(Operating) Toward building a system of quality early childhood education across Texas	15,000
Chinquapin Preparatory School 2615 E Wallisville Road Highlands, TX 77562-3199	Education	None	509(a)(1)	(Operating) Toward providing high quality college-preparatory education and enrichment opportunities to able and motivated youth from low-income families in the greater Houston area	23,000
Citizen Schools Inc 2700 Southwest Freeway Suite B Houston, TX 77098	Education	None	509(a)(1)	(Program) Toward after-school programs that teach critical skills to middle school students and simultaneously provide opportunities for civic engagement	15,000
College Forward P O Box 421679 Houston, TX 77242	Education	None	509(a)(1)	(Operating) Toward a college access and college persistence program for economically disadvantaged students to facilitate their transition to college	20,000
Creative Alternatives, Inc 1330-R Wirt Road Houston, TX 77055	Education	None	509(a)(2)	(Program) Toward "Art After School" -- a curriculum-based art program conducted in 12 low-income apartment communities in partnership with Texas Inter-Faith	15,000
Cy-Fair Educational Foundation 12841 Jones Road Suite 111 Houston, TX 77070	Education	None	509(a)(1)	(Operating) Toward scholarships to increase college access for graduates in Cypress Fairbanks ISD, and to promote excellence in teaching through classroom innovation grants	20,000
Da Camera Society Of Texas 1427 Branard Houston, TX 77006	Education	None	509(a)(1)	(Program) Toward "Music Encounters"-- bringing professional musicians into elementary and middle schools for interactive music programs that integrate core subjects such as math and science	7,500
Education Foundation of Harris County 6300 Irvington Blvd Houston, TX 77022	Education	None	509(a)(1)	(Program) Toward "All Earth EcoBot Challenge" -- a learning experience and tool to improve STEM skills and understand their application into the world of commerce and industry	15,000
Education Pioneers - Houston 2434 Robinhood, Suite B Houston, TX 77005	Education	None	509(a)(1)	(Operating) Toward fellowship programs training the next generation of leaders in education	15,000
FotoFest, Inc 1113 Vine Street, Suite 101 Houston, TX 77002	Education	None	509(a)(1)	(Program) Toward "Literacy Through Photography"-- school-based program using photography to encourage student writing, critical thinking, strengthen communication skills and develop visual literacy	10,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Great Expectations Foundation 717 North Grand Tahlequah, Oklahoma 77464	Education	None	509(a)(1)	(Program) Toward a teaching reform movement that motivates, inspires and challenges individuals to achieve excellence in learning and living	25,000
Heart House of Austin P O Box 682991 Houston, TX 77268	Education	None	509(a)(1)	(Capital) Toward building a facility in NW Houston, in collaboration with Habitat for Humanity Northwest, to serve as a summer and after-school center for at-risk students	15,000
Hope Stone Inc 1210 West Clay #26 Houston, TX 77019	Education	None	509(a)(1)	(Operating) Toward "Kid's Play"-- after school arts education for at-risk youth ages 6 - 18 including dance, theater, yoga, music and photography	10,000
Houston Baptist University 7502 Fondren Road Houston, TX 77074	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,500
Houston Center for Contemporary Craft 4848 Main Street Houston, TX 77002	Education	None	509(a)(1)	(Program) Toward "Hands on Houston"-- educational outreach arts programs for underserved children in the Houston area	10,000
Houston Center For Photography 1441 West Alabama Street Houston, TX 77006	Education	None	509(a)(1)	(Program) Toward contemporary photography education and outreach programs for high school students	5,000
Houston Community College 3100 Main Street, MC1148 Houston, TX 77002	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,466
Houston Community College System Foundation 3100 Main Street, MC1148 Houston, TX 77002	Education	None	509(a)(1)	(Program) Toward "The Opportunity 14 Scholarship Fund"-- scholarships targeting area high school graduates "in the gap" who qualify for some federal or state aid, but not enough to cover costs of tuition and fees	20,000
Houston Independent School District Foundation c/o HISD 4400 West 18th Street Houston, TX 77092	Education	None	509(a)(1)	(Program) Toward "Apollo 20"-- an initiative designed to accelerate HISD's efforts to improve student performance in every school and close the achievement gap district-wide	25,000
Houston READ Commission P O Box 2049 Houston, TX 77252-2049	Education	None	509(a)(1)	(Operating) Toward leading and mobilizing a coalition of literacy providers and resources to improve literacy among residents in greater Houston	20,000
Interactive Theater Company P O Box 924087 Houston, TX 77292	Education	None	509(a)(1)	(Program) Toward youth theater productions for students in seven area school districts incorporating TAKS standards with interactive, engaging performances	10,000
Junior Achievement of Southeast Texas 2115 E Governors Circle Houston, TX 77092	Education	None	509(a)(1)	(Program) Toward "JA Mobile Finance Park"-- all-day, hands on experience for high school students to learn about personal, financial decision-making	10,000
Caleidoscope Youth Development Services Inc Formerly known as The Rhodes School 12822 Robert E Lee Road Houston, TX 77044	Education	None	509(a)(1)	(Program) Toward after school and summer programs that emphasize STEM subjects for 350 at-risk students, K-5th grade, in northeast Harris County	15,000
KIDS COUNT FOUNDATION 315 S Broadway La Porte, TX 77571	Education	None	509(a)(1)	(Operating) Toward after-school and summer programs for children 5-12 and their parents in the La Porte school district	7,500

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Knoxville College 901 Knoxville College Drive Knoxville, TN 37921	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
