



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2011

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

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

Name of foundation
THE VIRGINIA AND L. E. SIMMONS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6600 J.P. MORGAN CHASE TOWER

City or town, state, and ZIP code
HOUSTON, TX 77002-3007

A Employer identification number
76-0453177

B Telephone number (see instructions)
(713) 227-7888

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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, col (c), line 16) ☐ \$ 8,428,028.

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	371,111.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	137,294.	137,294.		ATCH 1
	4 Dividends and interest from securities	26,914.	26,914.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,236,614.			
	b Gross sales price for all assets on line 6a	1,397,619.			
	7 Capital gain net income (from Part IV, line 2)		1,236,614.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,771,933.	1,400,822.		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	5,662.	2,831.		2,831.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,056.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	427.	277.		
	24 Total operating and administrative expenses. Add lines 13 through 23	22,145.	3,108.		2,831.
	25 Contributions, gifts, grants paid	1,120,670.			1,120,670.
	26 Total expenses and disbursements. Add lines 24 and 25	1,142,815.	3,108.	0	1,123,501.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	629,118.			
	b Net investment income (if negative, enter -0-)		1,397,714.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 4

Form 990-PF (2011)

SCANNED MAY 31 2012

RECEIVED
MAY 21 2012
GODEN, UT
IRS-OSC

6

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		27,726.	1,304,879.	1,304,879.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)	*	1,673,480.	*	ATCH 6
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	ATCH 7	1,838,990.	1,929,482.	7,123,149.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,540,196.	3,234,361.	8,428,028.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		750,000.		ATCH 8
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)	ATCH 9		4,000.	
23	Total liabilities (add lines 17 through 22)		750,000.	4,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,790,196.	3,230,361.	
	30	Total net assets or fund balances (see instructions)		2,790,196.	3,230,361.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,540,196.	3,234,361.	

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	2,790,196.
2	Enter amount from Part I, line 27a	2	629,118.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,419,314.
5	Decreases not included in line 2 (itemize)	5	ATTACHMENT 10 188,953.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,230,361.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,236,614.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,026,610.	6,694,669.	0.153347
2009	419,753.	4,644,811.	0.090370
2008	1,064,672.	8,354,743.	0.127433
2007	413,514.	10,760,784.	0.038428
2006	432,782.	9,643,284.	0.044879
2 Total of line 1, column (d)			2 0.454457
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 0.090891
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 9,560,615.
5 Multiply line 4 by line 3			5 868,974.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,977.
7 Add lines 5 and 6			7 882,951.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,123,501.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	13,977.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	13,977.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	13,977.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,560.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	8,560.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	5,417.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> 0	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ANTHONY DELUCA Telephone no <input type="checkbox"/> 713-227-7888			
Located at <input type="checkbox"/> 6600 J. P. MORGAN CHASE TOWER ZIP + 4 <input type="checkbox"/> 77002-3007				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

Form 990-PF (2011)

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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0	0	0

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

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

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

Form 990-PF (2011)

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		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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	7,759,019.
b	Average of monthly cash balances	1b	291,006.
c	Fair market value of all other assets (see instructions)	1c	1,656,183.
d	Total (add lines 1a, b, and c)	1d	9,706,208.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,706,208.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	145,593.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,560,615.
6	Minimum investment return. Enter 5% of line 5	6	478,031.

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	478,031.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,977.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,977.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	464,054.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	464,054.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	464,054.

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	1,123,501.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,123,501.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	13,977.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,109,524.

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

Form 990-PF (2011)

Page 9

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				464,054.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008 490,618.				
d From 2009 183,191.				
e From 2010 708,987.				
f Total of lines 3a through e	1,382,796.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,123,501.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				464,054.
e Remaining amount distributed out of corpus	659,447.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	2,042,243.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,042,243.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 490,618.				
c Excess from 2009 183,191.				
d Excess from 2010 708,987.				
e Excess from 2011 659,447.				

Form 990-PF (2011)

JSA

1E1480 1 000

5DU0G4 2917 5/11/2012 3:16:34 PM V 11-4.5

8358-065

PAGE 10

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

L.E. SIMMONS & VIRGINIA W. SIMMONS

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 12				1,120,670.
Total			3a	1,120,670.
b Approved for future payment SEE ATTACHMENT 13				1,767,500.
Total			3b	1,767,500.