Lee Next Step Fund P O Box 4059 Houston, Texas 77210	Education	None	509(a)(1)	(Program) Toward exposing at-risk high school students to "Fantastic Learning Opportunities" that further their vision and foster an interest in pursuing their education	15,000
Literacy Advance Of Houston Inc 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Education	None	509(a)(2) under 170(b)(1)(A)(vii)	(Operating) Toward transforming lives and communities through literacy	20,000
Making It Better 12438 Deep Spring Houston, TX 77077	Education	None	509(a)(1)	(Operating) Toward after-school academic enrichment and leadership building programs for at-risk children in 1st - 7th grades in the Westside High School feeder pattern and South Houston	15,000
Menil Foundation, Inc 1519 Branaard Houston, TX 77006	Education	None	509(a)(1)	(Program) Toward "Writing at the Menil"-- a collaborative effort between the Menil Museum and WITS that works with young children as they experience art and learn how to express themselves on paper	10,000
Mercury Baroque Ensemble 3601 South Sandman, Suite 220 Houston, TX 77098	Education	None	509(a)(2)	(Program) Toward "Music in Motion"-- encouraging appreciation of classical music and development of language, motor and listening skills for elementary and pre-K students	15,000
Mexican Institute of Greater Houston 4601 Caroline Street Housion, TX 77004	Education	None	509(a)(1)	(Program) Toward Community Learning Centers that provide Spanish-language classroom instruction and online tutorials in computer technology	20,000
Mosaic Theatre Company 725 Bateswood Drive, Suite 250 Houston, TX 77079	Education	None	509(a)(2)	(Program) Toward "Education Program"-- providing children in West Houston with in-school programming that incorporates life skills and the 40 Developmental Assets	5,000
Multicultural Education & Counseling through the Arts 1900 Kane Street Houston, TX 77007	Education	None	509(a)(1)	(Program) Toward "After-School Programs"-- providing year-round arts instruction along with family support services to at-risk children primarily from the First and Sixth Wards	20,000
Musiqqa, Inc 1119 Waugh Drive #1 Houston, TX 77019	Education	None	509(a)(1)	(Program) Toward "Around the World with Musiqqa" and "Musiqqa Remix"-- introducing elementary and middle school students to live, contemporary classical music	15,000
Nehemiah Center Inc 5015 Fannin Houston, TX 77004	Education	None	509(a)(1)	(Operating) Toward pre-K, after school programs and family enrichment for children and their families in the Third Ward	15,000
New Middle School 103 Heights Blvd Houston, TX 77007	Education	None	509(a)(1)	(Capital) Toward payment of debt and renovation of buildings to create additional classrooms to serve children, K-8th grade, grappling with psychiatric diagnoses and socio-emotional difficulties	20,000
Partnership for the Advancement and Immersion of Refugees 5440 Hillcroft Ave #302 Houston, TX 77081	Education	None	509(a)(1)	(Operating) Toward empowering refugee youth by providing mentors and volunteers to help with academics, acculturation, and encouragement to pursue higher education and other opportunities	20,000
Project Grad Houston 3000 Richmond Ave, Suite 400 Houston, Texas 77098	Education	None	509(a)(1)	(Operating) Toward support for college access programs that increase the number of economically disadvantaged students graduating from high school	20,000
Project YES, Inc 3201 Bonhomme Road Suite 168-N Houston, TX 77036	Education	None	509(a)(1)	(Operating) Toward providing a comprehensive educational program that prepares inner-city minority students for matriculation and success in a four-year college or university	30,000

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Sam Houston State University PO Box 2539 Huntsville TX 77341	Education	None	170(b)(1)(A)(ii)	Scholarship Program	7,500
SER Ninos Inc 5815 Alder Drive Houston, TX 77081	Education	None	509(a)(1)	(Capital) Toward expanding into a new dual-language elementary school building for at-risk children and their families	30,000
Skills For Living 7660 Woodway Drive, Suite 200 Houston, TX 77063-1518	Education	None	509(a)(1)	(Program) Toward "Game of Real Life"-- comprehensive financial, career and college planning curriculum for economically disadvantaged high school students	15,000
Small Steps Nurturing Center 2902 Jensen Houston, TX 77026	Education	None	509(a)(1)	(Operating) Toward early childhood education programs for economically at-risk children and their families	20,000
St Johns School 2401 Claremont Lane Houston, TX 77019	Education	None	509(a)(1)	(Operating) Toward a collaborative program that increases opportunities for motivated, at-risk middle-school students, and encourages talented high school students to serve as mentors	15,000
Teach for America 2 Greenway Plaza Suite 500 Houston, TX 77046	Education	None	509(a)(1)	(Operating) Toward developing a strong teacher corps to teach at-risk students, while encouraging an expanding group of alumni to continue their interest and commitment to public education	25,000
Texas A&M University at Kingsville 700 University Blvd Kingsville TX 78363	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,500
Texas A&M University P O Box 30015 College Station TX 77842	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
The University of Houston-Central 4800 Calhoun Road Houston TX 77204	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,500
The University of Houston-Downtown One Main Street Houston TX 77002	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,852
The University of Texas at Austin P O Box 7758, UT Station Austin TX 78731-7758	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
The University of Texas at Dallas 800 West Campbell Road Richardson, TX 75080	Education	None	170(b)(1)(A)(ii)	Scholarship Program	5,000
The University of Texas at San Antonio University Heights, Suite 500 One UTSA Circle San Antonio, TX 78249	Education	None	170(b)(1)(A)(ii)	Scholarship Program	7,500
Theatre Under the Stars 800 Bagby, Suite 200 Houston, TX 77002-2525	Education	None	509(a)(1)	(Program) Toward helping children gain self-esteem and social skills through the arts	15,000
United Negro College Fund 723 Main Street, Suite 1010 Houston, TX 77002	Education	None	509(a)(1)	(Program) Toward "Last Dollars" Scholarships aimed at college juniors and seniors to complete their college education and graduate	16,350

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University of Houston One Main Street, Suite 625-South Houston, TX 77002	Education	None	170 (b)(1)(A)(i)	(Program) Toward offering at-risk middle and high-school students the opportunity to investigate, discover and prepare for careers in science, technology, engineering and mathematics (STEM) during an intensive seven-week summer program	20,000
W Oscar Neuhaus Memorial Foundation 4433 Bissonnet Houston, TX 77401	Education	None	509(a)(1)	(Program) Toward "Teacher Professional Development Program"-- ensuring teachers have the knowledge and skills to teach reading, writing and comprehension by utilizing research-based methods of literacy instruction	15,000
Wharton County Junior College 911 Boling Highway Wharton Texas 77488	Education	None	170(b)(1)(A)(ii)	Scholarship Program	2,224
Women's Resource of Greater Houston 730 North Post Oak Lane Suite 204 Houston, TX 77024	Education	None	509(a)(1)	(Operating) Toward financial literacy seminars for women and leadership programs for young women in area high schools	15,000
World Affairs Council of Houston P O Box 920905 Houston, TX 77292-0905	Education	None	509(a)(1)	(Program) Toward providing educational outreach to area middle schools, high schools and universities to promote the discussion of global issues and national and international policy debates that lead to a more informed citizenry	15,000
Writers in the Schools 1523 West Main Street Houston, TX 77006	Education	None	509(a)(1)	(Program) Toward providing writing workshops in the classroom and with collaborating organizations for students in low-income schools	12,000
Yampatika 925 Weiss Drive Steamboat Springs CO 80487	Education	None	509(a)(2)	(Program) Toward "No Child Left Inside"-- K-5 environmental literacy program	10,000
Yellowstone Academy 3000 Trulley Street Houston, TX 77004	Education	None	509(a)(1)	(Program) Toward a nutritious breakfast and lunch for 25 low-income students during the school year so their cognitive ability is improved	22,755
Baylor College Of Medicine One Baylor Plaza, MS BCM 160 Houston, Texas 77030	Health	None	509(a)(1)	(Program) Toward salary support for a nurse practitioner in the Teen Health Clinic at Lee High School	25,000
Breath of Life Children's Center Inc 21715 Kingsland Blvd , Suite 103 Katy, TX 77450	Health	None	509(a)(1)	(Operating) Toward providing clinical and support services to uninsured/underinsured children in West Houston and Katy, TX	15,000
Caring For Children Foundation Of Texas Inc 1001 E Lookout Dr Tower B - 03 215C Richardson, TX 75082	Health	None	509(a)(1)	(Program) Toward "Care Van Program"-- mobile clinic offering free immunizations to children in the Houston area at community partner sites	15,000
Center for Success and Independence 3722 Pinemont Dr Houston, TX 77018	Health	None	509(a)(2)	(Operating) Toward treatment for youth suffering from behavioral, emotional and addictive disorders so they can become fully functioning adults	20,000
Cornerstone Recovery 1901 Morse Street Houston, TX 77019	Health	None	509(a)(1)	(Program) Toward "Adventure Learning Program" -- year long program providing adolescents in substance abuse recovery and their parents with wilderness experiences	10,000
Crisis Intervention of Houston, Inc 3701 Kirby Drive Suite 540 Houston, TX 77098	Health	None	509(a)(1)	(Operating) Toward serving people in crisis by providing 24-hour telephone and web-based counseling, suicide prevention and intervention, links to community resources and community education	10,000

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Eye Care For Kids Foundation 9660 Hillcroft, Suite 325 Houston, TX 77096	Health	None	509(a)(1)	(Operating) Provides free eye examinations and glasses, when appropriate, to indigent and low-income students in the greater Houston area	20,000
Halo House Foundation 4007 Tartan Lane Houston, TX 77025	Health	None	509(a)(1)	(Program) Toward operating an apartment for adult patients undergoing extended treatment (up to two months) at the Texas Medical Center	7,500
Harmony House, Inc 602 Girard Houston, TX 77007	Health	None	509(a)(1)	(Operating) Toward "Dietary Intake and Nutritional Counseling Program"-- for homeless men in respite care offering nutrition education, healthy meals and access to a dietician	20,000
Harris County Healthcare Alliance 1310 Prairie, Street Suite 1089 Houston, TX 77002	Health	None	509(a)(1)	(Program) Toward supporting healthcare safety-net system building initiatives that will improve efficiencies and effectiveness in patient care	20,000
Healthcare for the Homeless - Houston P O Box 66690 Houston, TX 77266	Health	None	509(a)(1)	(Operating) Toward the promotion of health, hope and dignity in the delivery of comprehensive and accessible healthcare and outreach services to homeless men, women and children	20,000
Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, TX 77024-6399	Health	None	170 (b)(1)(A)(i)	(Program) Toward non-denominational 12-Step programs for men and women recovering from addictions	10,000
Houston Area Parkinson Society 2700 Southwest Freeway, Suite 296 Houston, TX 77098	Health	None	509(a)(1)	(Operating) Toward improving the quality of life for those affected by Parkinson's disease and their caregivers through services, education and advocacy	15,000
Houston Community Health Centers, Inc 424 Hahlo Houston, TX 77020	Health	None	509(a)(1)	(Operating) Toward providing accessible primary healthcare and associated medical services to uninsured and underinsured residents in Denver Harbor and the surrounding area	20,000
Houston Eye Associates Foundation 2855 Gramercy Houston, TX 77025	Health	None	509(a)(1)	(Program) Toward providing no cost medical eye services to the uninsured	10,000