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	137,294.	
4	Dividends and interest from securities			14	26,914.	
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	1,236,614.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				1,400,822.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,400,822.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

THE VIRGINIA AND L. E. SIMMONS FOUNDATION

Employer identification number

76-0453177

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

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

Name of organization THE VIRGINIA AND L. E. SIMMONS FOUNDATION

Employer identification number
76-0453177**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ESTATE OF ELIZABETH E. SIMMONS 515 SOUTH 700 EAST SALT LAKE CITY, UT 84102	\$ 371,111.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

76-0453177

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHMENT 14	\$ 371,111.	04/01/2011
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE VIRGINIA AND L. E. SIMMONS FOUNDATION

Employer identification number

76-0453177

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH LES 301 TRUST	874. 136,420.	874. 136,420.
TOTAL	<u>137,294.</u>	<u>137,294.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH TIFF MUTUAL FUND	6,672. 20,242.	6,672. 20,242.
TOTAL	<u>26,914.</u>	<u>26,914.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,662.	2,831.		2,831.
TOTALS	<u>5,662.</u>	<u>2,831.</u>		<u>2,831.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES	16,056.
TOTALS	<u>16,056.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH INVESTMENT FEES	277.	277.
MISCELLANEOUS EXPENSE	150.	
TOTALS	<u>427.</u>	<u>277.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: LES 301 TRUST
ORIGINAL AMOUNT: 1,673,480.
INTEREST RATE: 4.170000
DATE OF NOTE: 12/31/2009
MATURITY DATE: 12/31/2024
REPAYMENT TERMS: BALLOON PAYMENT OF PRINCIPAL DUE AT END OF TERM
SECURITY PROVIDED: INTEREST IN RES PROPERTIES
PURPOSE OF LOAN: SALE OF RES PROPERTIES FROM EES ESTATE
DESCRIPTION AND FMV OF CONSIDERATION: CHARITABLE BEQUEST FROM EES ESTATE ON 10/1/10
1,673,480.

BEGINNING BALANCE DUE 1,673,480.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 1,673,480.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE _____

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE _____

In October 2010, the Estate of Elizabeth E. Simmons ("the Estate") distributed to The Virginia and L.E. Simmons Foundation (the "Foundation") a promissory note in the amount of \$1,673,480 (the "Promissory Note"). The Promissory Note was received as a charitable bequest from the Estate. The Promissory Note arose from the sale of RES Properties, LPA from the Estate to Laurence E. Simmons 301 Trust (the "Trust") on December 31, 2009. The Promissory Note did not arise from a loan made by the Foundation to the Trust.

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
65,082 SH ZIONS BANCORPORATION	65,082.	1,059,535.
18,900 SH ZIONS BANCORP	18,900.	307,692.
72,042 SH TIFF MULTI ASSET FD	1,467,911.	1,412,599.
29,444 SHS ZIONS BANCORP	29,444.	479,348.
13,942 SHS OIL STATES INTL	67,760.	1,064,751.
8,678 SHS OIL STATES INTL	42,869.	662,739.
9,530 SHS OIL STATES INTL	47,078.	727,806.
16,095 SHS OIL STATES INTL	78,390.	1,229,099.
5,200 SHS QEP RESOURCES INC	96,148.	152,360.
1,672 SHS ZIONS BANCORP	15,900.	27,220.
TOTALS	<u>1,929,482.</u>	<u>7,123,149.</u>

ATTACHMENT 8FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: NOTE PAYABLE - L.E. SIMMONS
ORIGINAL AMOUNT: 750,000.

BEGINNING BALANCE DUE 750,000.

ENDING BALANCE DUE _____

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC. 750,000.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC. _____

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
OUTSTANDING CHECKS	4,000.
TOTALS	<u>4,000.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRECONTRIBUTION GAIN ON SECURITIES
CONTRIBUTED TO FOUNDATION IN 2011

188,953.

TOTAL

188,953.