Houston Galveston Institute, Inc 3316 Mount Vernon Houston, TX 77006	Health	None	509(a)(1)	(Operating) Toward providing innovative and collaborative mental health therapy, training and research	15,000
Houston Hospice and Palliative Care System 1905 Holcombe Blvd Houston, TX 77030-4123	Health	None	509(a)(1)	(Operating) Toward uncompromising, compassionate end-of-life care to patients and families	15,000
Houston-Harris County Immunization Registry Inc 3015 Richmond Ave Suite 270 Houston, TX 77098	Health	None	509(a)(1)	(Operating) Toward helping to eradicate vaccine-preventable diseases through public-private partnerships, parent education and advocacy	20,000
Ibn Sina Foundation Inc 11226 South Wilcrest Drive Houston, TX 77099	Health	None	509(a)(1)	(Operating) Toward the provision of integrated preventive, primary and specialty care, along with health education, to underserved populations	30,000
Krist Samaritan Center For Counseling And Education 17555 El Camino Real Houston, Texas 77058	Health	None	509(a)(2) under 170(b)(1)(A)(vii)	(Capital & Operating) Toward the purchase and implementation of an electronic medical records system and sustaining counseling services to the community at reduced or no cost	25,000
Lone Star Association of Charitable Clinics P O Box 684127 Austin, TX 78768	Health	None	509(a)(1)	(Operating) Toward a statewide organization that offers opportunities to share information and expertise regarding the operation of charitable clinics so they run more efficiently and effectively	10,000

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Lone Star Family Health Center 704 FM 2854 Conroe, TX 77301	Health	None	509(a)(1)	(Capital) Toward a capital campaign to build a clinic that will meet current and future community needs including increased access to care for residents in Montgomery County and the surrounding area	25,000
Marathon Kids, Inc P O Box 41317 Austin, TX 78704	Health	None	509(a)(1)	(Program) Toward a fitness and nutrition program for K-5th graders in public, private and home schools	20,000
Mental Health America of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	Health	None	509(a)(1)	(Program) Toward "Education and Training"-- a comprehensive, multi-faceted effort to promote mental health and improve treatment of persons living with mental illness	15,000
Nami Gulf Coast P O Box 4096 Alvin, TX 77512	Health	None	509(a)(1)	(Operating) Toward support, education and referral programs for families and individuals affected by mental illness	15,000
Northwest Colorado Visiting Nurse Association 940 Central Park Drive Ste 101 Steamboat Springs, Colorado 80487	Health	None	509(a)(2)	(Operating) Toward providing comprehensive, region-wide community health services in NW Colorado	25,000
Palmer Drug Abuse Program-Houston Inc Three Memorial City Plaza 840 Gessner, Suite 1300 Houston, TX 77024	Health	None	509(a)(1)	(Program) Toward free outpatient youth substance abuse recovery services to teens and their families	15,000
Planned Parenthood Gulf Coast Inc 4600 Gulf Freeway Houston, TX 77023	Health	None	509(a)(2) under 170(b)(1)(A)(vii)	(Capital) Toward renovation of a building that permits expansion of care and services, along with increased safety for clients and staff	25,000
Psychology Works 3754 Georgetown Street Houston, TX 77005	Health	None	509(a)(2)	(Operating) Toward improving the lives of those with disabling medical conditions and their families, and providing strategies and resources to reduce the emotional, social and financial impact of disability	15,000
Recipe For Success Foundation P O Box 56405 Houston, TX 77256	Health	None	509(a)(1)	(Operating) Toward "Seed-to-Plate Nutrition Education" -- an effort to reduce childhood obesity and improve food choices and healthy eating for at-risk youth	15,000
Ronald McDonald House Of Houston Inc 1907 Holcombe Blvd Houston, TX 77030	Health	None	509(a)(1)	(Operating) Toward providing a "home away from home" to the families of children undergoing treatment for cancer and other serious illnesses at hospitals within the Texas Medical Center	10,000
Rose, The 12700 N Featherwood, Ste 260 Houston, TX 77034	Health	None	509(a)(2)	(Capital) Toward paying off the cost of one iU22 Ultrasound System, thereby addressing the increased demand for services	10,000
Shalom Mobile Health Ministry 2220 Broadway Houston, TX 77012	Health	None	509(a)(1)	(Operating) Toward affordable, preventative and primary healthcare services for uninsured/underinsured residents of Houston's East End and surrounding areas	20,000
Spring Branch Community Health Center 1615 Hillendahl Suite 100 Houston, TX 77055	Health	None	509(a)(1)	(Operating) Toward increasing the number of healthy families in the Spring Branch area by providing comprehensive healthcare to the uninsured and under-insured	20,000
The Womens Fund For Health Education And Research 5353 West Alabama, Suite 615 Houston, TX 77056	Health	None	509(a)(1)	(Operating) Toward educating women and girls so that they can take control of their health through community and in-school education programs	10,000
Tomagwa Ministries Inc 155 School Street, Suite 30 Tomball, TX 77375	Health	None	509(a)(1)	(Operating) Toward low-cost healthcare services for the uninsured living in northwest Harris, Montgomery and Waller counties	10,000

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United States Conference Of Catholic Bishops 2615 Fannin Houston, TX 77002	Health	None	509(a)(1)	(Operating) Toward providing medical and dental services to the low-income and uninsured of Harris and surrounding counties	25,000
American Association of University Women P O Box 821125 Houston, TX 77282-1125	Human Services	None	509(a)(1)	(Program) Toward an effort that encourages middle school girls to enroll in STEM classes and consider careers in mathematics and science	4,000
Amigos De Las Americas 5618 Star Lane Houston, Texas 77057	Human Services	None	509(a)(1)	(Operating) Toward building partnerships to empower young leaders, advance community development and strengthen multi-cultural understanding in the Americas	15,000
Angela House 425 Shane, #18 Houston, TX 77037	Human Services	None	170 (b)(1)(A)(i)	(Operating) Toward providing comprehensive support and educational programs for women after incarceration so they can lead productive and independent lives	15,000
Assistance League Of Houston 1902 Commonwealth Houston, TX 77006	Human Services	None	509(a)(2) under 170(b)(1)(A)(vii)	(Program) Toward "Operation School Bell"-- providing a basic school wardrobe and hygiene kit to low income children in Spring Branch & Houston ISDs	10,000
Assistance League of Montgomery County 126 North San Jacinto Conroe, TX 77301	Human Services	None	509(a)(2)	(Capital & Program) Toward expansion of facility, and toward "Operation School Bell" -- providing clothing to school-age children	20,000
AVANCE, Inc 4281 Dacoma Houston, TX 77092	Human Services	None	509(a)(1)	(Program) Toward improving family parenting skills by utilizing "The Brutal Truth," a program designed to reduce incidents of domestic violence and child abuse	15,000
Bay Area Habitat for Humanity - Houston, Inc P O Box 1284 Dickinson, TX 77539	Human Services	None	509(a)(1)	(Program) Toward building affordable homes in partnership with needy families in southeast Harris and northwest Galveston counties	20,000
Bay Area Rehabilitation Center 5313 Decker Drive Baytown, TX 77520	Human Services	None	509(a)(2)	(Capital) Toward the "Creating Possibilities Campaign," to renovate an existing building and construct a new facility in order to consolidate services on one campus	25,000
Bay Area Turning Point, Inc 210 South Walnut Street Webster, TX 77598-7543	Human Services	None	509(a)(1)	(Operating) Toward providing direct services to victims of domestic and sexual violence in the Greater Bay Area	10,000
Big Brothers Big Sisters of Greater Houston 6437 High Star Drive Houston, TX 77074	Human Services	None	509(a)(1)	(Operating) Toward helping at-risk children achieve success in school and in life through professionally supported one-to-one long-term mentoring programs that build positive adult relationships	15,000
Boys and Girls Clubs of Greater Houston, Inc 1520 - A Airline Drive Houston, TX 77009	Human Services	None	509(a)(1)	(Operating) Toward after-school activities for disadvantaged youth, ages 7-17, so they can realize their full potential to become productive, responsible and caring citizens	15,000
Boys and Girls Country of Houston, Inc 18806 Roberts Road Hockley, TX 77447-9327	Human Services	None	509(a)(1)	(Operating) Toward providing children with a home, family and resources for education and personal development into young adulthood	10,000
Boys And Girls Harbor Inc P O Box 848 Houston, TX 77001	Human Services	None	509(a)(1)	(Operating) Toward long-term residential care for children 5-18 who are victims of abuse, neglect, abandonment or family hardship	25,000
Brazoria County Association For Citizens With Handicaps 120 East Hospital Drive Angleton, TX 77515	Human Services	None	509(a)(2) under 170(b)(1)(A)(vii)	(Operating) Toward therapeutic and support services geared to children, birth to twelve, with developmental delays or disabilities	20,000

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Brenda & John H Duncan Rise School of Houston, The 8080 North Stadium Drive Houston, TX 77054	Human Services	None	509(a)(1)	(Operating) Toward providing early childhood education services to children with Down syndrome, other developmental disabilities and children without disabilities	15,000
Bridge Over Troubled Waters, Inc , The P O Box 3488 Pasadena, TX 77501-3488	Human Services	None	509(a)(1)	(Capital & Operating) Toward facility improvements to enhance delivery of comprehensive crisis services, education and prevention to survivors of domestic violence, sexual assault and homelessness	25,000
BUSH CARES PROJECT 1216 W Clay Street Houston, TX 77019	Human Services	None	509(a)(1)	(Program) Toward "The Lotus Project" -- helping women veterans become readjusted to civilian life after serving in the armed forces	10,000
Career and Recovery Resources, Inc 2302 Fannin, Suite 110 Houston, TX 77002	Human Services	None	509(a)(1)	(Capital) Toward property purchase and renovation projects to meet programmatic and facility needs	37,500
Catholic Charities Of The Archdiocese Of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	Human Services	None	509(a)(1)	(Program) Toward "Refugee Youth After-School Program"-- providing afterschool and summer care for refugee children at Sneed and Collins Elementary Schools	20,000
Center for the Homeless, Inc 2505 Fannin Street Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward emergency funding to support case manager layoffs	15,000
Center for the Homeless, Inc 2505 Fannin Street Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward assisting the homeless to find safe, stable housing along with helping them access medical and dental care and other critical resources so they can become self-sufficient	25,000
Child Advocates Incorporated 2401 Portsmouth, Suite 210 Houston, TX 77098	Human Services	None	509(a)(1)	(Program) Toward "Court Services Program"-- teaming professional staff with trained volunteers to help guide children in protective custody through the court system and government agencies into safe environments	15,000
Child Builders 2425 Fountain View, Suite 210 Houston, TX 77057	Human Services	None	509(a)(1)	(Operating) Toward providing positive social and emotional development in all children and families	20,000
Children's Assessment Center, The 2500 Bolsover Houston, TX 77005	Human Services	None	509a(3) Type III Functionally Integrated	(Capital) Toward capital campaign to increase size of facility to better accommodate clients, families and partnering agencies	25,000
Children's Center, Inc , The P O Box 3002 Galveston, TX 77553	Human Services	None	509(a)(1)	(Program) Toward "Family Crisis Center"-- providing services and shelter to homeless families in Galveston County	17,000