THE VIRGINIA AND L. E. SIMMONS FOUNDATION

76-0453177

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
VIRGINIA W. SIMMONS 6600 J.P. MORGAN CHASE TOWER HOUSTON, TX 77002-3007	VICE PRESIDENT	0	0	0
ANTHONY F. DELUCA 6600 J.P. MORGAN CHASE TOWER HOUSTON, TX 77002-3007	SECRETARY/TREASURER	0	0	0
L.E. SIMMONS 6600 J.P. MORGAN CHASE TOWER HOUSTON, TX 77002-3007	PRESIDENT 5.50	0	0	0
GRAND TOTALS		0	0	0

The Virginia & L.E. Simmons Family
Foundation
Charitable Contributions
Year 2011

EIN 76-0453177

Recipient Name & Address		If Recipient is an Individual, Relationship to Foundation Manager or Substantial Contributor		Foundation Status of Recipient		Purpose of Grant or Contribution		Amount
American Leadership Forum	3101 Richmond Ave ,Suite 140	Houston, Texas 77098	N/A	Public	Joining and Strengthening Diverse Leaders to better serve the public	(2,500 00)		
Boy Scouts of America (Sam Houston Area Council)	1911 Bagby	Houston, Texas 77052	N/A	Public	Provides programs for youth to enhance education for young men and women	(9,000 00)		
Brigham Young Idaho	220 Kimball Building	Rexburg, Idaho 83460-1655	N/A	Public	Trustees/Presidents Fund (Scholarships)	(5,000 00)		
Brigham Young University Hawaii Community Foundation of Jackson Hole	55-220 Kulanui Street #1879	Laie, Hawaii 96762-1294	N/A	Public	Support parks and pathways in the Jackson WY area	(3,500 00)		
George Bush Presidential Library Foundation	255 East Simpson Street	Jackson, WY 83001	N/A	Public	Bush Library Center and George Bush School of Government and Public Service	(15,000 00)		
Grand Teton National Park Foundation	c/o Texas A&M, 1145 TAMU	College Station, TX 77843-1145	N/A	Public	support the Craig Thomas Discovery and Visitor Center	(32,500 00)		
Greater Houston Community Foundation	P O Box 249	Moose, WY 83012	N/A	Public	ROCC scholarship fund	(40,000 00)		
Harris County District Foundation	1600 River Oaks Blvd	Houston, TX 77019	N/A	Public	HCHD Nursing Leadership Fund	(100 00)		
Helping a Hero	P O Box 890786	Houston, Texas 77289-0786	N/A	Public	assist in awarding new homes to severely wounded heroes injured in Iraq and Afghanistan	(500 00)		
Holocaust Museum Houston	5401 Caroline St	Houston, Texas 77004	N/A	Public	educating people about the Holocaust	(5,000 00)		
Hospice Austin	4107 Spicewood Spring Road,Ste 100	Austin, Texas 78759	N/A	Public	Memorial contribution in the car of a terminally ill patient	(100 00)		
Houston Area Women's Center	1010 Waugh Dr	Houston, Texas 77019	N/A	Public	The Houston Area Women's Center helps individuals affected by domestic and sexual violence in their efforts to move their lives forward	(3,000 00)		
Houston Technology Center	410 Pierce Street	Houston, TX 77002	N/A	Public	to accelerate the growth of emerging technology companies that will create employment opportunities for the city	(10,000 00)		
Kickstart Kids	3800 North Shepherd,Ste 3800B	Houston, Texas 77018	N/A	Public	to assist in building strong moral character through our youth programs	(1,000 00)		