Childrens Prison Arts Project PO Box 130584 Houston, TX 77219-0584	Human Services	None	509(a)(1)	(Program) Toward "Art Inside"-- year-round visual and theater arts programs for male and female incarcerated youth	7,500
Christian Community Service Center P O Box 27924 Houston, TX 77227-7924	Human Services	None	509(a)(1)	(Program) Toward "Emergency Services Program"-- providing food, clothing and financial assistance with rent or utilities for clients in crisis	10,000
Christus Foundation For Healthcare P O Box 1919 Houston, TX 77251-1919	Human Services	None	509(a)(1)	(Program) Toward helping to provide medical practitioners in seven school-based clinics located in impoverished Houston communities	15,000
Communities in Schools - Houston 1235 North Loop West Suite 300 Houston, TX 77008	Human Services	None	509(a)(1)	(Operating) Toward campus-based, dropout-prevention programs and social services for at-risk students, pre-K through high school	25,000

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Communities In Schools Bay Area Inc P O Box 580096 Houston, TX 77258	Human Services	None	509(a)(1)	(Operating) Toward providing community resources that help young people stay in school, successfully learn and prepare for life	15,000
Communities In Schools-Baytown Inc 607 West Baker Road Baytown, TX 77521	Human Services	None	509(a)(1)	(Program) Toward "Educational Enrichment"-- incentive programs and activities for secondary students at-risk of dropping out of school	12,000
Community Family Centers 7524 Ave E Houston, TX 77012	Human Services	None	509(a)(1)	(Program) Toward ESL and GED programs for low-income adults and children in the primarily Hispanic East End	10,000
Covenant House Texas 1111 Lovett Blvd Houston, Texas 77006	Human Services	None	509(a)(1)	(Program) Toward ensuring that homeless and runaway youth have access to shelter and available resources	20,000
Criss Cole Children's Fund PO Box 571085 Houston, TX 77257-1085	Human Services	None	509(a)(1)	(Program) Toward mentors for incarcerated youth enabling them to find a pathway out of delinquency and toward rehabilitation	8,750
Crossroads Community Partnership for Youth, Inc 6300 Chimney Rock Road Houston, TX 77081	Human Services	None	509(a)(1)	(Program) Toward linking youth in the juvenile justice system with trained mentors who provide a positive, sustained relationship by offering constructive alternatives to problematic behaviors, thereby resulting in decreased recidivism	5,000
Daya, Inc P O Box 571774 Houston, TX 77257	Human Services	None	509(a)(1)	(Program) Toward raising awareness about family abuse and sexual assault within the South Asian community	25,000
Dress for Success Houston 3310 Eastside Street Houston, TX 77098	Human Services	None	509(a)(1)	(Capital) Toward a facility that provides the necessary space for retail, storage, classrooms for professional development, childcare and parking	25,000
East Fort Bend Human Needs Ministry 425 Stafford Run Road Stafford, TX 77497-1611	Human Services	None	509(a)(1)	(Capital) Toward the construction of a new facility for the Food Pantry, the renovation of an existing building for client services and an improved Resale Shop	25,000
Episcopal Community Health Outreach Services 9600 South Gessner, Bldg E Houston, TX 77071	Human Services	None	509(a)(1)	(Operating) Toward assisting people in need with access to free or low cost health and social services that are available in the community	15,000
Escape Family Resource Center Of The Exchange Clubs Of Houston 1721 Pech Road Houston, TX 77055	Human Services	None	509(a)(1)	(Operating) Toward preventing child abuse and neglect by providing intervention, education and support services for families in crisis	20,000
Family Promise of Lake Houston 111 South Avenue G Humble, TX 77338	Human Services	None	509(a)(1)	(Operating) Toward providing shelter, meals and assistance to homeless families in the Humble/Kingwood/Porter/Huffman areas of Harris County	7,000
Family Service Center of Houston And Harris County 3815 Montrose Blvd , Suite 200 Houston, TX 77006	Human Services	None	509(a)(1)	(Program) Toward counseling services for the underserved so they can improve their behavioral/mental health and their lives	15,000
Fifth Ward Enrichment Program, Inc 4014 Market Street, Suite W145 Houston, TX 77020	Human Services	None	509(a)(1)	(Operating) Toward an intervention and prevention program to empower primarily African American and Hispanic males, 12-19, to become productive and responsible members of their families and the community	15,000
Fort Bend County Women's Center, Inc P O Box 183 Richmond, TX 77406	Human Services	None	509(a)(1)	(Operating) Toward assisting survivors of domestic violence and sexual assault and their children to achieve safety and self-sufficiency and help prevent violence against women	25,000

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Recipient Name and Address	Program Area	Relationship to Foundation	Status of Recipient	Program Description	Amount
Friends of MHMRA of Harris County 7011 Southwest Freeway Houston, TX 77074	Human Services	None	509(a)(1)	(Program) Toward the "Chronic Consumer Stabilization Initiative"-- collaborative between HPD, MHMRA and other service providers offering intense case management for chronically mentally ill adults	25,000
Furniture Bank 2100 Hussian Houston, TX 77003	Human Services	None	509(a)(1)	(Operating) Provides furniture at no cost to families and individuals referred by social service agencies, thereby giving them the basics to live independently	20,000
Genesys Works 601 Jefferson, Suite 3760 Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward training and mentoring disadvantaged high school students with work and personal skills that enable them to succeed in a corporate/business environment	20,000
Girl Scouts Of San Jacinto Council 3110 Southwest Freeway Houston, Texas 77098	Human Services	None	509(a)(1)	(Program) Toward "Girl Scouting in the School Day"-- developing leadership capacity in at-risk middle and high school aged girls	15,000
Girls Incorporated Of Greater Houston 1235 North Loop West Suite 118 Houston, Texas 77008	Human Services	None	509(a)(1)	(Operating) Toward empowering girls to develop confidence, personal fulfillment and economic independence, while growing toward responsible adulthood	15,000
Harris County Domestic Violence Coordinating Council 3015 Richmond Ave Suite 120-1 Houston, TX 77098	Human Services	None	509(a)(1)	(Operating) Toward coordinating domestic violence services among law enforcement and service providers so they operate more collaboratively, efficiently and effectively	10,000
Healthy Family Initiatives 7500 Beechnut, Suite 366 Houston, TX 77074	Human Services	None	509(a)(1)	(Operating) Toward transitional funding in anticipation of their merger with Neighborhood Centers, Inc	20,000
Hope Foundation for Retarded Children, Inc 15403 Hope Village Road Friendswood, TX 77546	Human Services	None	509(a)(2)	(Operating) Toward education and job training designed for the mentally retarded with the aim to prepare them to function to the best of their abilities and become productive members of society	10,000
Houston Achievement Place 245 W 17th Street Houston, TX 77008	Human Services	None	509(a)(1)	(Program) Toward "Project CLASS"-- an interactive method of teaching children appropriate social skills so that classroom behavior improves and students are ready to learn	25,000
Houston Area Women's Center 1010 Waugh Drive Houston, TX 77019	Human Services	None	509(a)(1)	(Operating) Toward helping individuals affected by sexual violence become independent and self-sufficient by providing shelter, counseling and advocacy	25,000
Houston Housing Resource Inc 2640 Fountain View Drive Suite 235 E Houston, TX 77057	Human Services	None	509(a)(3) Type I	(Program) Toward "The Black Frame Project"-- engaging local artists to facilitate community art projects in public housing communities	5,000
Houston Rescue and Restore Coalition 2002 South Wayside Drive, Suite 220 Houston, TX 77023	Human Services	None	509(a)(1)	(Operating) Toward training professionals, expanding outreach capacity and educating the public about issues associated with human trafficking	20,000
Humble Area Assistance Ministries 1302 First Street Humble, TX 77338	Human Services	None	509(a)(1)	(Operating) Toward basic needs for those in crisis	10,000
Initiatives for Children, Inc 3800 Buffalo Speedway, Suite 300 Houston, TX 77098	Human Services	None	509(a)(2)	(Program) Toward parenting classes for recently incarcerated women living in a secure facility with their children	30,000
Interfaith Carepartners Inc 701 N Post Oak Road, Suite 701 Houston, TX 77024	Human Services	None	509(a)(1)	(Operating) Toward providing volunteer caregiving for frail older adults, adults with dementia and respite for parents of ill children	20,000

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Interfaith Ministries For Greater Houston 3217 Montrose Boulevard Houston, TX 77006	Human Services	None	509(a)(2)	(Program) Toward "Meals on Wheels"-- provides daily nutritious meals to seniors who are homebound and are frail or isolated	24,000
Julia C Hester House, Inc 2020 Solo Street Houston, TX 77020	Human Services	None	509(a)(1)	(Operating) Toward community center in Fifth Ward providing social services, along with youth and senior programming	15,000
Kids Hope Usa Inc 1800 West Freeway Ft Worth, Texas 76102	Human Services	None	509(a)(1)	(Program) Toward "Houston-2012"-- three year effort to increase the number of elementary children served through school-based mentoring	20,000
Local Infant Formula For Emergencies Inc 2002 South Wayside Drive Suite 113 Houston, TX 77023	Human Services	None	509(a)(1)	(Operating) Toward providing emergency formula and food to hungry babies and information about nutrition and community resources	10,000
Memorial Assistance Ministries Inc 1625 Blalock Houston, TX 77080	Human Services	None	509(a)(2)	(Operating) Toward helping to provide basic needs to individuals and families in near northwest Houston	25,000
Monarch School, The 2815 Rosefield Drive Houston, TX 77055	Human Services	None	509(a)(1)	(Capital) Toward Phase II A -- construction of the Butterfly Building that will permit increased enrollment and provide room for additional services	30,000
Montgomery County Women's Center 1600 Lake Front Circle, Suite 100 The Woodlands, TX 77380	Human Services	None	509(a)(1)	(Capital) Toward "Reaching Pines"-- a 24-unit transitional supportive housing community for survivors of domestic violence and their children	25,000
My Brothers Keeper Outreach Center P O Box 722385 Houston, TX 77272-2385	Human Services	None	509(a)(1)	(Operating) Toward helping to provide basic needs assistance for low-income residents in Alief and Southwest Houston	20,000
New Hope Housing Inc 1117 Texas Avenue Houston, TX 77002	Human Services	None	509(a)(1)	(Operating) Toward Single Room Occupancy (SRO) housing and supportive services for the formerly homeless and the working poor	25,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX 77090-3651	Human Services	None	509(a)(1)	(Operating) Toward providing basic needs and social services to families in crisis	20,000
Open Door Mission Foundation 5803 Harrisburg Houston, TX 77011-4323	Human Services	None	509(a)(1)	(Operating) Toward serving homeless men with shelter and programs that enable them to live productive and meaningful lives	10,000
Palmer Memorial Episcopal Church 6221 Main Street Houston, TX 77030	Human Services	None	170(b)(1)(A)(ii) 170(b)(1)(A)(v)	(Operating) Toward nutritional support and social services for homeless men, women and children	20,000
Parents Alliance Inc 1417 Houston Ave Houston, TX 77077	Human Services	None	509(a)(1)	(Operating) Toward on-line distance learning for Hispanic parents so they can be active participants in the life, support and education of their children	20,000
Partners for Harris County Children, Inc 2223 West Loop South, Suite 126 Houston, TX 77027	Human Services	None	509(a)(1)	(Operating) Toward "BEAR Necessities"-- providing necessary emergency items for children, infants to teens, who have been removed from the family and are under the care of CPS	15,000