LSE Centennial Fund	424 West 33rd Street, Ste 280	New York, NY 10001	N/A	Public	to support education	(8,500 00)
March of Dimes - Texas	3000 Wesleyan, Ste 100	Houston, TX 77027	N/A	Public	We help moms have full-term pregnancies and research the problems that threaten the health of babies	(4,400 00)
Marine Corps Scholarship Foundation	121 S Saint Asaph St	Alexandria, VA 22314	N/A	Public	scholarships honoring Marines by educating their children	(9,000 00)
Medical Bridges, Inc.	P O Box 300245	Houston, TX 77230	N/A	Public	Distributes donated medical supplies to developing nations assist Americans living with MS, fund promising research and advocate for change	(1,000 00)
National Multiple Sclerosis Association	8111 North Stadium Drive, Ste 100	Houston, TX 77054	N/A	Public	Supports National Parks	(100 00)
Reasoning Mind	1300 19th Street N W, Suite 00	Washington, DC 20036	N/A	Public	to support education	(4,600 00)
	3050 Post Oak Blvd, Ste 1200	Houston, Texas 77056	N/A	Public	Grant to support collaborative research projects by researchers at Rice University, Texas Children's Hospital and The Methodist Hospital	(5,000 00)
Rice University Collaborative Research Fund	P O Box 1892	Houston, Texas 77251	N/A	Public	Research Institute	(600,000 00)
Rice University - Jones School of Business Bldg Fund	P O Box 1892	Houston, Texas 77251	N/A	Public	support research and engagement with world-class professors for our students	(50,000 00)
Rice University - James A. Baker III Institute for Public Policy	P O Box 1892	Houston, Texas 77251	N/A	Public	to support education	(10,000 00)
Rice University - Rice Annual Fund	P O Box 1892	Houston, Texas 77251	N/A	Public	Annual Fund for Student Life & Learning	(20,000 00)
San Jacinto Battleground Conservancy	811 Rusk, Ste 720	Houston, Texas 77002	N/A	Public	to assist in the conservation and expansion of the battleground	(250 00)
Scenic Houston	3015 Richmond Ave, Ste 220	Houston, Texas 77098	N/A	Public	preserves and enhances the visual character of Houston to share the gospel through music	(2,500 00)
SUV Choir	2657 Windmill Pkwy #266	Henderson, NV 89074-3384	N/A	Public		(4,000 00)
Texas A&M Foundation	401 George Bush Drive	College Station, TX 77840-2811	N/A	Public	Honors Scholars Program '08	(20,000 00)
Texas Children's Hospital	P O Box 300630, Ste 5214	Houston, TX 77230-0630	N/A	Public	pediatric research and treatments	(2,000 00)
Texas Heart Institute	P O Box 20345	Houston, TX 77225-0345	N/A	Public	research in cardiovascular disease	(75,000 00)
The Barbara Bush Foundation for Family Literacy	P O Box 131614	Houston, Texas 77219-1314	N/A	Public	to promote and support family literacy	(1,150 00)
The Caroline School	4500 Bissonnet, Ste 340	Bellaire, TX 77401-3006	N/A	Public	grant to support medically fragile children	(500 00)
The Evelyn Rubenstein Jewish Community Center	5601 S Braeswood	Houston, Texas 77096	N/A	Public	to support the irvin kaplan children's scholarship fund	(1,000 00)
The Kinkaid School	201 Kinkaid School Drive	Houston, Texas 77024	N/A	Private	to support education	(25,000 00)
The Salvation Army	P O Box 200563	Houston, Texas 77216	N/A	Public	Provide help to the needy during Christmas	(100 00)
The Open Door Mission	P O Box 849	Houston, Texas 77001-0849	N/A	Public	to assist homeless with food and shelter	(1,000 00)

The Waggoners Foundation (The Council on Alcohol and Drugs Houston)	P O Box 2768	Houston, TX 77252	N/A	Public	to assist those with alcohol and drug issues	(1,000 00)
The United Way of the Texas Gulf Coast	P O Box 200716	Houston, TX 77216	N/A	Public	to assist the needs of those in the Gulf Coast Area	(25,000 00)
Tony Blair Africa Governance Initiative	P O Box 60519	London W2 7 JU United Kingdom	N/A	Public	Grant to support building governments to build the institutions, processes and skills they need to bridge the gap between vision and real change	(10,000 00)
University of Utah - Honors College	540 Arapahoe Drive, Ste 250	Salt Lake City, UT 84108-1238	N/A	Public	mission of education, research, and enhancement of life in our community	(50,000 00)
Woodrow Wilson Center	1 East Greenway Plaza, Ste 225	Houston, TX 77046	N/A	Public	The Award for Corporate Citizenship is bestowed on those executives who, by their examples and their business practices, have shown a deep concern for the common good beyond the bottom line	(47,120 00)
Yellowstone Academy	3000 Trulley Street	Houston, TX 77004	N/A	Public	to serve children from low income families	(15,000 00)
Total						(1,120,670 00)

The Virginia & L.E. Simmons Foundation
Commitments
Year 2011

EIN: 76-0453177

	Date Commitment Made	Term	Original Commitment Amount	2011		Balance 12/31/2011
				Commitments 2011	Payments 2011	

Virginia & L.E. Simmons
Foundation Commitments:

BYU Hawaii - 4 pymts of \$7,500	11/29/2007	4 years	30,000		(2,500)	-
George W Bush Library -\$20,000 for 5 years	2/2/2009	5 years - 1st pymt due by 12/31/2009	100,000		(20,000)	40,000
Grand Teton National Park Foundation	8/30/2006	5 years	200,000		(40,000)	-
NPCA Pronghorn Migration Campaign	2/20/2008	2 years	20,000		-	20,000
Rice University - Jones Graduate School	2/15/2008	5 years	250,000		(50,000)	50,000
Rice University - Collaborative Research Fund	2008 Beg 2009	5 years	3,000,000		(600,000)	1,200,000
Rice University- Annual Fd	4/7/2010	3 years	30,000		(20,000)	-

No organization
committed to as
of 12/31/2011

Star of Hope or another org requested I	Beg 2010	2 years	20,000			-
Texas A&M - Mays Business School - Honors Scholarship	Beg 2008	5 years - 1st payment due in '09	100,000		(20,000)	40,000
The Bush School	Beg 2011	2 yr - \$12,500 each yr	25,000	25,000	(12,500)	12,500
The Kinkaid School - Tomorrow's Promise	Beg 2011	2 pymts - Dec 2011 & Dec 2012	50,000	50,000	(25,000)	25,000
University of Utah - Honors College	8/12/2008 revised on 03/23/2010 beg 12/31/2010	5 years - 1st payment due in '09 (original amt. \$100,000 revised to \$250,000)	250,000		(50,000)	130,000
Yellowstone Academy	Beg 2011	Total Pledge \$50,000	50,000	50,000		50,000

United Way Alexis de Tocqueville	11/8/2011	Total Pledge \$25,000	25,000	25,000	(25,000)	-
----------------------------------	-----------	-----------------------	--------	--------	----------	---

Texas Heart Institute	7/3/1905	Total Pledge \$250,000	250,000	250,000	(50,000)	200,000
Foundation Total			4,400,000	400,000	(915,000)	1,767,500

THE VIRGINIA & L.E. SIMMONS FOUNDATION

EIN: 76-0453177

TAX YEAR: 2011

CONTRIBUTIONS RECEIVED FROM THE ESTATE OF ELIZABETH E. SIMMONS

	<u>Fair Market Value</u>	<u>Donor's Cost Basis</u>
5,200 shs Questar Corporation (STR)	91,104.00	49,348.00
1,672 shs Zions Bancorporation (ZION)	39,191.68	15,900.72
5,200 shs QEP Resources Inc (QEP)	214,032.00	96,148.00
518 shs WestAmerica Bancorporation (WABC)	26,783.19	20,761.44
TOTAL CONTRIBUTION	<u>371,110.87</u>	<u>182,158.16</u>

**The Virginia & L.E. Simmons Family Foundation
Part VII-A, Line 10
Substantial Contributors
Year 2011**

EIN 76-0453177

Name

Address

L.E. Simmons

6600 J.P. Morgan Chase Tower
Houston, TX 77002-3007

Virginia W. Simmons

6600 J.P. Morgan Chase Tower
Houston, TX 77002-3007

The Estate of Elizabeth E. Simmons

515 South 700 East
Salt Lake City, UT 84102

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for**
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

THE VIRGINIA AND L. E. SIMMONS FOUNDATION

Employer identification number

76-0453177

Note: Form 5227 filers need to complete **only Parts I and II****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

34 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss
Carryover Worksheet**4**5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13,
column (3) on the back ▶**5****Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

1,199,786.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

36,828.

10 Gain from Form 4797, Part I

1011 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss
Carryover Worksheet**11**12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a,
column (3) on the back ▶**12**

1,236,614.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		1,236,614.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		1,236,614.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) or b \$3,000

16 ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

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

Schedule D (Form 1041) 2011

Employer identification number

76-0453177

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	1,199,786.
---	------------

JSA

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					36,828.	
1,226,727.		18,400 SHS OIL STS INTL INC DEL COM PROPERTY TYPE: SECURITIES 90,896.				P	VARIOUS	VARIOUS
		5,200 SHS QUESTAR CORP PROPERTY TYPE: SECURITIES 49,348.				D	03/13/2009	10/26/2011
99,439.		518 SHS WESTAMERICA BANCORP PROPERTY TYPE: SECURITIES 20,761.				D	03/13/2009	10/26/2011
22,356.		TIFF MULTI-ASSET FUND - NONDIVIDEND DIST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
12,269.							12,269.	
TOTAL GAIN (LOSS)							<u>1,236,614.</u>	