Pro-Vision, Inc 4590 Wilmington Houston, TX 77051	Human Services	None	509(a)(1)	(Operating) Toward support for an HISD all male charter middle school, with Manhood Development and Job Enterprise Academies targeted at high-risk, disadvantaged males, ages 10-18	30,000
REACH Unlimited, Inc 12777 Jones Road, Suite 103 Houston, TX 77070	Human Services	None	509(a)(2)	(Operating) Toward serving adults with mental retardation in a learning activity center	20,000

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Resolve It Inc 817 Clear Lake Road, Suite 2C Kemah, TX 77565	Human Services	None	509(a)(1)	(Operating) Toward intervention and support to at-risk youth, while encouraging personal responsibility and accountability	10,000
River Performing And Visual Arts 1475 West Gray Houston, TX 77019	Human Services	None	509(a)(1)	(Operating) Toward an accessible, affordable fine arts education for special needs children, 2-19, with disabilities, chronic illnesses or who are economically disadvantaged	10,000
Sheltering Arms 3838 Aberdeen Way Houston, TX 77025	Human Services	None	509(a)(1)	(Operating) Toward programs that promote the health, well-being, dignity and independence of older adults through service, advocacy and support for care-givers	10,000
Sisters of Serenity Ministry 8110 Woodward Street Houston, TX 77051	Human Services	None	509(a)(1)	(Operating) Toward transitional living facility and assistance with life skills for women living with HIV/AIDS	10,000
Southeast Area Ministries P O Box 267 South Houston, TX 77587-0267	Human Services	None	509(a)(1)	(Operating) Toward providing emergency and temporary services to families in crisis	15,000
St Vincent's House 2817 Postoffice Street Galveston, TX 77550	Human Services	None	509(a)(1)	(Program) Toward salary for Assistant Director and implementation of strategic succession plan	20,000
Tahirih Justice Center 1717 St. James Place Suite 320 Houston, TX 77056	Human Services	None	509(a)(1)	(Operating) Toward protecting immigrant women and girls from gender-based violence through holistic legal services, education and empowerment	25,000
Texas Campaign To Prevent Teen And Unplanned Pregnancies 1101-D Thorpe Lane, Suite 155 San Marcos, TX 78666	Human Services	None	509(a)(1)	(Operating) Toward start-up operations to begin educating the community about the costs and consequences of teen pregnancies	20,000
The Arc Of Greater Houston P O Box 924168 Houston, TX 77292-4168	Human Services	None	509(a)(1)	(Operating) Toward advocates for better access to education, employment, housing and recreation for children and adults with cognitive, intellectual and developmental disabilities	20,000
The Center Serving Persons With Mental Retardation 3550 West Dallas Houston, TX 77019	Human Services	None	509(a)(1)	(Capital & Program) Toward the West Dallas renovation and beautification project, along with the "Behavioral and Mental Health Program" that teaches behavior modification to clients,	25,000
The Seniors Place, Inc 3735 Drexel Houston, TX 77027	Human Services	None	509(a)(1)	(Operating) Toward providing fellowship and wellness for adults with mild to moderate memory loss, family support and respite for caregivers	20,000
The Westview School Inc 1900 Kersten Drive Houston, TX 77043	Human Services	None	509(a)(1)	(Operating) Toward maintaining affordable education services for children with Autism Spectrum Disorders	10,000
The Womens Home 607 Westheimer Houston, TX 77006-3915	Human Services	None	509(a)(2) under 170(b)(1)(A)(vii)	(Operating) Toward empowering women with mental disorders and substance abuse issues to return to society as productive, self-sufficient individuals	20,000
University of Houston System 2700 Bay Area Blvd Mail Code 318 Houston, TX 77058-1098	Human Services	None	170(b)(1)(A)(ii)/170(b) (1)(A)(v)	(Operating) Toward hiring a graduate student to deliver Applied Behavior Analysis services to low-income children with autism and their families	17,043
VN Teamwork 11210 Bellaire Blvd , Suite 118 Houston, TX 77072	Human Services	None	509(a)(2)	(Operating) Toward the health, education and social well-being of low-income and underserved populations from various backgrounds, particularly Asian and Hispanic/Latino	15,000

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Volunteer Interfaith Caregivers-VIC-SW 5001 Bellaire Blvd Houston, TX 77401	Human Services	None	509(a)(1)	(Operating) Toward improving the health and quality of life for the frail and elderly in SW Houston and Ft. Bend County	10,000
Wesley Community Center, Inc of Houston, Texas 1410 Lee Street Houston, TX 77009	Human Services	None	509(a)(1)	(Operating) Toward comprehensive social services that benefit children, youth, families and individuals in underserved communities	15,000
Westside Homeless Partnership 9610 Long Point Road, Ste 110 Houston, TX 77055	Human Services	None	509(a)(1)	(Operating) Toward transitional housing and case management for homeless families over a two year period in Spring Branch	15,000
Woodlands Religious Community, Inc 4242 Interfaith Way The Woodlands, TX 77381	Human Services	None	509(a)(1)	(Operating) Toward providing basic needs, emergency financial assistance, workforce centers, charity clinic and other services to residents of South Montgomery County	10,000
Woods Project Inc 6 Sleepy Oaks Houston, TX 77024	Human Services	None	509(a)(1)	(Operating) Toward outdoor experiences and leadership development for economically-challenged, at-risk teens	20,000
Workshop Houston P O Box 88365 Houston, TX 77288	Human Services	None	509(a)(1)	(Operating) Toward creative and enriching after school and summer programs for youth in Houston's Third Ward	25,000
Zina Garrison All Court Tennis Academy 12335 Kingsride #106 Houston, TX 77024	Human Services	None	509(a)(1)	(Operating) Toward tennis program that teaches life skills, promotes community service, strengthens educational opportunities and provides positive role models	15,000
					\$ 3,647,772